

**SHERATON PROPERTIES & FINANCE LTD.**

Regd. Office : Bhansali House, A-5, Off Veera Desai Road, Andheri (West), Mumbai - 400 053.  
 Phone : (91-22) 2673 1779 • Fax : (91-22) 2673 1796 • E-mail : sheratonproperties@gmail.com  
 Website : www.sheratonproperties.net • CIN : L45202MH1985PLC036920

28<sup>th</sup> September, 2016

To,  
 The Members,  
**Sheraton Properties & Finance Limited,**  
 Bhansali House, A-5,  
 Off Veera Desai Road,  
 Andheri (West),  
 Mumbai – 400 053

Sub: Declaration of Voting Results related to 5 (Five) Resolutions placed before Members at Annual General Meeting of the Company

Dear Sir(s),

I am pleased to declare/ announce that the following Resolutions have been passed with requisite majority as stated in front of each of them, on the basis of report of Mr. Himanshu Kamdar, partner of M/s Rathi & Associates, Practicing Company Secretaries, dated 28<sup>th</sup> September, 2016 (viz. the Scrutinizer appointed by the Board of Directors of Company to deal with the entire voting process of Members through remote E-voting and Ballot Papers).

In view of above, I hereby announce and declare the resolutions, as mentioned hereunder, duly passed with the requisite majority.

Sr No	Particulars	Resolution	Votes Cast in Favor/ Against (No. of Shares)	Votes Cast in Favor/ Against (%)
1.	To receive, consider and adopt the Audited Annual Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2016 together with the Report of the Board of Directors and the Auditors thereon.	Ordinary Resolution	Favor : 1076600 Against : Nil	Favor : 100% Against : Nil
2.	To appoint a Director in place of Ms. Meenakshi J. Bhansali (DIN: 06936671), who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary Resolution	Favor : 1076600 Against : Nil	Favor : 100% Against : Nil



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3.	Re-appointment of M/s B. L. Dasharda & Associates, Chartered Accountants (Firm Registration No. 112615W) as the Statutory Auditors of Company to hold office from the conclusion of this AGM till the conclusion of next AGM of Company and authorize the Board to fix their remuneration.	Ordinary Resolution	Favor : 1076600 Against : Nil	Favor : 100% Against : Nil
4.	Alteration of Article 98 (iv) of the Articles of Association of Company by way of substitution/ replacement of Article 98 (iv) of the Articles of Association of Company.	Special Resolution	Favor : 1076600 Against : Nil	Favor : 100% Against : Nil
5.	Alteration of Article 3 of the Articles of Association of Company by way of inserting new Article no 3 (i) (a) therein.	Special Resolution	Favor : 1076600 Against : Nil	Favor : 100% Against : Nil

\* Rounded off to the nearest number

Kindly take note of above.

Thanking You,

Yours' faithfully,

For Sheraton Properties & Finance Limited

*Aditya*

Aditya Srivastava

(Chairman)

DIN: 07250865



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SHERATON PROPERTIES & FINANCE LIMITED								
Resolution Required : (Ordinary)			1 - To receive, consider and adopt the Audited Annual Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Report of the Board of Directors and the Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
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]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
Promoter and Promoter Group	E-Voting	889000	889000	100.0000	889000	0	100.0000	0.0000
	Poll		0	0.0000		0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>889000</b>	<b>100.0000</b>	<b>889000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	311000	171000	54.9839	171000	0	100.0000	0.0000
	Poll		16600	5.3376	16600	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>187600</b>	<b>60.3215</b>	<b>187600</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>1200000</b>	<b>1076600</b>	<b>89.7167</b>	<b>1076600</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



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SHERATON PROPERTIES & FINANCE LIMITED								
Resolution Required : (Ordinary)			2 - To appoint a Director in place of Ms. Meenakshi J. Bhansali (DIN: 06936671), who retires by rotation and being eligible, offers herself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes (Herself with immediate relative)					
Category	Mode of Voting	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]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	889000	889000	100.0000	889000	0	100.0000	0.0000
	Poll		0	0.0000		0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>889000</b>	<b>100.0000</b>	<b>889000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	311000	171000	54.9839	171000	0	100.0000	0.0000
	Poll		16600	5.3376	16600	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>187600</b>	<b>60.3215</b>	<b>187600</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>1200000</b>	<b>1076600</b>	<b>89.7167</b>	<b>1076600</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



