

New No.6, Old No.12,
Appavoo Gramani 1st Street,
Mandaveli,
(Opp. to Church Near by BSNL Office)
Chennai - 600 028.
Ph : 044-4360 1111
E-mail : secretarial@mdassociates.co.in
accounts@mdassociates.co.in



M. DAMODARAN & ASSOCIATES

Practicing Company Secretaries



M. Damodaran, B.Com, F.C.S. L.L.B.
Mobile:98412 81693

CONSOLIDATED SCRUTINIZER'S REPORT

(REMOTE E VOTING AND INSTA POLL)

[Pursuant to Section 108 and Section 109 of the Companies Act, 2013 and
Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of **53rd** Annual General Meeting of the Equity Shareholders of **ARUNA HOTELS LIMITED** held on the **30th December 2015** at 9.00 AM at Youth Hostel, 2nd Avenue, Indira Nagar, Chennai-600020.

1. I, M.Damodaran, a Company Secretary in Practice having office at New No. 6, Old No. 12, Appavoo Gramani 1st Street, Mandaveli, Chennai, Tamil Nadu 600028 have been appointed as a scrutinizer by the Board of Directors of **ARUNA HOTELS LIMITED** (the company) for the purpose of:

- (i) Scrutinizing the e-voting process (remote e- voting) under the provisions of section 108 of The Companies Act 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules) and
- (ii) Poll through Ballot paper under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Rules, on the resolutions contained in the notice to the 53rd Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on the **30th December 2015** at 9.00 AM at Youth Hostel, 2nd Avenue, Indira Nagar, Chennai-600020.

For M. DAMODARAN & ASSOCIATES
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M. Damodaran
M. DAMODARAN, CP No.: 5081

2. The management of the Company is responsible to ensure the compliance with the requirement of The Companies Act 2013 and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by Poll by way of ballot paper at the AGM] for the resolutions contained in the Notice to the **53rd AGM** of the Equity Shareholders of the company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e by remote e-voting and Poll by way of Ballot paper at AGM) is restricted to make a consolidated scrutinizer's report of the voted cast "in favor" or "against" the resolution stated above, based on the report generated from the e-voting system provided by CDSL (Central Depository Services Limited) engaged by the company to provide e-voting facilities for voting through electronic means.
3. I submit herewith my Consolidated scrutinizers report on the results of voting through electronic means i.e by remote e voting and Poll by way of Ballot papers at the AGM as under:

ARUNA HOTELS LIMITED - E VOTING & INSTA POLL REPORT

Resolution	Mode	Ballots Received	Favour			Against			Invalid		
			Ball-ots	Votes	Percentage	Ballots	Votes	Percentage	Ballots	Votes	Percentage
Item No. 1: To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015, Profit and Loss Account for the year ended 31st March 2015 and together with the Reports of the Board of Directors and the Auditors thereon .(As an Ordinary resolution)	E VOTING	17	16	2155979	90.952	1	100	0.004	-	-	-
	INSTA POLL	24	24	214385	9.044	-	-	-	-	-	-
	TOTAL	41	40	2370364	99.996	1	100	0.004	-	-	-
Item No. 2: To Appoint M/s. Bala & Co, Chartered Accountants, be	E VOTING	17	16	2155979	90.952	1	100	0.004	-	-	-
	INSTA POLL	24	24	214385	9.044	-	-	-	-	-	-

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and are hereby appointed as the Auditors of the Company in place of the retiring Auditors M/s. U.C. Bhandri & Co., Chartered Accountants (As a Special resolution)	TOTAL	41	40	2370364	99.996	1	100	0.004	-	-	-
Item No. 3: To Appoint Ms.Freeda Gnanaselvam kanagiah(DIN 07350172) as Independent Women Director of the Company, not liable to retire by rotation to hold office for 5 (Five) consecutive years for a term upto the Annual General Meeting for the Financial Year 2019-20 (As an Ordinary resolution)	E VOTING	17	16	2155979	90.952	1	100	0.004	-	-	-
	INSTA POLL	24	24	214385	9.044	-	-	-	-	-	-
	TOTAL	41	40	2370364	99.996	1	100	0.004	-	-	-
Item No. 4: To appoint Mr. Muralidharan Ramasamy as a Director of the Company. (As an Ordinary resolution)	E VOTING	17	16	2155979	90.952	1	100	0.004	-	-	-
	INSTA POLL	24	24	214385	9.044	-	-	-	-	-	-
	TOTAL	41	40	2370364	99.996	1	100	0.004	-	-	-

