



**Gouri Shanker Mishra**  
B.Com, MBA, FCS, LLB  
**Practicing Company Secretary**  
M: +91 98842 53052; Email: gsmishra.1977@gmail.com

**CONSOLIDATED SCRUTINISER'S REPORT**

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of 20<sup>th</sup> Annual General Meeting of Equity Shareholders of APOLLO SINDOORI HOTELS LIMITED held on Tuesday, 31<sup>st</sup> July 2018 at 12:00 Noon. at NARADA GANA SABHA- MINI HALL. 314 (Old no. 254), T.T.K Road, Alwarpet, Chennai - 600018.

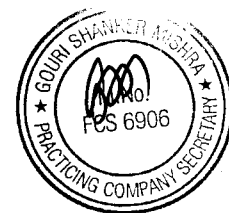
**Sub: Consolidated Scrutinizer's Report on remote e-voting and physical ballot forms conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for voting at the 20<sup>th</sup> Annual General Meeting of Equity Shareholders of APOLLO SINDOORI HOTELS LIMITED held on Tuesday, 31<sup>st</sup> July 2018 at 12:00 Noon. at NARADA GANA SABHA- MINI HALL. 314 (Old no. 254), T.T.K Road, Alwarpet, Chennai- 600018.**

Dear Sir,

I, Gouri Shankar Mishra, Practicing Company Secretary had been appointed as the Scrutinizer by the Board of Directors of APOLLO SINDOORI HOTELS LIMITED (the Company) pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended, to conduct the remote e-voting process and to scrutinize the remote e-voting and physical ballot forms received from the shareholders in respect of the below mentioned resolutions proposed to be passed at the 20<sup>th</sup> Annual General Meeting of Equity Shareholders of the Company held on Tuesday, 31<sup>st</sup> July 2018 at 12:00 Noon.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to the voting [i.e. by remote e-voting and voting by poll by means of the ballot papers at the Annual General Meeting] for the resolutions contained in the Notice. My responsibility as a scrutinizer for the voting process is restricted to make a consolidated scrutinizers report of the votes cast "in favour".

The Notice dated 18<sup>th</sup> June 2018 along with Explanatory Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the 20<sup>th</sup> Annual General Meeting of Equity Shareholders of the Company.



Mumbai: Pecan, 9<sup>th</sup> Floor, Param House, Shanti Nagar,  
Santacruz East, Mumbai – 400055; T: +91 22 26655691

Chennai: Second Floor, #76, P.S. SivasamySalai,  
Mylapore, Chennai – 600 004; T: +91 44 24992001



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The Company had availed the remote e-voting facility provided by the 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.

The Company had also provided voting facility to the shareholders present at the 20<sup>th</sup> Annual General Meeting of Equity Shareholders of the Company for shareholders who had not casted their vote earlier through remote e-voting facility.

The shareholders holding equity shares as on the "Cut-off" date i.e. 24<sup>th</sup> July 2018 were entitled to vote for the resolutions proposed in the Notice of the 20<sup>th</sup> Annual General Meeting of Equity Shareholders of the Company.

The Ballot Box which was kept for the purpose of voting through ballots was locked by me and was opened on the conclusion of the meeting in the presence of two witnesses, who were not in the employment of the company and all the ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Company and M/s Cameo Corporate Services Limited, the Registrar and Transfer Agents (RTA) and by support of their staff.

The voting period for remote e-voting commenced on Saturday, 28<sup>th</sup> July 2018 at 10.00 A.M. and ended on Monday 30<sup>th</sup> July 2018 at 5.00 P.M. and the CDSL e-voting platform was blocked thereafter. After the conclusion of the voting at the 20<sup>th</sup> Annual General Meeting of Equity Shareholders of the Company the votes cast thereunder were counted also the data obtained from CDSL.

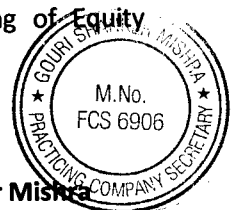
I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system.

As per the requirement of the Management, I am submitting herewith a consolidated report of the remote e-voting together with that of the voting through ballot at the venue of the meeting as given in Annexure 1.