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SHERATON PROPERTIES & FINANCE LIMITED								
Resolution Required : (Ordinary)			3 - Re-appointment of M/s B. L. Dasharda & Associates, Chartered Accountants (Firm Registration No. 112615W) as the Statutory Auditors of Company to hold office from the conclusion of this AGM till the conclusion of next AGM of Company and authorize the Board to fix their remuneration.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	889000	889000	100.0000	889000	0	100.0000	0.0000
	Poll		0	0.0000		0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>889000</b>	<b>100.0000</b>	<b>889000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	311000	171000	54.9839	171000	0	100.0000	0.0000
	Poll		16600	5.3376	16600	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>187600</b>	<b>60.3215</b>	<b>187600</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>1200000</b>	<b>1076600</b>	<b>89.7167</b>	<b>1076600</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



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SHERATON PROPERTIES & FINANCE LIMITED								
Resolution Required : (Special)			4 - Alteration of Article 98 (iv) of the Articles of Association of Company by way of substitution/ replacement of Article 98 (iv) of the Articles of Association of Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	889000	889000	100.0000	889000	0	100.0000	0.0000
	Poll		0	0.0000		0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>889000</b>	<b>100.0000</b>	<b>889000</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	311000	171000	54.9839	171000	0	100.0000	0.0000
	Poll		16600	5.3376	16600	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>187600</b>	<b>60.3215</b>	<b>187600</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>1200000</b>	<b>1076600</b>	<b>89.7167</b>	<b>1076600</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



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SHERATON PROPERTIES & FINANCE LIMITED								
Resolution Required : (Special)			5 - Alteration of Article 3 of the Articles of Association of Company by way of inserting new Article no 3 (l) (a) therein.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	889000	889000	100.0000	889000	0	100.0000	0.0000
	Poll		0	0.0000		0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		889000	100.0000	889000	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	311000	171000	54.9839	171000	0	100.0000	0.0000
	Poll		16600	5.3376	16600	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		187600	60.3215	187600	0	100.0000	0.0000
<b>Total</b>		<b>1200000</b>	<b>1076600</b>	<b>89.7167</b>	<b>1076600</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



# Rathi & Associates

## COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.  
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

28<sup>th</sup> September, 2016

To,  
The Chairman of Annual General Meeting,  
**Sheraton Properties & Finance Limited**  
Bhansali House, A-5,  
Off. Veera Desai Road,  
Andheri (west),  
Mumbai -400 053

Dear Sir,

Sub: **Scrutinizer's Report on the remote e-voting and physical voting through ballots at Annual General Meeting of the members of Sheraton Properties & Finance Limited**

Sheraton Properties & Finance Limited ("the Company") at their Board meeting held on 16<sup>th</sup> May, 2016 has appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballots on the resolutions contained in the Notice dated 8<sup>th</sup> August, 2016 of the Annual General Meeting of the Company held on 27<sup>th</sup> September, 2016, as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act") as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of members of the Company, be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with Rules made thereunder and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and physical ballot voting on the resolutions as contained in the aforesaid Notice of the Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballot is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of National Securities Depository Limited, the agency engaged by the Company to provide remote e-voting facilities and physical voting through ballots as provided by Link Intime (India) Private Limited.



As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act for the Annual General Meeting was sent to the Members by permitted means, for seeking approval of members on following resolutions:

1. **Resolution No. 1** as an Ordinary Resolution for consideration and adoption of the Audited Financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2016 together with the Reports of the Board of Directors and the Auditors thereon;
2. **Resolution No. 2** as an Ordinary Resolution for appointment of Ms. Meenakshi J. Bhansali (DIN: 06936671), who retired by rotation at Annual General Meeting and being eligible, had offered himself for re-appointment;
3. **Resolution No. 3** as an Ordinary Resolution for appointment of M/s B. L. Dasharda & Associates, Chartered Accountants (Firm Registration No. 112615W) as the Statutory Auditors of the Company, from conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company and to authorise the Board to fix their remuneration;
4. **Resolution No. 4** as an Special Resolution for alteration of Article 98(iv) of Articles of Association of the Company pursuant to the provisions of Section 5 and Section 14 of the Companies Act, 2013;
5. **Resolution No. 5** as a Special Resolution for alteration of Article 3 of the Articles of Association of the Company pursuant to the provisions of Section 5 and Section 14 of the Companies Act, 2013.

