



August 20<sup>th</sup>, 2019

To,  
Department of Corporate Services  
BSE Limited  
P J Towers, Dalal Street  
Mumbai - 400 001

Dear Sirs,

**Sub: Scrutinizer's report pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017**

In connection with the meetings of the equity shareholders of Sayaji Hotels Limited held on August 14<sup>th</sup>, 2019 convened pursuant to the order of the National Company Law Tribunal dated July 4<sup>th</sup>, 2019 for seeking approval for the Composite Scheme of Amalgamation and Arrangement between Sayaji Hotels Limited ("Company"/ "Transferee Company 1") and Ahilya Hotels Limited ("AHL"/ "Transferor Company 1") and Sayaji Housekeeping Services Limited ("SHKSL"/ "Transferor Company 2") and Sayaji Hotels (Pune) Limited ("SHPL"/ "Resulting Company 1") and Sayaji Hotels Management Limited ("SHML"/ "Transferee Company 2"/ "Resulting Company 2") and their respective Shareholders and Creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "Scheme"), we would like to inform that, pursuant to Para I(A)(9) of Annexure I of the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, attached herein is the Scrutinizer's report confirming that majority of the public shareholders have cast their vote in favour of the resolution i.e. votes cast by the public shareholders in favour of the scheme are more than the number of votes cast by the public shareholders against it. This hence also ensures compliance with clause 47.2 of the Scheme. This letter is in furtherance to our letter filed with your office on 16<sup>th</sup> August 2019.

You are requested to take the above information on your records

**Thanking you,  
Yours faithfully  
For Sayaji Hotels Limited**

  
**Amit Sarraf  
Company Secretary**

Encl: Scrutinizer's report of Neelesh Gupta & Co.



*Neelesh Gupta & Co.*

**COMPANY SECRETARIES**

**Scrutinizer Report**

[Pursuant to section 108 and 110 of the Companies Act, 2013 read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]]

**To**  
**The Chairman**  
**of the Equity Shareholders meeting of Sayaji Hotels Limited**  
F1 C2 Sivavel Apartment 2 Alagappa Nagar,  
ZaminPallavaram  
Chennai (TN) 600117

Dear Sir,

**Sub: Report of Scrutinizer pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017**

I, Neelesh Gupta, **Practicing Company Secretary** having Membership No. 6381 and CP No. 6846, was appointed by the Chairman of the meeting as Scrutinizer pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the e- voting and Postal Ballot for the NCLT Convened Shareholders meeting held on Wednesday, 14<sup>th</sup> August, 2019 at 11:00A.M. at the registered office of the Company i.e. F1 C2 Sivavel Apartment 2 Alagappa Nagar, ZaminPallavaram Chennai (TN) 600117 in a fair and transparent manner and ascertaining the requisite majority on e- voting, Postal Ballot and voting at the venue out as per the provision of Companies Act, 2013 on the below mentioned resolution.

**Resolution:** -To approve the Composite Scheme of Amalgamation and Arrangement between Sayaji Hotels Limited and Ahilya Hotels Limited and Sayaji Housekeeping Services Limited and Sayaji Hotels (Pune) Limited and Sayaji Hotels Management Limited and their respective shareholders and creditors ('Composite Scheme').

We certify that the votes cast through e-voting, postal ballot and voting by way of poll at the meeting by the public shareholders in favour of the resolution is more than the number of votes cast by the public shareholders against it, as shown below:

	<b>Number of public shareholders who voted</b>	<b>Number of votes cast by public shareholders in favor of resolution</b>	<b>Number of votes cast by public shareholders against resolution</b>	<b>% of vote cast by public shareholders for the resolution</b>
<b>E-voting</b>	3	528300	NIL	100%



<b>Postal ballot</b>	3	350	NIL	100%
<b>Votes Cast by way of poll at the meeting</b>	6	18521	NIL	100%
<b>Total</b>	<b>12</b>	<b>547171</b>	<b>NIL</b>	<b>100%</b>

**For, Neelesh Gupta & Co.,  
Company Secretaries**

**Neelesh Gupta  
Proprietor  
Mem No. FCS 6381  
C. P. No. : 6846  
Date : 20.08.2019  
Place: Indore**