The electronic data and all other relevant records relating to the remote e-voting and ballot are under my safe custody and will be handed over to the Company Secretary for preserving safety after the Chairman considers, approves and signs the minutes of 20<sup>th</sup> Annual General Meeting of Equity Shareholders of the Company.

**Date:** 1<sup>st</sup> August 2018  
**Place:** Chennai

**Gouri Shankar Mishra**  
**Practicing Company Secretary**  
**FCS 6906**



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**ANNEXURE 1**

**CONSOLIDATED REPORT OF THE REMOTE E-VOTING TOGETHER WITH THAT OF  
VOTING THROUGH BALLOT PROCESS AT THE VENUE OF THE MEETING**

**1. Adoption of the Audited Financial Statements for the financial year ended on 31<sup>st</sup> March 2018:**

Type of Business: Ordinary Business

Nature of Resolution: Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	14	8,36,861
Total Number of Ballot Papers Received (Physical Voting)	8	73,204
<b>Invalid Votes:</b>		
E-Voting (abstained)	0	0
Physical Voting	0	0
<b>Out of the Above</b>		
No. of valid cast in favour of the Resolution (E-Voting)	14	8,36,861
No. of valid cast in favour of the Resolution (Physical Voting)	8	73,204
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	0	0
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100%	

**Result:** The resolution requiring requisite majority for passing as Ordinary Resolution was received.



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**2. Declaration of final dividend of Rupees 5 per share:**

**Type of Business:** Ordinary Business

**Nature of Resolution:** Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	14	8,36,861
Total Number of Ballot Papers Received (Physical Voting)	8	73,204
<b>Invalid Votes:</b>		
E-Voting (abstained)	0	0
Physical Voting	0	0
<b>Out of the Above</b>		
No. of valid cast in favour of the Resolution (E-Voting)	14	8,36,861
No. of valid cast in favour of the Resolution (Physical Voting)	8	73,204
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	0	0
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100%	

**Result:** The resolution requiring requisite majority for passing as Ordinary Resolution was received.



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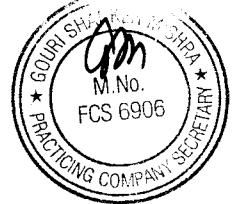
3. Re-Appointment of Mr. Pottipati Vijay Kumar Reddy (DIN 1097295) as Director:

Type of Business: Ordinary Business

Nature of Resolution: Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	14	8,36,861
Total Number of Ballot Papers Received (Physical Voting)	8	73,204
<b>Invalid Votes:</b>		
E-Voting (abstained)	0	0
Physical Voting	0	0
<b>Out of the Above</b>		
No. of valid cast in favour of the Resolution (E-Voting)	14	8,36,861
No. of valid cast in favour of the Resolution (Physical Voting)	8	73,204
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	0	0
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100%	

**Result:** The resolution requiring requisite majority for passing as Ordinary Resolution was received.



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4. Ratification of the appointment of Statutory Auditor:

Type of Business: Ordinary Business

Nature of Resolution: Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	14	8,36,861
Total Number of Ballot Papers Received (Physical Voting)	8	73,204
<b>Invalid Votes:</b>		
E-Voting (abstained)	0	0
Physical Voting	0	0
<b>Out of the Above</b>		
No. of valid cast in favour of the Resolution (E-Voting)	14	8,36,861
No. of valid cast in favour of the Resolution (Physical Voting)	8	73,204
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	0	0
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100%	

**Result:** The resolution requiring requisite majority for passing as Ordinary Resolution was received.



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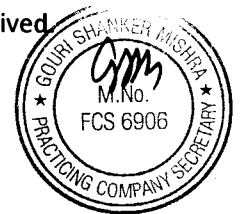
5. Approval on Material Related Party Transactions:

Type of Business: Special Business

Nature of Resolution: Ordinary Resolution

Particulars	No.of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	14	8,36,861
Total Number of Ballot Papers Received (Physical Voting)	8	69,704
<b>Invalid Votes:</b>		
E-Voting (abstained)	11	8,36,856
Physical Voting	0	0
<b>Out of the Above</b>		
No. of valid cast in favour of the Resolution (E-Voting)	3	5
No. of valid cast in favour of the Resolution (Physical Voting)	8	69,704
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	0	0
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100%	