The Company provided the remote e-Voting facility offered by National Securities Depository Limited to cast votes on aforesaid resolutions by the members of the Company.

Remote e-voting facilities were made available to Shareholders of the Company to exercise their voting rights from 9:00 a.m. of Thursday, 22<sup>nd</sup> September, 2016 upto 5:00 p.m. of Monday, 26<sup>th</sup> September, 2016. Accordingly, e-votes casted upto 5.00 p.m. of Monday, 26<sup>th</sup> September, 2016 have been considered for my scrutiny.

After the conclusion of the Annual General Meeting, first the voting conducted through physical ballots at the meeting was unlocked in the presence of two witnesses not in employment of the Company, namely Mr. Nitin Chawan and Mr. Praveen Mhatre and thereafter through remote e-voting was unlocked in the presence of two witnesses not in employment of the Company, namely Mr. Harsh Shah and Mr. Nehil Dugar. A summary of the votes cast by shareholders through remote e-voting and physical ballots at the Annual General Meeting with their pattern of voting is as per Annexure enclosed to this Report.



The results of the voting by members through remote e-voting and physical ballots at the Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Meeting.

Thanking you,

Yours sincerely,  
For RATHI & ASSOCIATES  
COMPANY SECRETARIES



HIMANSHU S. KAMDAR  
PARTNER  
FCS NO: 5171  
COP NO: 3030



## ANNEXURE

The summary of the votes cast through e-Voting and physical ballots received for each of the resolutions is given below:

## For Resolution No. 1:

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	1	16,600
b.	Remote e-Voting Confirmations received	16	10,60,000
	<b>Total</b>	<b>17</b>	<b>10,76,600</b>
c.	Less: Invalid Ballot / Remote e-Voting confirmations	-	-
d.	<b>Net Valid Physical Ballot Forms / Remote e-Voting</b>	<b>17</b>	<b>10,76,600</b>
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	17	10,76,600
<b>% of Assent</b>			<b>100%</b>
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	-	-
<b>% of Dissent</b>			<b>-</b>

## For Resolution No.2:

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	1	16,600
b.	Remote e-Voting Confirmations received	16	10,60,000
	<b>Total</b>	<b>17</b>	<b>10,76,600</b>
c.	Less: Invalid Ballot / Remote e-Voting confirmations	-	-
d.	<b>Net Valid Physical Ballot Forms / Remote e-Voting</b>	<b>17</b>	<b>10,76,600</b>
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	17	10,76,600
<b>% of Assent</b>			<b>100%</b>
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	-	-
<b>% of Dissent</b>			<b>-</b>



**For Resolution No. 3:**

Sr. No.	Particulars	Resolution 3	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	1	16,600
b.	Remote e-Voting Confirmations received	16	10,60,000
	<b>Total</b>	<b>17</b>	<b>10,76,600</b>
c.	Less: Invalid Ballot / Remote e-Voting confirmations	-	-
d.	<b>Net Valid Physical Ballot Forms / Remote e-Voting</b>	<b>17</b>	<b>10,76,600</b>
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	17	10,76,600
<b>% of Assent</b>			<b>100%</b>
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	-	-
<b>% of Dissent</b>			<b>-</b>

**For Resolution No. 4:**

Sr. No.	Particulars	Resolution 4	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	1	16,600
b.	Remote e-Voting Confirmations received	16	10,60,000
	<b>Total</b>	<b>17</b>	<b>10,76,600</b>
c.	Less: Invalid Ballot / Remote e-Voting confirmations	-	-
d.	<b>Net Valid Physical Ballot Forms / Remote e-Voting</b>	<b>17</b>	<b>10,76,600</b>
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	17	10,76,600
<b>% of Assent</b>			<b>100%</b>
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	-	-
<b>% of Dissent</b>			<b>-</b>



**For Resolution No. 5:**

Sr. No.	Particulars	Resolution 5	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	1	16,600
b.	Remote e-Voting Confirmations received	16	10,60,000
	<b>Total</b>	<b>17</b>	<b>10,76,600</b>
c.	Less: Invalid Ballot / Remote e-Voting confirmations	-	-
d.	<b>Net Valid Physical Ballot Forms / Remote e-Voting</b>	<b>17</b>	<b>10,76,600</b>
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	17	10,76,600
<b>% of Assent</b>			<b>100%</b>
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	-	-
<b>% of Dissent</b>			<b>-</b>

