

April 12, 2021

**National Stock Exchange of India Limited**  
Exchange Plaza  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai 400 051.  
**Scrip Code: CHALET**

**BSE Limited**  
Corporate Relationship Department  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai 400 001.  
**Scrip Code: 542399**

Dear Sir / Madam,

**Sub: Voting Results and Scrutiniser's Report in respect of the NCLT Convened Meeting ('Meeting') of the Company held on Monday, April 12, 2021**

Pursuant to the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith:

- 1) E-voting result in the prescribed format – **Annexure I**
- 2) Report on e-voting result dated April 12, 2021 issued by the Scrutiniser i.e. Mr. Avinash Bagul, Avinash Bagul & Associates, Company Secretary in Whole-time Practice – **Annexure II**

The business item as per the Notice convening the Meeting was approved by the Members with requisite majority.

Further, the Voting Results along with the Scrutiniser's Report are being made available on the website of KFin Technologies Private Limited at <https://evoting.kfintech.com> and also the Company's website at [www.chalethotels.com/amalgamation/](http://www.chalethotels.com/amalgamation/).

Request you to take the same on record.

Thanking You.

Yours faithfully,  
For **Chalet Hotels Limited**

  
**Christabelle Baptista**  
Company Secretary & Compliance Officer



Encl.: As above

**Annexure I**

CHALET HOTELS LIMITED	
Date of the Meeting	12-04-2021
Total number of shareholders on record date	27,752
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	36
Public:	16

Resolution No.		1								
Resolution required: (Ordinary/ Special)		SPECIAL - Approval of Scheme of Arrangement and Amalgamation amongst Belaire Hotels Private Limited and Seapearl Hotels Private Limited with Chalet Hotels Limited with their respective Shareholders and Creditors.								
Whether promoter/ promoter group are interested in the agenda/resolution?		No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	14,69,02,680	14,69,02,680	100.0000	14,69,02,680	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		14,69,02,680	100.0000	14,69,02,680	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	4,39,21,558	4,07,99,079	92.8908	4,07,99,079	0	100.0000	0.0000	0	13,263
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,07,99,079	92.8908	4,07,99,079	0	100.0000	0.0000	0	13,263
Public- Non-Institutions	E-Voting	1,41,99,626	26,02,559	18.3284	26,02,559	0	100.0000	0.0000	0	0
	Poll		5,737	0.0404	5,737	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		26,08,296	18.3688	26,08,296	0	100.0000	0.0000	0	0
<b>Total</b>		<b>20,50,23,864</b>	<b>19,03,10,055</b>	<b>92.8234</b>	<b>19,03,10,055</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>13,263</b>

**Chalet Hotels Limited** (Formerly Chalet Hotels Pvt. Ltd.)

Regd. Off. : Raheja Tower, Plot No.C-30, Block 'G', Next to Bank of Baroda, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.

Phone : +91-22-2656 4000 Fax : +91-22-2656 5451 Website : [www.chalethotels.com](http://www.chalethotels.com)

CIN : L55101MH1986PLC038538



# Avinash Bagul & Associates

## Practicing Company Secretaries

D/101, Shiv Chhaya CHS, Eksar Road, Borivali (West), Mumbai 400 091

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### SCRUTINIZER'S REPORT

To,  
Ms. Prachi Wazalwar  
Chairperson appointed for the Meeting of Equity Shareholders of **Chalet Hotels Limited** (CIN:- L55101MH1986PLC038538) convened by the National Company Law Tribunal, Mumbai Bench, pursuant to order dated February 5, 2021 (the "Order") passed in Company Application No. CA(CAA)1117/MB/2020

**Report of Scrutinizer on Remote e- Voting process and e- voting conducted during the Meeting of Equity Shareholders of Chalet Hotels Limited (the "Company"/ the "Applicant Company") convened by National Company Law Tribunal (NCLT), Mumbai Bench, (the "Tribunal") held on Monday, April 12, 2021 at 11:00 a.m. through Video Conferencing ('VC') (hereinafter the referred to as "Meeting").**

