



**SCRUTINISER'S REPORT**

**(Pursuant to Section 108 of the Companies Act, 2013 and  
Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014)**

To

The Chairman of Extra Ordinary General Meeting of the Equity Shareholders of WINTERFEEL HOTELS AND RESORTS LIMITED on Tuesday, 25th April 2023 at 11.00 a.m. (IST) at the Registered Office of the Company.

Dear Sir,

I, T P SIVADAS, Practicing Company Secretary (Membership No. 4791 and CP No. 6449) appointed as Scrutinizer for Extra Ordinary General Meeting of the Equity Shareholders of **WINTERFEEL HOTELS AND RESORTS LIMITED** held on Tuesday, 25th April 2023 at 11.00 a.m. (IST) at the Registered Office of the Company for the purpose of scrutinizing the voting and remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on voting and remote e-voting carried out in terms of the provisions of Companies Act, 2013 ("The Act") and Rule 20(4)(xii) of the Companies(Management and Administration) Rules, 2014 ("The Rules") in respect of the resolutions passed in the said EGM as contained in the Notice of EGM dated 03<sup>rd</sup> April 2023 ("The Notice"), as referred to in this report.:

The Company had uploaded the Notice of EGM including all the items of the business to be transacted at the EGM, on the website of the Company as well as of its authorized agency (NSDL) to facilitate its shareholders to cast their votes through e-Voting and also made arrangements at the EGM for the members who have not cast their vote through remote e-Voting.

The Company has mentioned the procedure and manner for voting through electronic means in the Notice of the EGM.

I submit my report as under:

1. The compliance with the provisions of the Companies act, 2013 and the rules made there under relating to voting and remote e-voting by the shareholders on the resolutions proposed in the notice of the Extra Ordinary General Meeting of the company is the responsibility of the management. My responsibility as scrutinizer is to ensure that the process of voting and remote e-voting were in a fair and transparent manner and to render Consolidated Scrutiniser's Report on total votes cast in assent or dissent to the chairman of the meeting on there solutions.



2. The e-voting period commences on Saturday, the 22nd April 2023 at 09:30 A.M. and ends on Monday, 24th April 2023 at 05:00 P.M.
3. At the end of the voting period on Monday, 24th April 2023 at 05:00 P.M, the voting portal of the service provider was blocked forthwith.
4. The shareholders holding shares as on the cut-off date( i.e. 19th April 2023) were entitled to vote on the proposed 4 (Four) Resolutions as mentioned in the notice of EGM of WINTERFEEL HOTELS AND RESORTS LIMITED (i.e. Item No.1 to 4 of the said Notice).
5. On Tuesday, 25th April 2023 after the conclusion of EGM, the report on the e-voting carried at the AGM was generated and digitally scrutinized; thereafter the votes cast through remote e-voting process were unblocked by me in the presence of two witnesses, Mrs. Neema, Mrs. Jalnya who are not in the employment of the Company.
6. They have signed below in confirmation of the votes being unblocked in their presence.

Signature: Neema

Signature: Jalnya

Name: Neema

Name: Jalnya

7. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from thee-voting website of NSDL i.e. www.evotingindia.com.
8. The results of the e-voting are as under:

**Resolution No. 1 (Special Resolution)**

**Enhancement of Authorised Share Capital**

Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
17	34022597	100%

Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



**Resolution No. 2 (Special Resolution)**

**Alteration of Capital Clause contained in the Memorandum of Association**

Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
17	34022597	100%

Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

**Resolution No. 3 (Special Resolution)**

**Approval For Allotment Of Equity Shares For Cash**

Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
17	34022597	100%

Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

**Resolution No. 4 (Special Resolution)**

**Alteration Of Articles Of Association Of The Company**

Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
17	34022597	100%





Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

9. Based on the forgoing, the resolution nos. 1 to 4 shall be deemed to have been passed with requisite majority.
10. Registers have been maintained electronically to record the assent or dissent received, mentioning the particulars of Name, Folio number / Client ID of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting right did not arise.
11. All records relating to voting and electronic voting shall remain in our safe custody until the Chairman of the meeting considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same shall be handed over to the Chairman of the Meeting.

Thanking you,

Yours faithfully,



**T.P. SIVADAS, FCS,**  
Company secretary in practice  
C.P.N: 6449, FCS: 4791  
ICSI UDIN: F004791E000193100

Place: Kunnankulam

Date: 26/04/2023

Witness 1: Neema  
Neema

Witness 2:  
Jalnya

Counter signed by :

For **WINTERFEEL HOTELS AND RESORTS LIMITED**



Chairman