



CIN: L51100GJ1982PLC005131

Date: 25.08.2014

To,
The Listing Manger
Madhya Pradesh Stock Exchange
Palika Plaza
Indore (M.P.) 452001

EVSN Code No 140707021

Sub: Compliance with Clause 35A of Listing Agreement in relation to Annual General Meeting of Company held on 23rd Day of August, 2014.

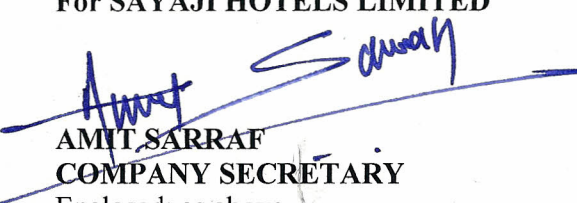
Dear Sir,

With reference to above, we are enclosing herewith the details of voting results of 31st Annual General Meeting of Company held on 23rd Day of August 2014 at 3:00 P.M. at the registered office of the Company situated at Opp. Rajshree Talkies, Near Kala Ghoda, Sayajiganj, Vadodara (Gujarat) 390005 the Chairman has declared the results of the voting at the above said AGM including voting through E-Voting on the basis of the Scrutinisers Report for the above said purposes.

We also attach a copy of the Scrutinisers Report and requested to please take the same on your record as compliance for the Clause 35A and 35B of the Listing Agreement and acknowledge.

Thanking You,
Yours Faithfully,

For SAYAJI HOTELS LIMITED


AMIT SARRAF
COMPANY SECRETARY

Enclosed: as above

DETAILS OF VOTING RESULTS

As per clause 35A of listing agreement the outcome of 31st Annual General Meeting of Sayaji Hotels Limited are as follows:

Sr. No.	Particulars	Details
1.	Date of Annual General Meeting	23 rd August, 2014
2.	Total No. of Shareholders on Record date/Book closure date	3669
3.	No. of Shareholders present in Meeting either in person or through proxy: Promoters and Promoter Group : In Person In Proxy Public: In Person In Proxy	1 0 Nil 109 2
4.	No. Of shareholders attended the meeting through Video Conferencing:	None

Out of these 112 shareholders physically present, only 52 shareholders casted their votes and remaining were neutral. Further that 35 shareholders have casted their votes through E-voting systems.

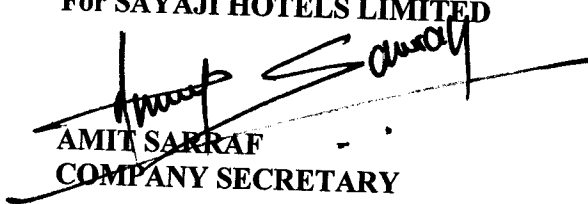
AGENDA-WISE VOTING RESULTS

All the resolutions were carried out through e-voting and physical ballot.

Item No.	Particulars of Resolution	Mode of voting: (ballot/ e-voting)	Resolution required (ordinary/ special)	Remarks/Results
1.	Consider and approve Audited Financial Statements, Reports of Board of Directors and Auditors Audited Consolidated Financial Statements	Ballot/ E-voting	Ordinary	The resolution was passed with requisite majority.
2.	Re-appointment of Mr. Kayum R. Dhanani who retires by rotation	Ballot/ E-voting	Ordinary	The resolution was passed with requisite majority.
3.	Re-appointment of Mr. Abdul R. Dhanani who retires by rotation	Ballot/ E-voting	Ordinary	The resolution was passed with requisite majority.
4.	Appointment of Auditors and fix their remuneration	Ballot/ E-voting	Ordinary	The resolution was passed with requisite majority.

