

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,

The Chairman of 18th Annual General Meeting of Equity Shareholders of Apollo Sindoori Hotels Limited held on Thursday, 29th September 2016 at 11.30 A.M. at Narada Gana Sabha - Mini Hall, 314 (Old No. 254), T.T.K. Road, Alwarpet, Chennai – 600 018.

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 and voting at the 18th Annual General Meeting of Apollo Sindoori Hotels Limited held on Thursday, 29th September 2016 at 11.30 A.M. at Narada Gana Sabha - Mini Hall, 314 (Old No. 254), T.T.K. Road, Alwarpet, Chennai – 600 018.

Dear Sir,

I, Mr. 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 the Companies (Management and Administration) Rules, 2014 as amended to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the 18th Annual General Meeting of the Company held on Thursday, 29th September 2016 at 11.30 A.M.

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 29th July 2016 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 passed at the 18th Annual General Meeting of the Company.

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 18th Annual General Meeting and who had not casted their vote earlier through remote e-voting facility.



Mumbai: Pecan, 9th Floor, Param House, Shanti Nagar,
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Chennai: Second Floor, #76, P.S. Sivasamy Salai,
Mylapore, Chennai – 600 004; T: +91 44 24992001



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The shareholders holding equity shares as on the "Cut-off" date i.e. 22nd September 2016 were entitled to vote for the resolutions proposed in the Notice of the 18th Annual General Meeting 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 and all the ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Company and Cameo Corporate Services Limited, the Registrar and Transfer Agents (R&TA) of the Company by support of staff.

The voting period for remote e-voting commenced on Monday, 26th September 2016 at 10.00 A.M. and ended on Wednesday, 28th September 2016 at 5.00 P.M. and the CDSL e-voting platform was blocked thereafter in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the 18th Annual General Meeting the votes cast thereunder were counted.

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 the 18th Annual General Meeting.

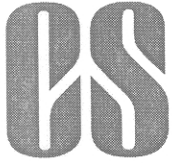
Date : 29th September 2016
Place: Chennai



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. To receive, consider and adopt

- (a) The Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016, and the Report of the Directors and the auditors thereon; and
- (b) The Audited Consolidated Financial Statements of the Company for the Financial Year Ended 31st March, 2016 and the Report of the Directors and Auditors thereon.

Type of Business : Ordinary Business

Nature of Resolution : Ordinary Resolution

Voting Requirement : Simple Majority

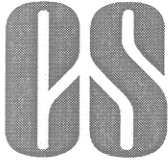
Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	16	890966
Total Number of Ballot Papers Received (Physical Voting)	7	120629
Invalid Votes:		
E-Voting	0	0
Physical Voting	0	0
Out of the Above		
No. of valid cast in favour of the Resolution (E-Voting)	16	890966
No. of valid cast in favour of the Resolution (Physical Voting)	7	120629
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. To appoint a director in place of Mrs. Sindoori Reddy (DIN 00278040) Director who retires by rotation and being eligible, offer herself for re-appointment.

Type of Business : Ordinary Business

Nature of Resolution : Ordinary Resolution

Voting Requirement : Simple Majority

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	16	890966
Total Number of Ballot Papers Received (Physical Voting)	7	120629
Invalid Votes:		
E-Voting	0	0
Physical Voting	0	0
Out of the Above		
No. of valid cast in favour of the Resolution (E-Voting)	16	890966
No. of valid cast in favour of the Resolution (Physical Voting)	7	120629
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.

3. To appoint Auditors of the Company and to fix their remuneration

RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. R. Subramanian & Company LLP, Chartered Accountants (Firm Regn. No. 004137S), be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company. The retiring Auditors, M/s. R. Subramanian & Company LLP, Chartered Accountants are eligible for re-appointment and have given a written certificate as per Section 141 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and the Board of Directors be and are hereby authorized to fix the remuneration payable to them for the financial year ending 31st March 2017 as may be determined by the Audit Committee in consultation with the Auditors, and

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that such remuneration may be paid on a progressive billing basis to be agreed between the Auditors and the Board of Directors.

Type of Business : Ordinary Business

Nature of Resolution : Ordinary Resolution

Voting Requirement : Simple Majority

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	16	890966
Total Number of Ballot Papers Received (Physical Voting)	7	120629
Invalid Votes:		
E-Voting	0	0
Physical Voting	0	0
Out of the Above		
No. of valid cast in favour of the Resolution (E-Voting)	16	890966
No. of valid cast in favour of the Resolution (Physical Voting)	7	120629
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.

Therefore, we recommend that you may declare the result above.

Date : 29th September 2016

Place : Chennai



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