



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 3rd Annual General Meeting of the Equity Shareholders of **WINTERFEEL HOTELS AND RESORTS LIMITED** on Wednesday, the 30th day of December 2020 at 11.00 am through Video Conferencing (VC)/other Audio Visual Means (OAVM).

Dear Sir,

I, T P SIVADAS, Practicing Company Secretary (Membership No. 4791 and CP No. 6449) appointed as Scrutinizer for 3rd Annual General Meeting of the Equity Shareholders of **WINTERFEEL HOTELS AND RESORTS LIMITED** held on Wednesday, the 30th day of December 2020 at 11.00 am through Video Conferencing (VC)/other Audio Visual Means (OAVM) 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 AGM as contained in the Notice of AGM dated 25th November 2020 ("The Notice"), as referred to in this report.:

The Company had uploaded the Notice of AGM including all the items of the business to be transacted at the AGM, 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 AGM 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 AGM.

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 Annual 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.

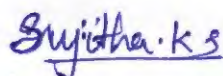
2. The e-voting period commences on Sunday, December 27, 2020 (9:00 a.m. IST) and ends on Tuesday, December 29, 2020(5:00 p.m. IST).
3. At the end of the voting period on Tuesday, December 29, 2020(5:00 p.m. IST), the voting portal of the service provider was blocked forthwith.
4. The shareholders holding shares as on the cut-off date(i.e. December 23, 2020) were entitled to vote on the proposed 14 (Fourteen) Resolutions as mentioned in the notice of AGM of **WINTERFEEL HOTELS AND RESORTS LIMITED** (i.e. Item No.1 to 14 of the said Notice).
5. On Wednesday 30th December 2020 after the conclusion of AGM, 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. Nubina N A, Mrs. Sujitha Haridas 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:



Name: Nubina N A

Signature:



Sujitha Haridas

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 (Ordinary Resolution)

Adoption of financial statements.

Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
16	9037000	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 (Ordinary Resolution)

To appoint Statutory Auditors and fix their remuneration

Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
16	9037000	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 (Ordinary Resolution)

Appointment of Palathingal Joseph Pious as a director liable to retire by rotation

Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
15	8806000	100%

Voted **against** the resolution:

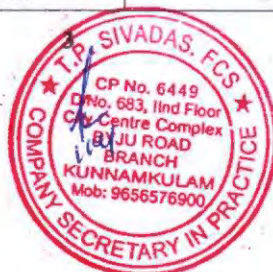
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

Resolution No. 4 (Ordinary Resolution)

Appointment of Kooliyattayil Fakarul Hassan as a director liable to retire by rotation

Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
16	9037000	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. 5 (Ordinary Resolution)

Appointment of Thalakkottur John Lukose as a director liable to retire by rotation.

Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
15	8996000	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. 6 (Ordinary Resolution)

Appointment of Vazhappilly Thomas George as a director liable to retire by rotation

Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
15	8967000	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. 7 (Ordinary Resolution)

Appointment of Kannoly Karunakaran Bhagyanathan as a director liable to retire by rotation



Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
15	9001000	99.6%

Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	36000	0.40%

Resolution No. 8 (Ordinary Resolution)

Appointment of Narayanan as a director liable to retire by rotation

Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
15	8937000	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. 9 (Ordinary Resolution)

Appointment of George Jacob Mannummel as a director liable to retire by rotation

Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
15	8917000	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. 10 (Ordinary Resolution)

Appointment of Thrikkur Subbaraman Venkitaraman as a director liable to retire by rotation

Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
16	9037000	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. 11 (Ordinary Resolution)

Appointment of Moothedan Erani Joy as a director liable to retire by rotation

Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
15	9017000	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. 12 (Special Resolution)

Alteration of Article 58 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
11	8475000	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. 13 (Ordinary Resolution)

Leasing of Landed Property owned by Vyapari Vyavasayi Benevolent Society.

Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	246000	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. 14 (Special Resolution)

Issue of Equity Shares for Cash on Preferential basis

Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	246000	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 14 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: F004791B001817404



Place: Kunnamkulam

Date: 01/01/2021

Witness 1:

Nubina N A

Witness 2:

Sujitha Haridas

Counter signed by :

For **WINTERFEEL HOTELS AND RESORTS LIMITED**

Chairman