5.	Appointment of Mr. Pradeep Goyal as Independent Director of the Company	Ballot/ E-voting	Ordinary	The resolution was passed with requisite majority.
6.	Appointment of Mr. Raoof Razak Dhanani as the Director of the Company	Ballot/ E-voting	Ordinary	The resolution was passed with requisite majority.
7.	Appointment of Mrs. Suchitra Dhanani as the Director of the Company	Ballot/ E-voting	Ordinary	The resolution was passed with requisite majority.
8.	Appointment of Mrs. Suchitra Dhanani as Whole-Time Director of the Company and payment of remuneration	Ballot/ E-voting	Special	The resolution was passed with requisite majority.
9.	Appointment of Mr. T. N. Unni as an Independent Director of the Company for five consecutive years	Ballot/ E-voting	Ordinary	The resolution was passed with requisite majority.
10.	Approval for Borrowing Powers of the Company	Ballot/ E-voting	Special	The resolution was passed with requisite majority.
11.	Approval of offer/issue and allot upto 10,00,000 10% Cumulative Redeemable Preference Shares	Ballot/ E-voting	Special	The resolution was passed unanimously.
12.	Appointment of Mr. Vinit Shah as an Independent Director of the Company	Ballot/ E-voting	Ordinary	The resolution was passed with requisite majority.

For SAYAJI HOTELS LIMITED


AMIT SARRAF
COMPANY SECRETARY

Item No.1: (Ordinary) Resolution to Consider and approve Audited Financial Statements, Reports of Board of Directors and Auditors and Audited Consolidated Financial Statements for the year 2013-14

Promoter /Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13999508	11559397	82.57	11559397	0	100.00	0

Public Institution al Holders	0	0	0	0	0	0	0
Public-Others	3518492	2783860	79.12	2783859	1	100	0
Total	17518000	14343257	80.84	14343256	1	100	0.00

Item no.2: (Ordinary) Resolution to Re-appointment of Mr. Kayum R. Dhanani (DIN 00987597) who retires by rotation

Promoter /Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13999508	11559397	82.57	11559397	0	100	0
Public Institution al Holders	0	0	0	0	0	0	0
Public-Others	3518492	2783860	79.12	2783859	1	100	0
Total	17518000	14343257	80.84	14343256	1	100	0.00

Item No.3 : (Ordinary) Resolution to Re-appointment of Mr. Abdul Razak Dhanani (00926236) who retires by rotation

Promoter /Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13999508	11559397	82.57	11559397	0	100	0
Public Institution al Holders	0	0	0	0	0	0	0

Public-Others	3518492	2783860	79.12	2783849	11	99.99	0.01
Total	17518000	14343257	80.84	14343246	11	100	0.00

Item No.4: (Ordinary) Resolution to Appointment of M/s K.L. Vyas & Co. as Statutory Auditors and fix their remuneration

Promoter /Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13999508	11559397	82.57	11559397	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	3518492	2783860	79.12	2783850	10	99.99	0.01
Total	17518000	14343257	80.84	14343247	10	100	0.00

Item No.5: (Ordinary) Resolution to Appointment of Mr. Pradeep Goyal (DIN 02798770) as Independent Director of the Company

Promoter /Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13999508	11559397	82.57	11559397	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	3518492	2783860	79.12	2783810	50	99.99	0.01
Total	17518000	14343257	80.84	14343207	50	100	0.00

Item No.6: (Ordinary) Resolution To Appointment of Mr. Raoof Razak Dhanani (DIN 00174654) as the Director of the Company

Promoter /Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13999508	11559397	82.57	11559397	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public- Others	3518492	2783860	79.12	2783840	20	99.99	0.01
Total	17518000	14343257	80.84	14343237	20	100	0.00

Item No. 7 (Ordinary) Resolution to Appointment of Mrs. SuchitraDhanani (DIN 00712187) as the Director of the Company

Promoter /Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13999508	11559397	82.57	11559397	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public- Others	3518492	2783860	79.12	2783840	20	99.99	0.01
Total	17518000	14343257	80.84	14343237	20	100	0.00

Item No. 8 (Special Resolution) Appointment of Mrs. Suchitra Dhanani (DIN 00712187) as the Whole-Time Director of the Company and payment of remuneration.

