

August 28, 2020

To,  
The Corporate Relationship Department  
Bombay Stock Exchange Limited  
25th Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400001

**Sub: Compliance of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015**

**Scrip Code: 526761**

Dear Sir,

Pursuant to Clause 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details regarding the voting results of the business transacted at the 31<sup>st</sup> Annual General Meeting (AGM) of the members of the Company, held on Thursday, August 27, 2020 at 12:00 noon (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") along with Scrutinizers Report on remote e-voting and e-voting are enclosed as per the prescribed format.

We request you to note the same and acknowledge the receipt of this letter.

Thanking you,

Yours faithfully,  
For HOWARD HOTELS LIMITED



[Disha Agarwal]  
Company Secretary  
Membership No: A 57512



Voting results	
Record date	20-08-2020
Total number of shareholders on record date	6644
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	6
b) Public	31
<b>No. of resolution passed in the meeting</b>	<b>3</b>





Resolution (1)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				Ordinary No ADOPTION OF BALANCE SHEET, STATEMENT OF PROFIT & LOSS , REPORT OF THE BOARD OF DIRECTORS AND AUDITORS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020				
Description of resolution considered								
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		5412500	97.6369	5412500	0	100.0000	0.0000
	Poll	5543500	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5543500	5412500	97.6369	5412500	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	400	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	400	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		64604	1.8100	64359	245	99.6208	0.3792
	Poll	3569300	1189	0.0333	1187	2	99.8318	0.1682
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3569300	65793	1.8433	65546	247	99.6246	0.3754
Total		9113200	5478293	60.1138	5478046	247	99.9955	0.0045
Whether resolution is Pass or Not.							Yes	



Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appoint a Director in place of Mr. Shrikant Mittal, who retires by rotation and being eligible, seeks reappointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		5412500	97.6369	5412500	0	100.0000	0.0000
	Poll	5543500	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5543500	5412500	97.6369	5412500	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	400	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	400	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		64604	1.8100	64359	245	99.6208	0.3792
	Poll	3569300	1189	0.0333	1187	2	99.8318	0.1682
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3569300	65793	1.8433	65546	247	99.6246	0.3754
Total		9113200	5478293	60.1138	5478046	247	99.9955	0.0045
Whether resolution is Pass or Not.							Yes	

Disha





Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mrs. Archana Jain as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		5412500	97.6369	5412500	0	100.0000	0.0000
	Poll	5543500	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	5543500	5412500	97.6369	5412500	0	100.0000	0.0000
			0	0.0000	0	0	0	0
Public- Institutions	E-Voting		400	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	400	0	0.0000	0	0	0.0000	0.0000
			0	0.0000	0	0	0	0
Public- Non Institutions	E-Voting		64604	1.8100	64359	245	99.6208	0.3792
	Poll	3569300	1189	0.0333	1187	2	99.8318	0.1682
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3569300	65793	1.8433	65546	247	99.6246	0.3754
			0	0.0000	0	0	0	0
Total		9113200	5478293	60.1138	5478046	247	99.9955	0.0045
Whether resolution is Pass or Not.							Yes	

Disha





**Scrutinizer'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,

Mr. Nirankar Nath Mittal,

The Chairman cum Managing Director  
31<sup>st</sup> Annual General Meeting of the Equity Shareholders of,  
Howard Hotels Limited, held on Thursday, 27<sup>th</sup> of August, 2020  
at 12:00 noon through Video Conferencing ("VC") /  
Other Audio Visual Means ("OAVM")

Dear Sir,

I, Mukul Tyagi, Practising Company Secretary, Partner of Pooja Anand and Associates, New Delhi, appointed by the Board of Directors of Howard Hotels Limited ("the Company"), as Scrutinizer for the purpose of scrutinizing the E-Voting process (remote e-voting) and electronic voting (e-voting) during the AGM carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 read with MCA General Circular No. 14/2020 dated April 08, 2020, MCA General Circular No. 17/ 2020 dated April 13, 2020 and MCA General Circular No. 20/2020 dated May 05, 2020 read with SEBI Circular No. SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated May 12, 2020, in respect of resolutions proposed at the 31<sup>st</sup> Annual General Meeting of the Equity Shareholders of Howard Hotels Limited held on Thursday, 27<sup>th</sup> of August, 2020 at 12:00 noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").





