

**Advani Hotels & Resorts (India) Limited**  
**Extraordinary General Meeting of the Company held on 22nd December 2014**  
**Details of reporting as per Clause 35A of the Listing Agreement**

Promoter/Public	No. of shares held	No. of votes casted by Members	% of Votes casted by Members on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes casted by Members	% of Votes against on votes casted by Members
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Item No.1 - Appointment of Admiral Sureesh Mehta as an Independent Director.</b>							
Promoter and Promoter Group	23187102	23054102	99.43	23054102	0	100.00	0.00
Public – Institutional holders	58500	0	0.00	0	0	0.00	0.00
Public-Others	22973648	46059	0.20	46059	0	100.00	0.00
<b>Total</b>	<b>46219250</b>	<b>23101701</b>	<b>49.98</b>	<b>23101701</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Item No.2 - Appointment of Mr. Adhiraj Anil as an Independent Director.</b>							
Promoter and Promoter Group	23187102	23054102	99.43	23054102	0	100.00	0.00
Public – Institutional holders	58500	0	0.00	0	0	0.00	0.00
Public-Others	22973648	46059	0.20	46059	0	100.00	0.00
<b>Total</b>	<b>46219250</b>	<b>23101701</b>	<b>49.98</b>	<b>23101701</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Place: - Mumbai

Date: - December 24, 2014

For ADVANI HOTELS & RESORTS (INDIA) LIMITED  
  
 RAJU BAMANE  
 MUMBAI  
 Company Secretary

**Virendra Bhatt**

Company Secretary

Office :

602, Tardeo Airconditioned Market,  
Tardeo Main Road, Tardeo,  
Mumbai-400 034.

Tel. : 2351 4867 / 2351 2412

Mobile : 98200 48670

e-mail : bhattvirendra1945@yahoo.co.in

**Form No. MGT - 13**

**Report of Scrutinizer(s)**

**[Pursuant to section 109 of the Companies Act, 2013 and rules 21(2) of the Companies (Management and Administration) Rules, 2014]**

To,  
The Chairman

**Advani Hotels & Resorts (India) Limited**

18 A & 18 B, Jolly Maker Chamber

Nariman Point,

Mumbai - 400021

**Extraordinary General Meeting (EGM) of the Equity Share holders of ADVANI HOTELS & RESORTS (INDIA) LIMITED held on Monday December 22, 2014 at 11.00 p.m. at Walchand Hirachand Hall, 4Th floor, Indian Merchants' Chamber, Indian Merchants' Chamber Marg, Churchgate, Mumbai 400020.**

Dear Sir,

I VIRENDRA G. BHATT, appointed as Scrutinizer for the purpose of scrutinizing the votes cast by e-voting, ballot forms and the poll taken on the below mentioned resolution(s) at the Extraordinary General Meeting of the Equity Shareholders of ADVANI HOTELS & RESORTS (INDIA) LIMITED held on Monday December 22, 2014 at 11.00 p.m. at Walchand Hirachand Hall, 4<sup>th</sup> floor, Indian Merchants' Chamber, Indian Merchants' Chamber Marg, Churchgate, Mumbai 400020, submit our report as under:



- i. Being a Listed Company, the Company had provided e-voting facility to its shareholders which were remained open from December 16, 2014 (9.00 a.m.) to December 18, 2014 (6.00 p.m.).
- ii. The Company has completed the dispatch of EGM Ballot forms on November 29, 2014 along with prepaid postage business reply envelope to its members whose name appeared in on the register of members/ list of beneficiaries as on November 21, 2014.
- iii. The last date for receipt of EGM Ballot Forms was December 18, 2014.
- iv. The members of the Company as on the " cut off " date i.e. November 21, 2014 were entitled to vote on the resolutions .(Resolutions No. 1 and 2 as set out in the Notice of the EGM of the Company)
- v. The Company had also arranged for Ballot papers which were duly distributed to the members at the Extraordinary General Meeting on December 22, 2014. In case of joint holders, the Ballot papers were given to the First name holders or in his/her absence to the joint holders attending the meeting as appearing in the chronological order in the folio.
- vi. We have kept a record of the Ballot papers received in response to the voting done at the Extraordinary General Meeting.
- vii. After the time fixed for closing of the poll i.e. receipt of ballot papers by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- viii. The locked ballot boxes were subsequently opened in my presence and poll i.e. ballot papers were diligently scrutinized. The poll i.e. ballot papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- ix. The poll i.e. ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- x. The combined result of the voting i.e. by e-voting, by ballot forms and the voting through the poll at the EGM, is as under:



**RESOLUTION -1 Appointment of Admiral Sureesh Mehta (Retired) as an Independent Director.**

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force), Admiral Sureesh Mehta (Retired) (DIN:06992229), who was appointed by the Board of Directors as an Additional Director of the Company with effect from September 24, 2014 in terms of Section 161 of the Companies Act, 2013, and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(l) of the Act from a member proposing his candidature' for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from December 22, 2014 and whose term of office shall not be liable to retire by rotation."

i. Voted in **FAVOUR** of the resolution

Number of members present and voting through physical and E-voting (in person or by proxy)		Number of votes casted by them.	% of total number of valid votes cast
Physical	98	23100161	99.99%
E-voting	4	1540	0.01%
Total	102	23101701	100%

ii. Voted **AGAINST** the resolution

Number of members present and voting through Physical and E-voting (in person or by proxy)		Number of votes casted by them.	% of total number of valid votes cast
Physical	0	0	0%
E-voting	0	0	0%
Total	0	0	0%

iii. Invalid Votes / Not voted

Number of members(Physical and E-voting)		Number of votes casted by them.
Physical	3	123800
E-voting	0	0
Total	3	123800



**RESOLUTION 2 –Appointment of Mr. Adhiraj Harish as an Independent Director.**

"RESOLVED that pursuant to the provisions of Sections 149,150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force), Mr. Adhiraj Harish (DIN: 03380459), who was appointed by the Board of Directors as an Additional Director of the Company with effect from November 10, 2014 in terms of Section 161 of the Companies Act, 2013, and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director,

be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from December 22, 2014 and whose term of office shall not be liable to retire by rotation."

i. Voted in FAVOUR of the resolution

Number of members present and voting through Physical and E-voting (in person or by proxy)		Number of votes casted by them.	% of total number of valid votes cast
Physical	98	23100161	99.99%
E-voting	4	1540	0.01%
Total	102	23101701	100%

ii. Voted AGAINST the resolution

Number of members present and voting through Physical and E-voting (in person or by proxy)		Number of votes casted by them.	% of total number of valid votes cast
Physical	0	0	0
E-voting	0	0	0
Total	0	0	0

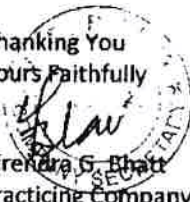
iii. Invalid Votes / Not voted

Number of members(Physical and E-voting)		Number of votes casted by them.
Physical	3	123800
E-voting	0	0
Total	3	123800

(\*) (b) (AT)

1. A compact disc (CD) containing a list of shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
2. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You  
Yours Faithfully



Virendra G. Bhatt  
Practising Company Secretary  
C.P. No. 124 / ACS 1157

Date: 24/12/2014

Place: Mumbai