Promoter /Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13999508	11559397	82.57	11559397	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	3518492	2783860	79.12	2783780	80	99.99	0.01
Total	17518000	14343257	80.84	14343177	80	100	0.00

Item No.9: (Ordinary Resolution) Appointment of Mr. T. N. Unni as an Independent Director (DIN 00079237) of the Company for five consecutive years

Promoter /Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13999508	11559397	82.57	11559397	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	3518492	2783860	79.12	2783790	70	99.99	0.01
Total	17518000	14343257	80.84	14343187	70	100	0.00

Item No.10: (Special Resolution) Approval for Borrowing Powers of the Company

Promoter /Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13999508	11559397	82.57	11559397	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	3518492	2783860	79.12	2783829	31	99.99	0.01
Total	17518000	14343257	80.84	14343226	31	100	0.00

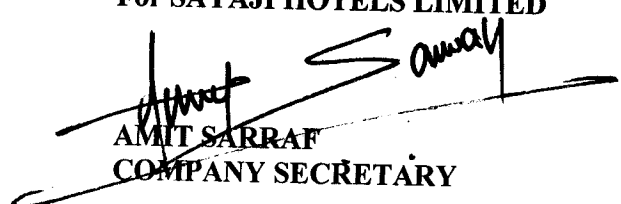
Item No.11: (Special Resolution) Approval of offer/issue and allot upto 10,00,000 10% Cumulative Redeemable Preference Shares of Rs. 100/- each at a premium of Rs. 50/- per share

Promoter /Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13999508	11559397	82.57	11559397	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	3518492	2783860	79.12	2783860	0	100	0.00
Total	17518000	14343257	80.84	14343257	0	100	0.00

Item No.12: (Ordinary Resolution) Appointment of Mr. Vinit Shah as an Independent Director (DIN 00118610) of the Company

Promoter /Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13999508	11559397	82.57	11559397	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	3518492	2783860	79.12	2783840	20	99.99	0.01
Total	17518000	14343257	80.84	14343237	20	100	0.00

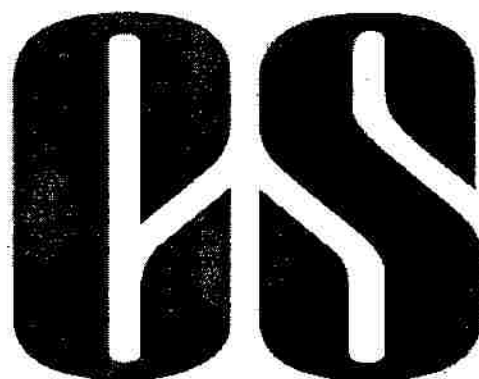
For SAYAJI HOTELS LIMITED


AMIT SARRAF

COMPANY SECRETARY

Encl.: Copy of the Scrutinisers Report

O/C



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"SCRUTINIZERS' REPORT OF E-VOTING"

M/S. SAYAJI HOTELS LIMITED

31ST ANNUAL GENERAL MEETING

23RD AUGUST, 2014

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CS RITESH GUPTA

Ritesh Gupta & Co., Company Secretaries

G-1, 56-Anil Nagar, M.R. 9 Road, Indore-452001

☎:94253-11503, 78798-41500, email: csriteshgupta@gmail.com

RITESH GUPTA
M.Com., LL.B., FCS.



RITESH GUPTA & CO.
COMPANY SECRETARIES

G-1, 56-Anil Nagar, M. R. 9 Road, Indore-8 (MP) ☎94253-11503, 78798-41500, Email: csriteshgupta@gmail.com

To,
The Chairman
Sayaji Hotels Limited
Opp. Rajshree Talkies, Near Kala Ghoda,
Sayajigunj, Vadodara-390005

Dear Sir,

Sub: Scrutinizers' Report on e-voting conducted pursuant to the provision of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the rule).

I refer to my appointment as scrutinizer made on 04th July, 2014, pursuant to the authority granted by the Board of Directors of Sayaji Hotels Limited (The Company) to Scrutinize the e-voting process in a fair and transparent manner as per the provision of Companies Act, 2013 and Rules made there under for the 31st Annual General Meeting (AGM) of the Company to be held on 23rd August, 2014 at the Registered Office of the Company at Vadodara.

I have carried out the work as Scrutinizer from the close of Working hours on 20th August, 2014. I had scrutinized and reviewed the voting through electronic means and votes tendered there in.