**Ref:- Scheme of Arrangement between the Company and Belaire Hotels Private Limited ("Transferor No. 1") and Seapearl Hotels Private Limited ("Transferor No. 2") and their respective Shareholders and Creditors pursuant to the provisions of Section 230(3) of the Companies Act, 2013 and Rules 6 & 7 of the Companies (Compromises, Arrangement & Amalgamation) Rules, 2016 (the "Act").**

Dear Madam,

I, Avinash Bagul , Proprietor of Avinash Bagul & Associates, Company Secretaries, have been appointed by the Hon'ble Mumbai Bench of NCLT vide its order dated February 5, 2021 passed pursuant to the Company Application (CAA) No. 1117/MB/2020 as Scrutinizer for the purpose of conducting Remote e-voting prior to the meeting and e-voting at the deemed venue of the Meeting of Equity Shareholders of the Company held on Monday, April 12, 2021 at 11:00 a.m. through VC, on the resolution seeking approval of Equity shareholders for the proposed Scheme of Arrangement between the Company and Belaire Hotels Private Limited and Seapearl Hotels Private Limited and their respective Shareholders and Creditors in terms of the Notice dated March 8, 2021 (the "Notice") convening the meeting.

I hereby submit my report as follows:

#### **1. Cut – off Date**

Notices were issued to Equity shareholders whose names were appearing in Register of Members/ list of Beneficial owners as on Friday, March 05, 2021 and Voting rights were reckoned as on Tuesday, April 6, 2021, being the cut- off date for the purpose of deciding the entitlements of members to vote through Remote e- voting and voting during the Meeting.



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## 2. Remote e- voting and e voting during the Meeting

### 2.1 Agency

The Company has appointed KFin Technologies Private Limited ("KFin") as the agency for providing the Remote e- voting platform prior to the Meeting and electronic voting facility during the Meeting.

### 2.2 Remote e- voting period

The voting period for Remote e-voting commenced on Friday, April 9, 2021 (9.00 a.m. IST) and ended on Sunday, April 11, 2021 (5.00 p.m. IST).

2.3 Accordingly, after the closure of the remote e- voting process at 05:00 p.m., on April 11, 2021, I downloaded the file containing names, DP ID & Client ID, Folios and shareholding of the members who cast their votes through Remote e- voting and shared the file with Registrar and Transfer Agent of the Company ("RTA").

## 3. Public Advertisement

The Company has also published, a public Notice convening the said Meeting in "Business Standard" English Newspaper, and in "Navshakti", Marathi Newspaper having wide circulation in the state of Maharashtra, in the editions dated March 12, 2021.

## 4. Serving of Notice

4.1 In Compliance with the Tribunal order dated February 5, 2021, Notices were sent via electronic mode by Kfin, the System Provider to 26995 Equity Shareholders at their e-mail addresses and to 854 by registered post at the postal address, registered with the Depository Participants as per the data downloaded from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, March 05, 2021 ("cut-off" date for sending Notice). The process of serving of Notice was completed on March 10, 2021.

4.2 The Company had uploaded the Notice together with the explanatory statement on its website [www.chalethotels.com/amalgamation](http://www.chalethotels.com/amalgamation) and as well as that of Service Provider, Kfin <https://evoting.kfintech.com> respectively. Kfin had generated **Electronic Voting Event Number (EVEN): 5858**.



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4.3 The Company has served Notice to the (i) Regional Director (Western Region), Ministry of Corporate Affairs, Mumbai (ii) Registrar of Companies, Maharashtra, Mumbai (iii) Deputy Commissioner of Income Tax, Mumbai (iv) BSE Limited (v) National Stock Exchange of India Limited and (vi) Securities and Exchange Board of India, Mumbai.

### 5. E- voting at the meeting

After the announcement was made by the Chairperson appointed for the meeting, members present at the meeting and who had not cast their vote earlier through Remote e-voting, voted through the electronic voting facility provided by Kfin.

### 6. Submission of Compliance Report

6.1 The Chairperson has submitted a compliance report on April 05, 2021, to the Tribunal, stating that the directions in the Order have been duly complied with.