The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (the Rules). As the Scrutinizer, I have to scrutinize:

- (i) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote evoting"); and
- (ii) process of e-voting at the AGM through electronic voting system ("e-voting").

The management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM of the Company. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

My responsibility as a scrutinizer for e-voting process (i.e. remote e-voting and e- voting at AGM) is restricted to making a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolutions contained in Notice, based on the reports generated from the e-voting system provided by InstaVote of Link Intime India Pvt. Ltd the authorized agency to provide e- voting facilities, engaged by the Company.

The shareholders holding shares as on the "cut off" date i.e. 20<sup>th</sup> August,2020 were entitled to vote on the proposed resolutions for Item Nos. 1 to 3 as set out in the Notice of the 31<sup>st</sup> AGM of Howard Hotels Limited.





In this regard, we hereby submit our report as under:-

1. The Company has availed the remote e-voting services (remote e-voting and e-voting at AGM) from Instavote of Link Intime India Private Limited for providing the Members with the facility to cast their vote electronically.
2. The remote e-Voting period remained open from (09.00 a.m. IST) on 24<sup>th</sup> August, 2020 up to (05.00 p.m. IST) on 26<sup>th</sup> August, 2020.
3. The Company had also provided e-voting facility to the Members present/ logged-in at the AGM through VC and who had not cast their vote earlier through remote e-voting.
4. After the closure of e-voting during the AGM, we have unblocked the electronic votes for both e-voting processes in the presence of two witnesses who are not in the employment of the Company.
5. Thereafter, the details containing, inter alia, the information about equity shareholders voting 'For' and 'Against' the resolutions that was put to vote, were generated from the e-voting portal of Instavote of Link Intime India Private Limited and based on such reports generated, data regarding the e-voting was scrutinized.

Accordingly, the results for remote e-voting of and e-voting at the AGM, are as under:





a) **Resolution No.1:**

**Ordinary Resolution for Adoption of Audited Financial Statements, Report of the Board of Directors and Auditors for the financial year ended March 31, 2020:**

(i) Voted 'FOR' the resolution :

Number of members (foliowise) Voted	Number of Votes cast in 'Favour' of resolution	% of total number of valid votes cast
59	5478046	99.995

(ii) Voted 'AGAINST' the resolution :

Number of members (foliowise) Voted	Number of Votes cast 'Against' of resolution	% of total number of valid votes cast
26	247	0.005

(iii) Votes 'INVALID':

Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
0	0



b) Resolution No.2:

Ordinary Resolution for appointment of Mr. Shrikant Mittal (DIN-1533368), who retires by rotation and, being eligible, offers himself for re-appointment:

(i) Voted 'FOR' the resolution :

*Number of members (foliowise) Voted	Number of Votes cast in 'Favour' of resolution	% of total number of valid votes cast
58	5265693	99.995

(ii) Voted 'AGAINST' the resolution :

Number of members (foliowise) Voted	Number of Votes cast 'Against' of resolution	% of total number of valid votes cast
26	247	0.005

(iii) Votes 'INVALID':

Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
0	0

\*The voting of Mr. Shrikant Mittal (DIN-1533368) holding 211166 shares has been excluded from valid votes as he is interested in this resolution.





c) **Resolution No.3:**

**Ordinary Resolution for Appointment of Mrs. Archana Jain as an Independent Director of the Company**

(i) Voted 'FOR' the resolution :

Number of members (foliowise) Voted	Number of Votes cast in 'Favour' of resolution	% of total number of valid votes cast
59	5478046	99.995

(ii) Voted 'AGAINST' the resolution :

Number of members (foliowise) Voted	Number of Votes cast 'Against' of resolution	% of total number of valid votes cast
26	247	0.005

(iii) Votes 'INVALID':

Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
0	0



All electronic data and relevant records of voting until will remain in my custody the Chairman considers, approves and signs the minutes of the 31st Annual General Meeting and the-same shall be handed over thereafter to the Company Secretary for safe keeping.

**For POOJA ANAND & ASSOCIATES**  
**Company Secretaries**



**CS Mukul Tyagi**  
**Partner**  
**M. No. FCS 9973**  
**C P No. 16631**  
**UDIN: F009973B000628131**

**Date: 28<sup>th</sup> August, 2020**

**Place: New Delhi**