My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizers' report of the votes cast in Favour or Against the resolution stated in the Notice of the AGM, based on the reports generated in the e-voting system provided by Central Depository Securities Limited (CDSL), the authorized agency to provide e-voting facility and engaged by the Company.

I herewith submit the scrutinizer's report on the results of the e-voting along with the relevant listings.

Place: Indore
Date: 20.08.2014

For Ritesh Gupta & Co.
Company Secretaries



Ritesh Gupta
Proprietor
FCS:5200, CP:3764

"SCRUTINIZER'S REPORT"

[Pursuant to Section 108 of the Companies Act, 2013]

[Rule 20 (xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Sayaji Hotels Limited
Opposite Rajshree Talkies, Near Kala Ghoda,
Sayajigunj, Vadodara-390005

Dear Sir,

I Ritesh Gupta proprietor of Ritesh Gupta & Co., Company Secretaries Indore, appointed as scrutinizer for the purpose of scrutinizing the E-voting process of Sayaji Hotels Limited (CIN: L51100GJ1982PLC005131) in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice of the 31st Annual General Meeting (AGM) of the Company to be held on 23rd August, 2014, I submit my report on e-voting results as under:

1. The e-voting services were provided by Central Depository Securities Limited (CDSL).
2. The E-voting period commenced from 18th August, 2014 at 09:00 A.M. and concludes on 20th August, 2014 at 6:00 P.M.
3. The Shareholder holding shares on the "Cut-off date" i.e., 18th July, 2014, were entitled to vote on the proposed resolutions stated in the Notice of the Company.
4. The votes were unblocked on 20th August, 2014 after 06:00 P.M. in the presence of two witnesses Mr. Bharat Narang and Mr. Burhanuddin Maksi Wala who are not in the employment of the Company.
5. The results of e-voting along with the list of shareholders who voted "FOR" and "AGAINST" the below resolutions were downloaded from the e-voting website of CDSL.

Burhanuddin



"RESULT OF E-VOTING"

RESOLUTION No. 1: ORDINARY RESOLUTION

- (a) To Consider and approve Audited Financial Statements, Report of the Board of Directors' and Auditors.
- (b) To Consider and approve Audited Consolidated Financial Statements.

i) Voted in Favour of Resolution

Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
34	14341804	100.00

ii) Voted against the Resolution

Number of Members Voted electronically	Number of Votes Cast against the Resolution	% of the total number of Valid Votes Cast
1	1	0.00

iii) Invalid Votes

Total Number of members whose votes were invalid	Total Number of Votes cast by them
NIL	NIL



RITESH GUPTA
M.Com., LL.B., FCS.



RITESH GUPTA & CO.
COMPANY SECRETARIES

G-1, 56-Anil Nagar, M. R. 9 Road, Indore-8 (MP) ☎94253-11503, 78798-41500, Email: csriteshgupta@gmail.com

RESOLUTION No. 2: ORDINARY RESOLUTION

Re-appointment of Mr. Kayum Razak Dhanani as the Director of the Company who retire by rotation.

i) Voted in Favour of Resolution

Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
34	14341804	100.00

ii) Voted against the Resolution

Number of Members Voted electronically	Number of Votes Cast against the Resolution	% of the total number of Valid Votes Cast
1	1	0.00

iii) Invalid Votes

Total Number of members whose votes were invalid	Total Number of Votes cast by them
NIL	NIL



RESOLUTION No. 3: ORDINARY RESOLUTION

Re-appointment of Mr. Abdul Razak Dhanani as the Director of the Company who retire by rotation.

i) Voted in Favour of Resolution

Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
34	14341804	100.00

ii) Voted against the Resolution

Number of Members Voted electronically	Number of Votes Cast against the Resolution	% of the total number of Valid Votes Cast
1	1	0.00

iii) Invalid Votes

Total Number of members whose votes were invalid	Total Number of Votes cast by them
NIL	NIL



RESOLUTION No. 4: ORDINARY RESOLUTION

Appointment of Auditors and fix their remuneration.

