

V V CHAKRADEO & CO

COMPANY SECRETARIES

B - 301, MATOSHREE RESIDENCY CHS., 65, PRATHANA SAMAJ ROAD,
VILE PARLE EAST, MUMBAI 400 057.

TEL 26116821

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Report of Scrutinizer

14th September, 2015

To
The Chairman
Kamat Hotels (India) Limited

28th Annual General Meeting of the Equity Shareholders of Kamat Hotels (India) Limited Held on 12th September, 2015 at "Shubham Hall", Landmark Building, Opposite Vile Parle Railway Station, Junction of Besant Road and V. P. Road, Vile Parle (West), Mumbai - 400056 at 3.30 PM.

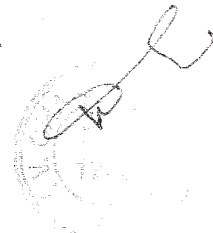
Dear Sir,

Report of the Scrutinizer in respect of the votes cast through e-voting and poll on the resolutions mentioned in the Notice of the 28th Annual General Meeting of the Equity Shareholders of Kamat Hotels (India) Limited held on 12th September, 2015.

I, V. V. Chakradeo, Practising Company Secretary, having office at B-301, Matoshree Residency CHS., 65, Prarthana Samaj Road, Vile Parle East, Mumbai 400 057, being appointed as the Scrutiniser by the Board of Directors of Kamat Hotels (India) Limited (company) at its meeting held on 30th May, 2015 for scrutinizing e-voting process and appointed by the Chairman of 28th Annual General Meeting of the Equity shareholders of Kamat Hotels (India) Limited held on 12th September, 2015 at 3.30 p.m. at "Shubham Hall", Landmark Building, Opposite Vile Parle Railway Station, Junction of Besant Road and V. P. Road, Vile Parle (West), Mumbai - 400 056 for scrutinizing the poll taken on the below mentioned resolutions thereat, submit my report as under:

In respect of votes casted through E-voting facility:

1. In accordance with the Notice of the 28th Annual General Meeting dated 30th May, 2015 sent to the shareholders and the Advertisement published pursuant to the Rule 20 (3) (v) of the Companies (Management and Administration) Rules, 2014 on 13th August, 2015 in Business Standard in English and Mumbai Lakshadeep in Marathi, the E-voting opened at 9.00 a.m. on 9th September, 2015 and remained open upto 5.00 p.m. on 11th September, 2015.
2. The equity shareholders holding shares as on 5th September, 2015, cut off date, were entitled to vote on the resolutions stated in the Notice of the 28th Annual General Meeting of the Company.
3. The votes were unblocked at 5.00 p.m. on 11th September, 2015 in the presence of Ms. Vidhi Jobanputra and Ms. Shruti Shrivastava who are not employees of the Company and who have signed below as witness to the unblocking of the votes.
4. The e-voting results/list of equity shareholders who have voted "For or Against" were downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com/>).



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In respect of votes casted through poll at the 28th Annual General Meeting of the Company:

5. After the time fixed for the poll by the Chairman, a ballot box kept for polling was locked in the presence of me and members with due identification marks placed by me.
6. The locked ballot box was subsequently opened in my presence and in the presence of Ms. Vidhi Jobanputra and Ms. Shruti Shrivastava and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
7. I hereby state that I have recorded details of all the votes cast by the shareholders by poll and have also checked and verified the same. I have also carried out full count of the votes.
8. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The combined results of the votes casted through e-voting and poll are as under:

Resolution No. 1: Ordinary Resolution

To receive, consider and adopt the Audited financial statement alongwith the Audited Consolidated Financial Statement of the Company for the year ended on 31st March, 2015 and Reports of the Board and Auditors thereon.

(i) Voted in favor of the Resolution

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	33	14364091	99.98
Voting by Poll at AGM	42	2652	0.01
Total	75	14366743 (A)	99.9999999

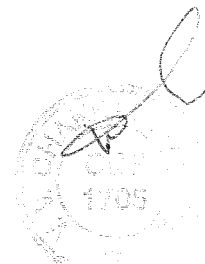
(ii) Voted against the Resolution

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
Voting by Poll at AGM	1	1	0.0000001
Total	1	1 (B)	0.0000001

Total no of valid vote cast under evoting and poll 14366744 (A+B)

(iii) Invalid votes

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Voting by Poll at AGM	8	342
Total	8	342



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Resolution No. 2: Ordinary Resolution.

To appoint a Director in place of Mr. Vikram V. Kamat, who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favor of the Resolution

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	31	14363886	99.9815
Voting by Poll at AGM	42	2652	0.0184
Total	73	14366538 (A)	99.9999

(ii) Voted against the Resolution

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	2	205	0.0001
Voting by Poll at AGM	1	1	0.0001
Total	3	206 (B)	0.0001

Total no of valid vote cast under evoting and poll 14366744 (A+B)

(iii) Invalid votes

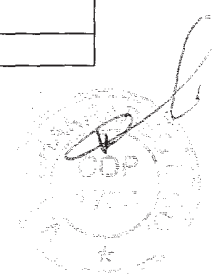
Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Voting by Poll at AGM	8	342
Total	8	342

Resolution No. 3: Ordinary Resolution.

Re-appointment of M/s. J. G. Verma & Co, Chartered Accountants, Mumbai, registration number FRN: 111381W as the Statutory Auditor of the Company

(i) Voted in favor of the Resolution

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	32	14363986	99.9808
Voting by Poll at AGM	42	2652	0.0184
Total	74	14366638	99.9999



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(ii) Voted **against** the Resolution

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1	105	0.0001
Voting by Poll at AGM	1	1	0.0001
Total	2	106	0.0001

Total no of valid vote cast under evoting and poll 14366744 (A+B)

(iii) **Invalid** votes

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Voting by Poll at AGM	8	342
Total	8	342

Resolution No. 4: Ordinary Resolution.

To appoint Ms. Himali H. Mehta (DIN: 07037244) as Independent Director of the Company.

(i) Voted **in favor** of the Resolution

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	32	14363986	99.9808
Voting by Poll at AGM	42	2652	0.0184
Total	72	14366638	99.9999

(ii) Voted **against** the Resolution

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1	105	0.00073
Voting by Poll at AGM	1	1	0.00027
Total	2	106	0.001

Total no of valid vote cast under evoting and poll 14366744 (A+B)

(iii) **Invalid** votes



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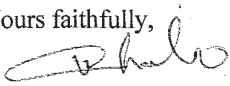
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Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Voting by Poll at AGM	8	342
Total	8	342

9. In view of the aforesaid voting details, I hereby state that all the resolutions from Item No. 1 to 4 as set out in the Notice of the 28th Annual General Meeting have been passed with requisite majority.
10. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and whose votes were declared invalid for each resolution is enclosed.
11. All relevant records of vote casted by poll and through e-voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 28th Annual General Meeting and thereafter the said records will be handed over to the Company.

Thanking you,

Yours faithfully,


V. V. Chakradeo
COP 1705

Witnesses:

1) Ms. Vidhi Jobanputra:



2) Ms. Shruti Shrivastava: