R S M & CO.
Company Secretaries

D-63, JFF Complex, Jhandewalan, New Delhi 110055
Tel. 011-23623813, 9911919008
Email info@csrsm.com

SCRUTINIZER'S REPORT
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(ix) of the Companies (Management and Administration) Amendment Rules, 2015]

The Chairperson
Bharat Hotels Limited
CIN: U74899DL1981PLC011274

35th Annual General Meeting of the Members of Bharat Hotels Limited held on Wednesday, the 31st August, 2016 at 12.00 Noon at Kamani Auditorium, 1, Copernicus Marg, New Delhi-110001.

Dear Sir,

I, Ravi Sharma, Practising Company Secretary, appointed by the Board of Directors of the Company at the meeting held on 21st July, 2016 to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of scrutinizing the process of remote e-voting and voting at the 35th Annual General Meeting (AGM) of the Company in respect of the Resolutions for approval at the said AGM, do hereby submit my report as follows:-

1. All the Resolutions for approval at the AGM were transacted through remote e-voting and also voting at the AGM venue, for which purpose the Board of Directors of the Company engaged the services of Karvy Computershare Private Limited ("KCPL").

2. Members whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. 24th August 2016 were entitled to cast their votes by remote e-voting or voting at the AGM venue.

3. Voting through remote e-voting commenced at 9.00 a.m. on 27th August, 2016 and closed at 6.00 p.m. on 30th August, 2016 when remote e-voting was blocked by KCPL.

4. In respect of those Members present at the AGM who did not cast their votes by remote e-voting prior to the AGM, facility of physical voting through ballot papers was provided at the AGM venue.

5. After the conclusion of voting at the AGM venue, the votes cast through voting at the AGM venue and remote e-voting were unblocked on 31st August, 2016 at 02.45 PM. in the presence of 2 (two) witnesses, Ms. Suman Pandey and Mr. Amit Sharma neither of whom are in the employment of the Company.

6. Based on the reports generated from KCPL's e-voting website www.evoting.karvy.com and on the basis of physical voting done at the venue of AGM, which I have scrutinized, the consolidated results of voting are reported as under:

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ORDINARY BUSINESS

Item No. 1- Ordinary Resolution

FOR ADOPTION OF THE AUDITED FINANCIAL STATEMENT & CONSOLIDATED FINANCIAL STATEMENT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2016 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	5	8	45	53596490	50	53596498	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	5	8	45	53596490	50	53596498	100.00
Invalid Votes		NIL		5			5

Item No. 2 - Ordinary Resolution

FOR DECLARATION OF DIVIDEND OF RS0.75 PER EQUITY SHARE.

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	5	8	45	53596490	50	53596498	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	5	8	45	53596490	50	53596498	100.00
Invalid Votes		NIL		5			5

RSM & Co. CS New Delhi COMPANY SECRETARIES

Item No. 3 - Ordinary Resolution

FOR RE-APPOINTMENT OF MS. DIVYA SURI (DIN- 00004559) WHO RETIRES BY ROTATION

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	5	8	41	42265008	46	42265016	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	5	8	41	42265008	46	42265016	100.00
Invalid Votes		NIL		NIL			NIL

Item No. 4 - Ordinary Resolution

FOR RE-APPOINTMENT OF MS. DEEKSHA SURI (DIN- 00005367) WHO RETIRES BY ROTATION

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	5	8	41	42265008	46	42265016	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	5	8	41	42265008	46	42265016	100.00
Invalid Votes		NIL		NIL			NIL

RSM & Co. CS New Delhi COMPANY SECRETARIES

Item No. 5 - Ordinary Resolution

APPOINTMENT OF M/S S.R. BATLIBIOI & CO., LLP, CHARTERED ACCOUNTANTS FROM CONCULSION OF THIS AGM UPTO THE CONCLUSION OF NEXT AGM

	Remote e-voting*		Voting at the AGM venue*		Consolidated voting results*		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	5	8	45	53596490	50	53596498	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	5	8	45	53596490	50	53596498	100.00
Invalid Votes		NIL		5			5

SPECIAL BUSINESS

Item No. 6 - Special Resolution

FOR ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	5	8	45	53596490	50	53596498	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	5	8	45	53596490	50	53596498	100.00
Invalid Votes		NIL		5			5

RSM & Co. CS New Delhi COMPANY SECRETARIES

Item No. 7 - Special Resolution

FOR RE-APPOINTMENT OF DR. MOHMMAD YOUSUF KHAN (DIN 00751929) AS AN INDEPENDENT DIRECTOR

	Remote e-voting*		Voting at the AGM venue*		Consolidated voting results*		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	5	8	45	53596490	50	53596498	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	5	8	45	53596490	50	53596498	100.00
Invalid Votes		NIL		5			5

Item No. 8 - Special Resolution

FOR RE-APPOINTMENT OF MR. VINOD KISHANCHAND KHANNA (DIN 01743492) AS AN INDEPENDENT DIRECTOR

	Remote e-voting*		Voting at the AGM venue*		Consolidated voting results*		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	5	8	45	53596490	50	53596498	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	5	8	45	53596490	50	53596498	100.00
Invalid Votes		NIL		5			5

RSM & CO. CS New Delhi COMPANY SECRETARIES

Item No. 9 - Special Resolution

FOR RE-APPOINTMENT OF MR. LALIT BHASIN (DIN 01743492) AS AN INDEPENDENT DIRECTOR

	Remote e-voting*		Voting at the AGM venue*		Consolidated voting results*		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	5	8	45	53596490	50	53596498	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	5	8	45	53596490	50	53596498	100.00
Invalid Votes		NIL		5			5

Item No. 10 - Special Resolution

FOR APPOINTMENT OF MR. HANUWANT SINGH (DIN 00131026) AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION

	Remote e-voting*		Voting at the AGM venue*		Consolidated voting results*		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	5	8	45	53596490	50	53596498	100.00
Voted against the resolution	0	0	0	0	0	0	0.00
Total	5	8	45	53596490	50	53596498	100.00
Invalid Votes		NIL		5			5

RSM & CO. CS New Delhi COMPANY SECRETARIES

All the Resolutions stand passed under e-voting and poll 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 the votes cast through e-voting and poll by the shareholders of the Company.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company, authorised by the Board for safe keeping.

Thanking you
Yours Sincerely

RSM & CO. CS New Delhi COMPANY SECRETARIES

RAVI SHARMA
SCRUTINIZER C. P. NO. 3666
PARTNER, RSM & CO.,
COMPANY SECRETARIES,
NEW DELHI

Date : 01.09.2016
Place : New Delhi

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Signed by Mr.Himanshu Pandey
Company Secretary

We the undersigned have witnessed that the votes cast through remote e-voting and voting through ballot at the AGM venue were unblocked in our presence on 31st August, 2016 at 02.45 PM.

Name: Ms. Suman Pandey
Address: D-63, JFF Complex,
Jhandewalan (New Delhi) 110055

Name: Amit Sharma
Address: D-63, JFF Complex,
Jhandewalan (New Delhi) 110055