i) Voted in Favour of Resolution

Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
35	14341805	100.00

ii) Voted against the Resolution

Number of Members Voted electronically	Number of Votes Cast against the Resolution	% of the total number of Valid Votes Cast
NIL	NIL	NIL

iii) Invalid Votes

Total Number of members whose votes were invalid	Total Number of Votes cast by them
NIL	NIL



RESOLUTION No. 5: ORDINARY RESOLUTION

Appointment of Mr. Pradeep Goyal as an Independent Director of the Company.

i) Voted in Favour of Resolution

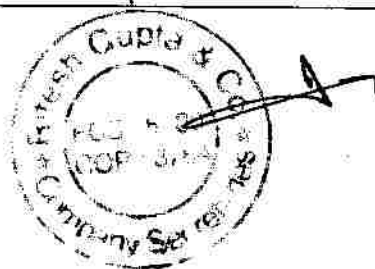
Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
35	14341805	100.00

ii) Voted against the Resolution

Number of Members Voted electronically	Number of Votes Cast against the Resolution	% of the total number of Valid Votes Cast
NIL	NIL	NIL

iii) Invalid Votes

Total Number of members whose votes were invalid	Total Number of Votes cast by them
NIL	NIL



RITESH GUPTA
M.Com., LL.B., FCS.



RITESH GUPTA & CO.
COMPANY SECRETARIES

G-1, 56-Anil Nagar, M. R. 9 Road, Indore-8 (MP) ☎94253-11503, 78798-41500, Email: csriteshgupta@gmail.com

RESOLUTION No. 6: ORDINARY RESOLUTION

Appointment of Mr. Raoof R. Dhanani as the Director of the Company.

i) Voted in Favour of Resolution

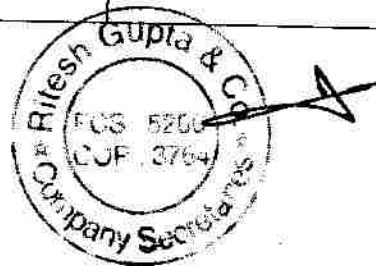
Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
35	14341805	100.00

ii) Voted against the Resolution

Number of Members Voted electronically	Number of Votes Cast against the Resolution	% of the total number of Valid Votes Cast
NIL	NIL	NIL

iii) Invalid Votes

Total Number of members whose votes were invalid	Total Number of Votes cast by them
NIL	NIL



RESOLUTION No. 7: ORDINARY RESOLUTION

Appointment of Mrs. Suchitra Dhanani as the Director of the Company.

i) Voted in Favour of Resolution

Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
35	14341805	100.00

ii) Voted against the Resolution

Number of Members Voted electronically	Number of Votes Cast against the Resolution	% of the total number of Valid Votes Cast
NIL	NIL	NIL

iii) Invalid Votes

Total Number of members whose votes were invalid	Total Number of Votes cast by them
NIL	NIL

RESOLUTION No. 8: SPECIAL RESOLUTION

Appointment of Mrs. Suchitra Dhanani as Whole Time Director of the Company and payment of Remuneration.

i) Voted in Favour of Resolution

Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
35	14341805	100.00

ii) Voted against the Resolution

Number of Members Voted electronically	Number of Votes Cast against the Resolution	% of the total number of Valid Votes Cast
NIL	NIL	NIL

iii) Invalid Votes

Total Number of members whose votes were invalid	Total Number of Votes cast by them
NIL	NIL



RESOLUTION No. 9: ORDINARY RESOLUTION

Appointment of Mr. T. N. Unni as an Independent Director of the Company.

i) Voted in Favour of Resolution

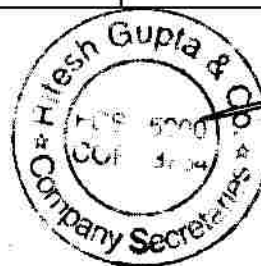
Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
35	14341805	100.00

ii) Voted against the Resolution

Number of Members Voted electronically	Number of Votes Cast against the Resolution	% of the total number of Valid Votes Cast
NIL	NIL	NIL

iii) Invalid Votes

Total Number of members whose votes were invalid	Total Number of Votes cast by them
NIL	NIL



