



Kashyap Shah & Co.

Practising Company Secretaries

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SCRUTINIZER'S REPORT

(For Remote E-voting)

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman,
34th Annual General Meeting (AGM) of the Equity Shareholders of
Jindal Hotels Limited
(CIN: L18119GJ1984PLC006922)
Held on Tuesday, 24th day of September, 2019 at 2.30 P.M. at the
Registered Office of the Company Situated at
GRAND MERCURE Vadodara Surya Palace,
Sayajigunj,
Vadodara - 390020

Dear Sir,

1. I, Kashyap Shah, Proprietor of M/s. Kashyap Shah & Co., Company Secretaries have been appointed as a scrutinizer by the Board of Directors of Jindal Hotels Limited (the Company) for the purpose of scrutinizing the remote e-voting process and Voting through Poll / Ballot Paper (Physical Voting) and ascertaining the requisite majority on remote e-voting carried out as per the provisions of Section 108 and Section 109 of the Companies Act, 2013, respectively read with Rule 21 of the Companies (Management and Administration) Rules, 2014 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 on the below mentioned resolutions contained in the Notice of the 34th Annual General Meeting (AGM) of the members of Jindal Hotels Limited which held on Tuesday, 24th September, 2019 at 2.30 PM at the Registered Office of the Company Situated at Situated at GRAND MERCURE Vadodara Surya Palace, Sayajigunj, Vadodara – 390020.
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 electronic means on the resolutions contained in the Notice of the 34th Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for the remote e-voting process is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions and invalid votes based on the report generated from the remote e-voting system provided by Link Intime India Private Limited, the authorized agency to provide remote e-voting facilities, engaged by the Company.



3. Further to the above, I submit my report as under;

3.1 The Company had sent Notice dated 14th May, 2019 convening the 34th AGM along with Statement setting out material facts under Section 102 of the Companies Act, 2013 and Annual Report 2018-19 together with Ballot Paper through electronic means i.e. on the registered email IDs and through post / courier, as the case may be, to the respective members, auditors and also to the Directors of the Company.

3.2. The above Notice was also placed on the website of the Company (www.suryapalace.com) forthwith after it was sent to the members.

3.3. The notice clearly indicated the process and manner for voting by electronic and the time schedule of voting from Saturday, 21st September, 2019 (IST 10.00 a.m.) to Monday, 23rd September, 2019 (IST 5.00 p.m.) during which the votes could be cast and also provided the login ID and created facility for generating password and casting of vote in a secured manner.

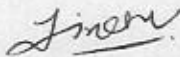
3.4. As prescribed in the aforesaid Rules, the Company has also published an advertisement on 31st August, 2019 and it carried the required information as specified in the said Rules.

3.5. The remote e-voting remained open for a period of 3 days from Saturday, 21st September, 2019 (IST 10.00 a.m.) to Monday, 23rd September, 2019 (IST 5.00 p.m.) And that the aforesaid remote e-voting period was completed one day prior to the date of the 34th AGM which held on 24th September, 2019.

3.6. The Equity Shareholders holding shares as on the "cut off" date i.e. 17th August, 2019 were entitled to vote on the proposed resolutions (Item Nos. 01 to 06) as set out in the Notice of the 34th Annual General Meeting of the Jindal Hotels Limited.

3.7 After the closing of the period for remote e-voting on 23rd September, 2019, the details of members, such as their names, folios and number of shares held, who casted votes through remote e-voting were down loaded from the e-voting website of Link Intime India Private Limited (<https://instavote.linkintime.co.in>) for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at the 34th AGM.

3.8. The undersigned has on conclusion of 34th AGM unblocked the votes casted through remote e-voting on 24th September, 2019 around 4.00 P.M. in the presence of two witnesses viz., (1) Mr. Jinesh Patel and (2) Ms. Heena Patel. They have signed below in confirmation of the votes being unblocked in their presence.



Mr. Jinesh Patel



Ms. Heena Patel



3.9. Thereafter, the details containing, inter alia, list of equity shareholders, who voted "for", against" each of the resolutions that were put to vote, were generated from the remote e-voting website of Link Intime India Private Limited (<https://instavote.linkintime.co.in>).

The remote e-voting data was scrutinized by the undersigned for verification of the cast in favour of or against the resolutions.

3.10. The remote e-voting result is as under:

ORDINARY BUSINESS

Resolution No. 1 – As an Ordinary Resolution:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31st March, 2019, the Report of the Board of Directors' and Auditors' thereon.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
18	3962644	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Resolution No. 2 – As an Ordinary Resolution:

To appoint Director in place of Mr. Satvik Agrawal (holding DIN 00010860), Director who retires by rotation and is eligible for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
18	3962644	100%



(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

SPECIAL BUSINESS:

Resolution No. 3 – As a Special Resolution:

To re-appoint Mr. Piyush Shah (DIN 00010884), as Managing Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
18	3962644	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Resolution No. 4 – As a Special Resolution:

Appointment of Mr. Ambalal Patel as Independent Director and who has attained the age of 75 years.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
18	3962644	100%



(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Resolution No. 5 – As a Special Resolution:

Re-Appointment of Mr. Jatil Patel as an Independent Director:

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
18	3962644	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Resolution No. 6 – As a Special Resolution:

Re-Appointment of Mr. Mukund Bakshi as an Independent Director:

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
18	3962644	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

4. A Register containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

5. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

For Kashyap Shah & Co.,
Company Secretaries,


Kashyap Shah
Proprietor
CP No – 6672, FCS – 7662



Place: Vadodara
Dated: 25.09.2019