6.2 The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to Remote e-voting prior to the meeting and e-voting during the Meeting on the resolution contained in the Notice of the Meeting.

My responsibility as Scrutinizer for the Remote e-voting and e-voting at the Meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolution.

### 7. Resolution: To approve the Scheme of Arrangement between the Company and Belaire Hotels Private Limited and Seapearl Hotels Private Limited and their respective Shareholders and Creditors pursuant to the provisions of Section 230(3) of the Companies Act, 2013 and Rules 6 & 7 of the Companies (Compromises, Arrangement & Amalgamation) Rules, 2016

#### l) Item No. 1 of the Notice

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and other Rules, Circulars and Notifications made thereunder as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India from time to time, and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the approval of the Mumbai Bench of the Hon'ble National Company Law Tribunal and such



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other approvals, permissions and sanctions of regulatory or Governmental and other authorities or Tribunals, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by the Mumbai Bench of the Hon'ble National Company Law Tribunal, or by any regulatory or other authorities or tribunals, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company, the proposed amalgamation embodied in the Scheme of Arrangement and Amalgamation amongst Belaire Hotels Private Limited and Seapearl Hotels Private Limited and Chalet Hotels Limited and their respective Shareholders and Creditors (hereinafter referred to as the "Scheme"), be and is hereby approved with or without modification(s) and for conditions, if any, which may be required and/or imposed and/or permitted by the Mumbai Bench of the Hon'ble National Company Law Tribunal while sanctioning the Scheme and/or by any Governmental authority.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution and for removal of any difficulties or doubts, the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the Mumbai Bench of the Hon'ble National Company Law Tribunal while sanctioning the Scheme, or by any Governmental authorities, or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder, creditor, the Securities and Exchange Board of India, the Mumbai Bench of the Hon'ble National Company Law Tribunal, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto."

### 8. Counting Process

8.1 On completion of voting at the meeting, Kfin provided me with the list of members present at the meeting, who had cast their votes, their holding details as well as details of vote/s cast on the resolution.

8.2. Votes were reconciled with the records maintained by the Company and RTA with respect to authorizations lodged with the Company.



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8.3 I unblocked the Remote e- voting results on the Kfin remote e-voting platform in the presence of Ms. Devanshi Doshi and Ms. Jignasha Thakkar, who are not in employment of the Company and downloaded the Remote e- voting results.

8.4 I noted that 87 members holding 190317581 Equity shares had casted their votes through Remote e- voting facility and 7 members holding 5737 Equity shares had casted their votes at the meeting. Thus, in aggregate 94 members holding 190323318 Equity shares had cast their votes.

8.5 The result of Remote e- voting provided by the Company through Kfin, on the resolution is as follows:

(a) Voted in favour of the resolution:

Number of members voted through Remote e- voting	% of the total number of members voted through Remote e- voting	Number of valid votes cast by them (in terms of number of shares held)	% of total number of valid votes cast (in terms of number of shares held)
85	97.70	190304318	100.00

(b) Voted against the Resolution:

Number of members voted through Remote e- voting	% of the total number members voted through Remote e- voting	Number of valid votes cast by them (in terms of number of shares held)	% of total number of valid votes cast (in terms of number of shares held)
NIL	NIL	NIL	NIL

(c) Invalid/ Abstained votes:

Total number of Members whose votes cast through remote e- voting were found to be Invalid/ Abstained	Total number of votes cast by them
2	13263



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8.6 The result of e- voting facility at the meeting provided by the Company through Kfin, on the Resolution is as follows:

Total number of Members present and voted at the meeting or by Authorised Representative	7
Total number of shares held by members present and voted at the meeting or by Authorised Representative	5737

(a) Voted in favour of the Resolution:

Number of members present and voted  (in person or as authorized representative)	% of the total number members present and voted  (in person or as authorized representative)	Number of valid votes cast by them  (in terms of number of shares held)	% of total number of valid votes cast  (in terms of number of shares held)
7	100.00	5737	100.00

(b) Voted against the Resolution:

Number of members present and voted  (in person or by authorized representative)	% of the total number members present and voted  (in person or as authorized representative)	Number of valid votes cast by them  (in terms of number of shares held)	% of total number of valid votes cast  (in terms of number of shares held)
NIL	NIL	NIL	NIL

(c) Invalid/ Abstain Votes:

Total number of Members whose votes were found to be invalid / who abstained from Voting	Total number of votes cast
NIL	NIL





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9. Consolidated results of the Remote e- voting and e- voting at the deemed venue of the Meeting are as follows:

Particulars	Remote e-Voting		E- Voting at the Tribunal Convened Meeting		Total	
	Number of Members	Number of votes cast by them	Number of Members	Number of votes cast by them	Number of Members	Number of votes cast by them
Total Valid Votes	85	190304318	7	5737	92	190310055
Total votes cast in favour of the Resolution	85	190304318	7	5737	92	190310055
% of Votes cast in favour	100.00	100.00	100.00	100.00	100.00	100.00
Total votes Cast against the Resolution	NIL	NIL	NIL	NIL	NIL	NIL
% of votes cast against	NA	NA	NA	NA	NA	NA

### 10. Result:-

As mentioned in the Notice to the shareholders, in accordance with the provisions of Sections 230-232 of the Act, the Scheme of Arrangement shall be considered approved by the Equity Shareholders only if the Scheme approved by majority of persons representing three-fourth in value of the members, of the Applicant Company, voting in person through VC or by remote e-voting.

As per the scrutiny of votes cast in respect of the resolution by Remote e- voting and by e- voting at the Meeting, the resolution is deemed to have been passed as per the abovementioned criteria. The deemed date of approval of the resolution will be April 12, 2021.



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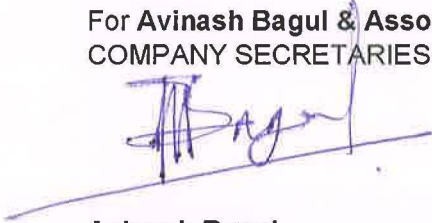
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I thank you for the opportunity given, to act as a Scrutinizer for the above-mentioned Tribunal convened meeting process of your Company.

Thanking You

Yours faithfully,

For Avinash Bagul & Associates  
COMPANY SECRETARIES



**Avinash Bagul**  
**Proprietor and Scrutinizer appointed by the Tribunal for the Meeting of the Equity Shareholders)**  
**FCS- 5578 /COP-19862**

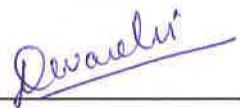
Place: Mumbai

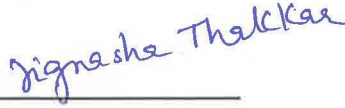
Dated: April 12, 2021

The following were the witnesses to the unblocking of Remote e-voting, on closure of e-voting period.

1. Ms. Devanshi Doshi

2. Ms. Jignasha Thakkar

Signature 

Signature 

**I have received the report:**

Signature 

**Prachi Wazalwar**  
**Chairperson appointed by the Tribunal for the Equity Shareholders Meeting**

**Final tally of the votes cast for the matters placed for consideration of shareholders**

Details	Resolution No	Mode of voting		Favour			Against			Total Valid votes Cast	Abstained & Less/not voted		
		No of Share holders	Total Shares	No of Share holders	Shares	% age	No of Share holders	Shares	% age		Shares	No of Share holders	Shares
To approve the Scheme of Arrangement between the Company and Belaire Hotels Private Limited and Seaparl Hotels Private Limited and their respective Shareholders and Creditors pursuant to the provisions of Section 230(3) of the Companies Act, 2013 and Rules 6 & 7 of the Companies (Compromises, Arrangement & Amalgamation) Rules, 2016		Remote voting	87	190317581	85	190304318	100.000	0	0	0.000	190304318	2	13263
	1	E-voting	7	5737	7	5737	100.000	0	0	0.000	5737	0	0
		TOTAL		94	190323318	92	190310055	100.000	0	0	0.000	190310055	2