RESOLUTION No. 10: SPECIAL RESOLUTION

Approval for the borrowing power of the Company.

i) Voted in Favour of Resolution

Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
34	14341804	100.00

ii) Voted against the Resolution

Number of Members Voted electronically	Number of Votes Cast against the Resolution	% of the total number of Valid Votes Cast
1	1	0.00

iii) Invalid Votes

Total Number of members whose votes were invalid	Total Number of Votes cast by them
NIL	NIL

RESOLUTION No. 11: SPECIAL RESOLUTION

Approval of offer / issue and allot upto 10,00,000 10% Cumulative, Redeemable Preference Shares.

i) Voted in Favour of Resolution

Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
35	14341805	100.00

ii) Voted against the Resolution

Number of Members Voted electronically	Number of Votes Cast against the Resolution	% of the total number of Valid Votes Cast
NIL	NIL	NIL

iii) Invalid Votes

Total Number of members whose votes were invalid	Total Number of Votes cast by them
NIL	NIL



RESOLUTION No. 12: ORDINARY RESOLUTION

Appointment of Mr. Vinit Shah as an Independent Director of the Company.

i) Voted in Favour of Resolution

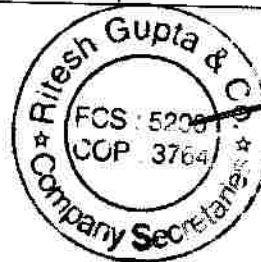
Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
35	14341805	100.00

ii) Voted against the Resolution

Number of Members Voted electronically	Number of Votes Cast against the Resolution	% of the total number of Valid Votes Cast
NIL	NIL	NIL

iii) Invalid Votes

Total Number of members whose votes were invalid	Total Number of Votes cast by them
NIL	NIL



RITESH GUPTA
M.Com., LL.B., FCS.



RITESH GUPTA & CO.
COMPANY SECRETARIES

G-1, 56-Anil Nagar, M. R. 9 Road, Indore-8 (MP) ☎94253-11503, 78798-41500, Email: csriteshgupta@gmail.com

The relevant records relating to electronic voting shall remain in our safe custody until the chairman considers, approve and signs the minutes of the 31st Annual General Meeting (AGM) and shall thereafter be handed over to the company secretary for safe keeping.

Issued at Indore dated 20th August, 2014

For Ritesh Gupta & Co.
Company Secretaries

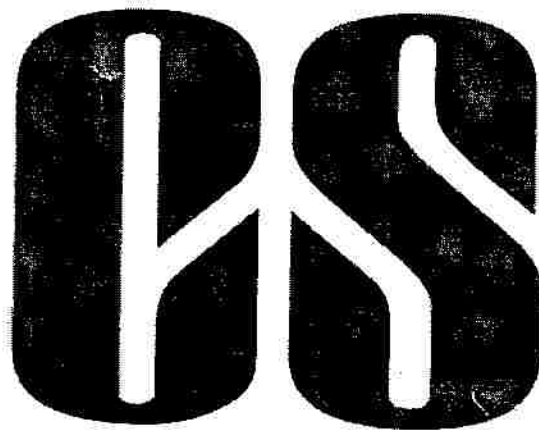


Ritesh Gupta
Proprietor
FCS:5200, CP:3764

We undersigned Witness that the votes were unblocked from e-voting website of Central Depository Securities Limited (CDSL) in our presence at around 6:30 P.M on 20th August, 2014.

Mr. Bharat Narang
S/o Mr. Kamlesh Narang
Address: 27-A, Dwarka Puri,
Indore- 452009 (MP)

Mr. Burhanuddin Maksi Wala
S/o Mr. Ali Husain Maksi Wala
Address: 611, Noorani Nagar, Dhar Road
Indore- 452002 (MP)



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"SCRUTINIZER'S REPORT IN FORM MGT-13"

M/S. SAYAJI HOTELS LIMITED

31ST ANNUAL GENERAL MEETING

23RD AUGUST, 2014

=====

CS RITESH GUPTA

Ritesh Gupta & Co., Company Secretaries

G-1, 56-Anil Nagar, M.R. 9 Road, Indore-452001

☎:94253-11503, 78798-41500, email: csriteshgupta@gmail.com

FORM NO. MGT-13

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013]
[Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman

M/s Sayaji Hotels Limited

31st Annual General Meeting of Equity Shareholders of Sayaji Hotels Limited held on Saturday, 23rd August, 2014 at 3:00 P.M. at the registered office of the Company at Opposite Rajshree Talkies, Near Kala Ghoda, Sayajigunj, Vadodara (GUJ).