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Item No. 5: To appoint Mr. Rajakumar Kumaravelayath a nadar as a Director of the Company. (As an Ordinary resolution)	E VOTING	17	16	2155979	90.952	1	100	0.004	-	-	-
	INSTA POLL	24	24	214385	9.044	-	-	-	-	-	-
	TOTAL	41	40	2370364	99.996	1	100	0.004	-	-	-
Item No.6: To appoint Mr. Vaithyalingham Anbalagan as a Director of the Company. (As an Ordinary resolution)	E VOTING	17	16	2155979	90.952	1	100	0.004	-	-	-
	INSTA POLL	24	24	214385	9.044	-	-	-	-	-	-
	TOTAL	41	40	2370364	99.996	1	100	0.004	-	-	-
Item No.7: To Appoint Sundaresan Vairakan (DIN 07328033) as Independent Director of the Company, not liable to retire by rotation to hold office for 5 (Five) consecutive years for a term upto the Annual General Meeting for the Financial Year 2019-20 (As an Ordinary resolution)	E VOTING	17	16	2155979	90.952	1	100	0.004	-	-	-
	INSTA POLL	24	24	214385	9.044	-	-	-	-	-	-
	TOTAL	41	40	2370364	99.996	1	100	0.004	-	-	-
Item No.8: To appoint Mr.Vaithyalinga	E VOTING	17	16	2155979	90.952	1	100	0.004	-	-	-

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<p>m Anbalagan(DIN:0 0059007) as a Managing Director of the Company for a period of Three years with effect from 10 October, 2015 (As a Special resolution)</p>	INSTA POLL	24	24	214385	9.044	-	-	-	-	-	-
	TOTAL	41	40	2370364	99.996	1	100	0.004	-	-	-
	E VOTING	17	16	2155979	90.952	1	100	0.004	-	-	-
<p>Item No.9: For Consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act"), or any statutory modification or re-enactment thereof, to the Board of Directors to mortgage and/or charge etc for amounts not exceeding Rs. 100 Crores (As a Special resolution)</p>	INSTA POLL	24	24	214385	9.044	-	-	-	-	-	-
	TOTAL	41	40	2370364	99.996	1	100	0.004	-	-	-
<p>Item No.10: Consent of the Company be and is hereby accorded pursuant to Section 180(1)(c) and other</p>	E VOTING	17	16	2155979	90.952	1	100	0.004	-	-	-

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applicable provisions, if any, of the Companies Act 2013 (hereinafter referred to as the "Act"), or any statutory modification or re-enactment thereof, to the Board of Directors, borrowing moneys in excess of the aggregate of paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, as the Board may, from time to time deem necessary, provided that the sum or sums so borrowed and remaining outstanding at any one time shall not exceed in the aggregate Rs. 100 Crores. (As a Special resolution)	INSTA POLL	24	24	214385	9.044	-	-	-	-	-	-
	TOTAL	41	40	2370364	99.996	1	100	0.004	-	-	-

Item No. 11: Consent of the Company be and is hereby accorded to keep	E VOTING	17	16	2155979	90.952	1	100	0.004	-	-	-
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For M. DAMODARAN & ASSOCIATES
(Practicing Company Secretaries)

M. Damodaran
M. DAMODARAN & ASSOCIATES
No. 6081



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the Register and Index of Members Register and copies of all Annual Returns under Section 92 of the Companies Act, 2013 together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, at the office of the Registrar and Share Transfer Agent of the Company viz. MCS Share Transfer Agent Ltd. 21/22, Kashiram Jamnadas Building, Ground Floor, Near Ghadiyal Godi, 5 P.D'Mello Road, Masjid (East), Mumbai - 400009 or any other its office or place within the Chennai city, instead of the Registered Office of the Company (As a Special resolution)	INSTA POLL	24	24	214385	9.044	-	-	-	-	-	-
	TOTAL	41	40	2370364	99.996	1	100	0.004	-	-	-
Item No. 12: Approval of Issue of Equity Shares to Promoters and Non Promoters	E VOTING	17	16	2155979	90.952	1	100	0.004	-	-	-
	INSTA POLL	24	24	214385	9.044	-	-	-	-	-	-

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of the Company on preferential basis (As a Special resolution)	TOTAL	41	40	2370364	99.996	1	100	0.004	-	-	-
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4. The electronic data and all other relevant records relating to e voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

Yours faithfully,


M. Damodaran

Practicing Company Secretary
Membership No. 5837

Place: Chennai

Date: 31.12.2015