

**Combined Scrutinizer's Report on Remote e-voting & e-voting conducted during
37th Annual General Meeting of Advani Hotels & Resorts (India) Limited held on
Friday, September 20, 2024 at 02.00 P.M. IST**

To,
The Chairman & Managing Director
Advani Hotels & Resorts (India) Limited
18, Jolly Maker Chambers II
Nariman Point, Mumbai 400021.

37th Annual General Meeting ('AGM') of the Shareholders of Advani Hotels & Resorts (India) Limited held on Friday, September 20, 2024 by means of Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') commenced at 02.00 P.M. IST.

Sub: Passing of Resolution(s) through electronic voting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the General Circular(s) No. 14/2020 dated April 08, 2020, No.17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020 and 02/2021 dated January 13, 2021, No. 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No 10/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars') read with the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India (SEBI) commonly referred to as 'Applicable Circulars'.

The Board of Directors of Advani Hotels & Resorts (India) Limited (hereinafter referred to as the "the Company"), at its meeting held on August 14, 2024, had appointed Mr. Avinash Bagul, (ICSI New Delhi Membership No. FCS 5578/CP No. 19862), Partner of BNP & Associates, Company Secretaries in Practice, or failing him Mr. K. Venkataraman, (Membership No. ACS 8897/CP No. 12459) Partner, M/s BNP and Associates to act as the Scrutiniser to scrutinise the voting during the 37th AGM and remote e-voting process in a fair and transparent manner. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the Applicable Circulars issued in this connection both by MCA and SEBI, providing relaxation for the manner in terms of which this AGM was held. The AGM conducted through VC or OAVM including the manner of sending the Notices and Annual Reports to the shareholders of the Company and voting at the meeting.

I am, Avinash Bagul, Practising Company Secretary, hereby confirm that I am familiar and well versed with e-voting system as prescribed under the said rules and the relaxations as provided in the Applicable Circulars.



As mentioned in the Notice, the proceedings of the 37th AGM will be deemed to be conducted at the Registered Office of the Company which is the deemed Venue of the AGM.

Report on Scrutiny:

The Company had appointed National Securities Depository Limited ('NSDL') as the Service Provider, for the purpose of providing the facility of remote e-voting and e-voting during the 37th AGM, to the Members of the Company.

- Datamatics Business Solutions Limited is the Registrar and Share Transfer Agents ('RTA') of the Company.
- NSDL had provided a system for recording the votes of the Members through remote e-voting as well as e-voting conducted during the AGM on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the 37th AGM of the Company, which is held on Friday, September 20, 2024.
- NSDL had set up e-voting facility on their website <https://www.evoting.nsdl.com>. The Company had uploaded all the items of the business to be transacted at the 37th AGM on its website, NSDL website and also on the website of BSE Limited (Stock Exchange where the Equity Shares of the Company are listed), to facilitate their Members to cast their vote through remote e-voting.
- The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations.
- My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize the e-voting process (remote e-voting and e-voting during the 37th AGM), in a fair and transparent manner and to prepare a Combined Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by NSDL.
- The internal cut-off date for the dispatch of the Notice of the AGM was **Friday, August 23, 2024** and as on that date, there were 38,719 Members of the Company. As mentioned in the Applicable Circulars, Datamatics Business Solutions Limited had sent the Notices of the AGM along with Annual Report for the Financial Year 2023-24 and NSDL emailed the e-voting details to 37,210 Members constituting 96.10% of the total members, whose email IDs were made available by the Depositories. For those Members whose email IDs were not available, or holding in physical form, who had not registered their email IDs with the RTA, the Notices could not be sent. The Company had advertised in the newspapers, asking those Members who have not provided their email IDs to do so and to the extent, details were provided by the Members were considered for sending the Notice of the 37th AGM. The Notices sent through email contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the Applicable Circulars.
- The Cut-Off Date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was **Friday, September 13, 2024**.



- As prescribed in the aforesaid Rules, the remote e-voting facility was kept open for three (3) days from Tuesday, September 17, 2024 at 9.00 A.M. IST to Thursday, September 19, 2024 at 5.00 P.M IST.
- The Company had completed the dispatch of the notices by email to the Members on Thursday, August 29, 2024.
- As prescribed in Clause IV of the Circular dated May 5, 2020 issued by MCA, which is forming part of the Applicable Circulars, the Company had published an advertisement prior to sending Notices to the Shareholders on Wednesday, August 28, 2024 in English in 'Financial Express' newspaper having wide circulation in the district where the Registered Office of the Company is situated and in Marathi in 'Mumbai Lakshdeep' newspaper. The Notice contained the required information as provided under clause IV (a) to (g) of the said circular.
- As prescribed in clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company also published an advertisement on Friday, August 30, 2024, in English in 'Financial Express' newspaper having country-wide circulation and in Marathi language in "Mumbai Lakshdeep" newspaper."
- The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the voting period on Thursday, September 19, 2024 at 5.00 P.M. IST, the voting portal of the NSDL, service provider was blocked forthwith.
- At the 37th AGM of the Company held through VC/OAVM on Friday, September 20, 2024, after considering all agenda items, the facility of e-voting was provided to those Members who were attending the 37th AGM through VC but could not participate in the remote e-voting.
- On Friday, September 20, 2024, after tabulating the votes cast electronically by the system provided by NSDL, the votes cast through remote e-voting facility and e-voting during the 37th AGM were duly unblocked by me as a Scrutinizer in the presence of Mr. Mahesh Sharma and Mr. Rishi Jain who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20. The votes cast through remote e-voting process were tabulated for the purpose of considering the total votes cast by the shareholders. Thereafter, I, as a Scrutinizer duly compiled details of the remote e-voting carried out by the Members and the e-voting during the AGM, the details of which are as follows:

The results of the remote e-voting together with the e-voting conducted during the 37th AGM are as under:

Details	Remote e-voting	e-voting at AGM	Total voting
Number of members who cast their votes	173	2	175
Total number of Shares held by them	46,424,420	4	46,424,424
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder.		
Less voted / Abstained Votes	As mentioned under each of the Resolution.		

Note: Percentage of votes cast in favour or against the resolutions is calculated based on the Valid Votes cast through remote e-voting and through e-voting during the 37th AGM.



ORDINARY BUSINESS:**I) Item No. 1 of the Notice (As an Ordinary Resolution):**

To receive, consider, approve and adopt the audited standalone financial statements for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors as well as the Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and e-voting at meeting	46,424,374	99.9999	50	0.0001	Nil

Item 1 of Notice stands **PASSED** with the requisite majority.

II) Item No. 2 of the Notice (As an Ordinary Resolution):

To take note of Interim Dividends paid for the Financial Year ended March 31, 2024

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through remote e-voting and e-voting at meeting	46,424,374	99.9999	50	0.0001	Nil

Item 2 of Notice stands **PASSED** with the requisite majority.

III) Item No.3 of the Notice (As an Ordinary Resolution):

To appoint a director in place of Mr. Prahlad S. Advani (DIN: 06943762), who retires by rotation and being eligible, offers himself for re-appointment as director of the Company.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and e-voting at meeting	46,424,370	99.9999	54	0.0001	Nil

Item 3 of Notice stands **PASSED** with the requisite majority.



SPECIAL BUSINESS**IV) Item No. 4 of the Notice (As a Special Resolution):**

To appoint Mr. Vinay Chauhan (DIN: 01846655) as an Independent Director of the Company:

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and e-voting at meeting	46,424,374	99.9999	50	0.0001	Nil

Item 4 of Notice stands **PASSED** with the requisite majority.**V) Item No. 5 of the Notice (As an Special Resolution):**

To appoint Mr. Nitin Kunkolienker (DIN: 00005211), as an Independent Director:

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and e-voting at meeting	46,424,374	99.9999	50	0.0001	Nil

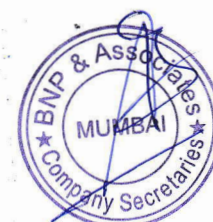
Item 5 of Notice stands **PASSED** with the requisite majority.**VI) Item No. 6 of the Notice (As an Special Resolution):**

To appoint Mr. Anil Harish (DIN: 00001685) as an Independent Director:

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and e-voting at meeting	46,379,389	99.9030	45035	0.0970	Nil

Item 6 of Notice stands **PASSED** with the requisite majority.

All the 6 (Six) Resolutions mentioned in the Notice of 37th AGM dated September 20, 2024, as per the details mentioned above stand **PASSED** under Remote E-voting and E-voting conducted during the 37th AGM with the requisite majority and hence deemed to be passed/approved as on the date of the AGM.

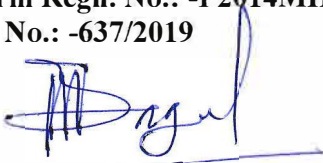


I hereby confirm that I am maintaining the soft copy of the Registers received from the NSDL, the Service Provider in respect of the votes cast through remote e-voting and e-voting conducted during the 37th AGM by the Members of the Company. All other relevant records relating to remote e-voting and e-voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking you,

Yours faithfully,

For BNP & Associates
Company Secretaries
[Firm Regn. No.: -P2014MH037400]
PR No.: -637/2019



Avinash Bagul
Partner
FCS No. 5578
COP No. 19862
UDIN: F005578F001269071

Place: Mumbai
Date: September 20, 2024

The following were the witnesses to the unblocking the votes cast through remote e-voting and e-voting at the AGM.



1. Mr. Mahesh Sharma



2. Mr. Rishi Jain

I have received the report:

For Advani Hotels & Resorts (India) Limited

Signature SUNDER GURDAS ADVANI

Digitally signed by
SUNDER GURDAS
ADVANI
Date: 2024.09.23
19:06:06 +05'30'

Name: Mr. Sundar G. Advani
Designation: Chairman
(DIN: 00001365)

Place: Mumbai
Date: September 20, 2024