Dear Sir,

I Ritesh Gupta proprietor of Ritesh Gupta & Co., Company Secretaries Indore, appointed as scrutinizer for the purpose of poll taken on below resolution(s) at 31st Annual General Meeting of equity shareholders of Sayaji Hotels Limited (CIN: L51100GJ1982PLC005131) held on Saturday, 23rd August, 2014 at 3:00 P.M. at the Registered office at Opposite Rajshree Talkies, Near Kala Ghoda, Sayajigunj, Vadodara (GUJ).

I hereby to submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 2 (TWO) ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and in presence of two witness 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/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is annexed Resolution wise.



"RESULT OF POLL"

RESOLUTION NO. 1: ORDINARY RESOLUTION

- (a) To Consider and approve Audited Financial Statements, Report of the Board of Directors' and Auditors.
(b) To Consider and approve Audited Consolidated Financial Statements.

i) Voted in Favour of Resolution

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
43	1452	100

ii) Voted against the Resolution

Number of Members present and Voting (In person or proxy)	Number of Votes Cast against the Resolution	% of the 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
7	31



RESOLUTION NO. 2: ORDINARY RESOLUTION

Re-appointment of Mr. Kayum Razak Dhanani as the Director of the Company who retire by rotation:

i) Voted in Favour of Resolution

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
43	1452	100

ii) Voted against the Resolution

Number of Members present and Voting (In person or proxy)	Number of Votes Cast against the Resolution	% of the 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
9	33



RESOLUTION NO. 3: ORDINARY RESOLUTION

Re-appointment of Mr. Abdul Razak Dhanani as the Director of the Company who retire by rotation:

i) Voted in Favour of Resolution

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
42	1442	99.3113

ii) Voted against the Resolution

Number of Members present and Voting (In person or proxy)	Number of Votes Cast against the Resolution	% of the total number of Valid Votes Cast
1	10	0.6887

iii) Invalid Votes

Total Number of members (In person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
8	32



RESOLUTION NO. 4: ORDINARY RESOLUTION**Appointment of Auditors and fix their remuneration:****i) Voted in Favour of Resolution**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
42	1442	99.3113

ii) Voted against the Resolution

Number of Members present and Voting (In person or proxy)	Number of Votes Cast against the Resolution	% of the total number of Valid Votes Cast
1	10	0.6887

iii) Invalid Votes

Total Number of members (In person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
8	32



RESOLUTION NO. 5: ORDINARY RESOLUTION

Appointment of Mr. Pradeep Goyal as an Independent Director of the Company:

i) Voted in Favour of Resolution

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
42	1402	96.5565

ii) Voted against the Resolution

Number of Members present and Voting (In person or proxy)	Number of Votes Cast against the Resolution	% of the total number of Valid Votes Cast
1	50	3.4435

iii) Invalid Votes

Total Number of members (In person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
7	31



RESOLUTION NO. 6: ORDINARY RESOLUTION

Appointment of Mr. Raoof R. Dhanani as the Director of the Company:

i) Voted in Favour of Resolution

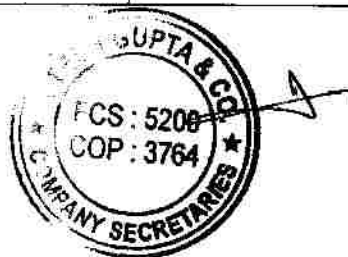
Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
42	1432	98.6226

ii) Voted against the Resolution

Number of Members present and Voting (In person or proxy)	Number of Votes Cast against the Resolution	% of the total number of Valid Votes Cast
1	20	1.3774

iii) Invalid Votes

Total Number of members (In person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
7	31



