



**COMBINED SCRUTINIZER'S REPORT**  
(VOTING THROUGH REMOTE E-VOTING & BALLOT FORM AT  
THE 34<sup>th</sup> ANNUAL GENERAL MEETING)

To,  
The Chairman  
SAYAJI HOTELS LIMITED  
(CIN: L51100GJ1982PLC005131)  
Kala Ghoda, Sayaji Gunj, Opp. Rajashree Talkies,  
Vadodara-390005 (Gujarat)

**Sub: Passing of Resolution through Remote e-voting and Poll conducted at the 34<sup>th</sup> Annual General Meeting of Sayaji Hotels Limited (The Company) held on Friday, 29<sup>th</sup> September, 2017.**

Dear Sir,

1. I Ritesh Gupta Proprietor of the Ritesh Gupta & Co., Company Secretaries, have been appointed as the scrutinizer, pursuant to the authority granted by the Board of Directors of Sayaji Hotels Limited having CIN: L51100GJ1982PLC005131 for the purpose of :
  - i. Scrutinizing the remote e-voting process under the provision of Section 108 of the Companies Act, 2013 (the 2013 act) read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended and the provisions of regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015.
  - ii. Scrutinizing the Ballot Form at the 34<sup>th</sup> Annual General Meeting under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management & Administration) Rules, 2014 on the resolutions contained in the notice to the 34<sup>th</sup> Annual General Meeting (AGM) of the Equity & Preference Shareholders of the Company, held on 29<sup>th</sup> September, 2017 at "Sayaji Hotels", Near Kala Ghoda, Sayajigunj, Opp. Rajashree Talkies, Vadodara - 390005 (Gujarat).



2. The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act 2013, and rules relating to voting through remote e-voting and poll on the resolutions contained in the notice to the 34<sup>th</sup> AGM of the Equity & Preference Shareholder of the Company dated 28<sup>th</sup> August, 2017. My responsibility as the scrutinizer for the remote e-voting process and Poll is restricted to make a consolidated scrutinizer's report of the votes cast "in favour" or "in against" the resolutions stated below, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency authorized under the Rules and engaged by the company to provide E- voting facilities for voting through electronic means (i.e. by remote e-voting and Poll at the AGM).
3. The Member who were on record of the Company as on the "Cut - off" date i.e. Friday, 22<sup>nd</sup> September, 2017 were entitled to vote on the resolutions as set out in the notice of the 34<sup>th</sup> Annual General Meeting of the Company.
4. The Company had appointed Central Depository Services (India) Limited (CDSL) as service provider for extending the facility of remote electronic voting to the Shareholders of the Company from Monday, 25<sup>th</sup> September, 2017 at 09:00 AM (IST) to Thursday, 28<sup>th</sup> September, 2017 at 5:00 PM (IST).
5. At the end of the voting period on Thursday, 28<sup>th</sup> September, 2017 at 5:00 PM, the voting portals of the service provider was blocked forthwith.
6. The votes cast through remote e-voting were unblocked on 29<sup>th</sup> September, 2017 at 04:00 PM in the presence of two witnesses, viz Mr. Avdhesh Joshi and Mr. Sandeep Patel, who are not in the employment of the Company.
7. The Company has also given rights & facility to Preference Shareholders to vote for agendas through remote e-voting and by Poll; however none of the Preference Shareholders exercise their rights.
8. At the 34<sup>th</sup> AGM of the Company held on 29<sup>th</sup> September, 2017, the Chairman of the Company had suo motto called for poll to facilitate the members present in the meeting and the members who could not participate in remote e-voting process to record their votes through the poll process. The Chairman of the AGM had appointed me as the scrutinizer for the same.

The Brief analysis of result of the Remote e-voting and Ballot Forms are as under:

Item of Notice Particulars of Business	Type of Votes	Votes in Favour of Resolution		Votes against the Resolution		Invalid Votes	
		No. of shares	Percen -tage (%)	No. of shares	Percent -age (%)	No. of shares	Percen t-age (%)
<b>Item No. 1: Ordinary Resolution</b>	Remote E-voting	7176447	100.00	0.00	0.00	0.00	0.00
(a) To Receive, Consider and adopt Audited Standalone Financial Statements for the Year ended 31 <sup>st</sup> March, 2017, Report of the Board of Directors' and Auditors thereon.	Ballot Form	295.00	72.66	0.00	0.00	111.00	27.34
	<b>Total</b>	7176742	100.00	0.00	0.00	111.00	0.00
(b) To Receive, Consider and adopt Audited Consolidated Financial Statements for the Year ended 31 <sup>st</sup> March, 2017.							





<b>Item No. 2 :</b> <b>Ordinary Resolution</b>  (To appoint a Director in place of Mr. Kayum Razak Dhanani (DIN-00987597) who retires by rotation and being eligible, seeks re-appointment)	Remote E-voting	7176447	100.00	0.00	0.00	0.00	0.00
	Ballot Form	295.00	72.66	0.00	0.00	111.00	27.34
	<b>Total</b>	<b>7176742</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>	<b>111.00</b>	<b>0.00</b>
<b>Item No. 3:</b> <b>Ordinary Resolution</b>  (To appoint a Director in place of Mrs. Suchitra Dhanani (DIN- 00712187), who retires by rotation and being eligible, seeks re-appointment)	Remote E-voting	7176447	100.00	0.00	0.00	0.00	0.00
	Ballot Form	295.00	72.66	0.00	0.00	111.00	27.34
	<b>Total</b>	<b>7176742</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>	<b>111.00</b>	<b>0.00</b>
<b>Item No. 4</b> <b>Ordinary Resolution</b>  (To ratify the Appointment of M/s K.L. Vyas & Co., Chartered Accountants (FRN: 003289C) as the Statutory Auditors and to Fix their Remuneration)	Remote E-voting	7176447	100.00	0.00	0.00	0.00	0.00
	Ballot Form	295.00	72.66	0.00	0.00	111.00	27.34
	<b>Total</b>	<b>7176742</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>	<b>111.00</b>	<b>0.00</b>



<b>Item No. 5</b> <b>Ordinary Resolution</b> (To appointment Mr. Abhay Chintaman Chaudhari (DIN:06726836) as the Independent Director of the Company for a period of Five consecutive years )	Remote E-voting	7176447	100.00	0.00	0.00	0.00	0.00
	Ballot Form	295.00	72.66	0.00	0.00	111.00	27.34
	<b>Total</b>	<b>7176742</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>	<b>111.00</b>	<b>0.00</b>
<b>Item No. 6</b> <b>Ordinary Resolution</b> (To reappoint Mrs. Suchitra Dhanani (DIN: 00712187) as the Whole Time Director of the Company for a period of Three years)	Remote E-voting	7176447	100.00	0.00	0.00	0.00	0.00
	Ballot Form	295.00	72.66	0.00	0.00	111.00	27.34
	<b>Total</b>	<b>7176742</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>	<b>111.00</b>	<b>0.00</b>
<b>Item No. 7</b> <b>Ordinary Resolution</b> (To revise the Remuneration of Mrs. Suchitra Dhanani (DIN:00712187), Whole Time Director of the Company w.e.f 01 <sup>st</sup> April, 2017)	Remote E-voting	7176447	100.00	0.00	0.00	0.00	0.00
	Ballot Form	295.00	72.66	0.00	0.00	111.00	27.34
	<b>Total</b>	<b>7176742</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>	<b>111.00</b>	<b>0.00</b>



**RITESH GUPTA**  
**M.Com., LL.B., FCS.**



**RITESH GUPTA & CO.**  
**COMPANY SECRETARIES**

G-1, 56-Anil Nagar, M. R. 9 Road, Indore-8 (MP) ☎94253-11503, 78798-41500, Email: csriteshgupta@gmail.com

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All the Resolution under remote e-voting and ballot form shall be deemed to have been passed with the requisite majority.

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of votes cast through remote e-voting and Ballot Paper by the Shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking You

Issued on 30<sup>th</sup> September, 2017 at Indore.

For Ritesh Gupta & Co.  
Company Secretaries

  
Ritesh Gupta  
Proprietor  
FCS: 5200, CP: 3764



Countersigned by  
For Sayaji Hotels Limited

  
Chairman/Company Secretary/Authorised Signatory.