**Result:** The resolution requiring requisite majority for passing as Ordinary Resolution was received



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6. **Approval for Alteration of the Capital clause in the Memorandum of Association :**

**Type of Business:** Special Business

**Nature of Resolution:** Ordinary Resolution

Particulars	No.of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	14	8,36,861
Total Number of Ballot Papers Received (Physical Voting)	8	73,204
<b>Invalid Votes:</b>		
E-Voting (abstained)	0	0
Physical Voting	0	0
<b>Out of the Above</b>		
No. of valid cast in favour of the Resolution (E-Voting)	14	8,36,861
No. of valid cast in favour of the Resolution (Physical Voting)	8	73,204
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	0	0
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100%	

**Result:** The resolution requiring requisite majority for passing as Ordinary Resolution was received.



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7. Approval for sub-division of Equity Shares of Face Value Rupees 10 each into two Equity Shares of Face Value Rupees 5 each :

**Type of Business:** Special Business

**Nature of Resolution:** Ordinary Resolution

Particulars	No.of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	14	8,36,861
Total Number of Ballot Papers Received (Physical Voting)	8	73,204
<b>Invalid Votes:</b>		
E-Voting (abstained)	0	0
Physical Voting	0	0
<b>Out of the Above</b>		
No. of valid cast in favour of the Resolution (E-Voting)	14	8,36,861
No. of valid cast in favour of the Resolution (Physical Voting)	8	73,204
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	0	0
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100%	

**Result:** The resolution requiring requisite majority for passing as Ordinary Resolution was received.



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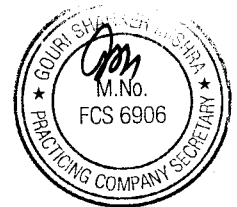
**8. Approval for alteration of the Articles of the Association of the Company:**

**Type of Business:** Special Business

**Nature of Resolution:** Special Resolution

Particulars	No.of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	14	8,36,861
Total Number of Ballot Papers Received (Physical Voting)	8	73,204
<b>Invalid Votes:</b>		
E-Voting (abstained)	0	0
Physical Voting	0	0
<b>Out of the Above</b>		
No. of valid cast in favour of the Resolution (E-Voting)	14	8,36,861
No. of valid cast in favour of the Resolution (Physical Voting)	8	73,204
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	0	0
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100%	

**Result:** The resolution requiring requisite majority for passing as Special Resolution was received.



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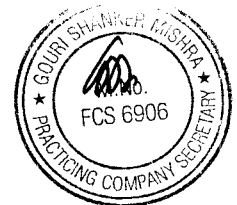
**9. Payment of commission to Independent Directors:**

**Type of Business:** Special Business

**Nature of Resolution:** Ordinary Resolution

Particulars	No.of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	14	8,36,861
Total Number of Ballot Papers Received (Physical Voting)	8	73,204
<b>Invalid Votes:</b>		
E-Voting (abstained)	0	0
Physical Voting	0	0
<b>Out of the Above</b>		
No. of valid cast in favour of the Resolution (E-Voting)	13	8,36,858
No. of valid cast in favour of the Resolution (Physical Voting)	8	73,204
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	1	3
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	99.99%	

**Result:** The resolution requiring requisite majority for passing as Ordinary Resolution was received.



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10. Re-classification of the Promoter of the Company:

Type of Business: Special Business

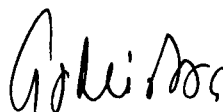
Nature of Resolution: Special Resolution

Particulars	No.of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	14	8,36,861
Total Number of Ballot Papers Received (Physical Voting)	8	73,204
<b>Invalid Votes:</b>		
E-Voting (abstained)	0	0
Physical Voting	0	0
<b>Out of the Above</b>		
No. of valid cast in favour of the Resolution (E-Voting)	14	8,36,861
No. of valid cast in favour of the Resolution (Physical Voting)	8	73,204
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	0	0
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100%	

**Result:** The resolution requiring requisite majority for passing as Special Resolution was received.

You may kindly take note of the details of voting and declare the result based on same.

**Date:** 1<sup>st</sup> August 2018  
**Place:** Chennai, Tamil Nadu

  
**Gouri Shankar Mishra**  
Practicing Company Secretary  
FCS 6906



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