RESOLUTION NO. 7: ORDINARY RESOLUTION

Appointment of Mrs. Suchitra Dhanani as the Director of the Company:

i) Voted in Favour of Resolution

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
42	1432	98.6226

ii) Voted against the Resolution

Number of Members present and Voting (In person or proxy)	Number of Votes Cast against the Resolution	% of the total number of Valid Votes Cast
1	20	1.3774

iii) Invalid Votes

Total Number of members (In person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
7	31



RESOLUTION NO. 8: SPECIAL RESOLUTION

Appointment of Mrs. Suchitra Dhanani as Whole Time Director of the Company and payment of Remuneration:

i) Voted in Favour of Resolution

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
40	1372	94.4904

ii) Voted against the Resolution

Number of Members present and Voting (In person or proxy)	Number of Votes Cast against the Resolution	% of the total number of Valid Votes Cast
3	80	5.5096

iii) Invalid Votes

Total Number of members (In person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
7	31



RESOLUTION NO. 9: ORDINARY RESOLUTION

Appointment of Mr. T. N. Unni as an Independent Director of the Company:

i) Voted in Favour of Resolution

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
41	1382	95.1791

ii) Voted against the Resolution

Number of Members present and Voting (In person or proxy)	Number of Votes Cast against the Resolution	% of the total number of Valid Votes Cast
2	70	4.8209

iii) Invalid Votes

Total Number of members (In person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
7	31



RESOLUTION NO. 10: SPECIAL RESOLUTION

Approval for the borrowing power of the Company:

i) Voted in Favour of Resolution

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
41	1422	97.9339

ii) Voted against the Resolution

Number of Members present and Voting (In person or proxy)	Number of Votes Cast against the Resolution	% of the total number of Valid Votes Cast
2	30	2.0661

iii) Invalid Votes

Total Number of members (In person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
7	31



RESOLUTION NO. 11: SPECIAL RESOLUTION

Approval of offer/ issue and allot upto 10,00,000 10% Cumulative, Redeemable Preference Shares:

i) Voted in Favour of Resolution

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
43	1452	100

ii) Voted against the Resolution

Number of Members present and Voting (In person or proxy)	Number of Votes Cast against the Resolution	% of the 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
8	32



RESOLUTION NO. 12: ORDINARY RESOLUTION

Appointment of Mr. Vinit Shah as an Independent Director of the Company:

i) Voted in Favour of Resolution

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
42	1432	98.6226

ii) Voted against the Resolution

Number of Members present and Voting (In person or proxy)	Number of Votes Cast against the Resolution	% of the total number of Valid Votes Cast
1	20	1.3774

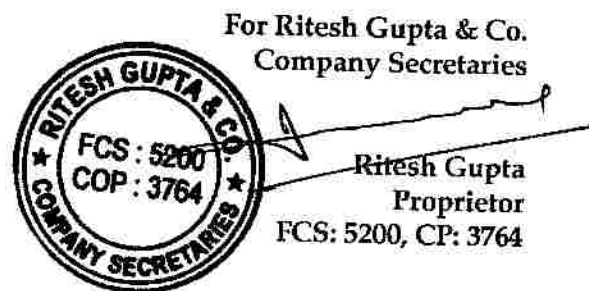
iii) Invalid Votes

Total Number of members (In person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
8	32



5. A Compact Disk (CD) containing a List of Equity Shareholder who voted "FOR" & "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The Poll Paper and all other relevant records were sealed and handed over to the Company Secretary Authorized by the Board for safe keeping.

Issued at Vadodara dated 23rd August, 2014



We undersigned Witness that the polling boxes were opened in our presence on 23rd August, 2014 at Annual General Meeting of the Company.


.....
Mr. Bharat Narang
S/o Mr. Kamlesh Narang
Address: 27-A, Dwarka Puri,
Indore- 452009 (MP)


.....
Mr. Burhanuddin MaksiWala
S/o Mr. Ali Husain MaksiWala
Address: 611, Noorani Nagar, Dhar Road
Indore- 452002 (MP)