FRHL/BSE/ASE/917/2014

To,

Corporate Relationship Department,
BSE Limited,
P.J. towers, Dalal Street,
Fort, Mumbai- 400 001

Ahmedabad Stock Exchange Limited,
Near Polytechnic,
Panjara Pole,
Ahmedabad – 380 001

Ref: BSE limited - Scrip Code: 503831, Scrip ID: FOMEHOT
Ahmedabad Stock Exchange Limited- Scrip Code: 17410

Sub: Result of voting by Postal Ballot seeking consent of the shareholders (hereinafter referred to as the “Shareholders”) in terms of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (hereinafter referred to as the “Delisting Proposal”)

Dear Sirs,

With reference to the Postal Ballot Notice dated November 12, 2014 sent to the Shareholders of Fomento Resorts and Hotels Limited (hereinafter referred to as the “Company”) seeking their consent on the proposed voluntary delisting of the equity shares of the Company from BSE Limited and Ahmedabad Stock Exchange Limited, we would like to inform you that the Shareholders by way of Postal Ballot have accorded their consent to the special resolution for the voluntary delisting of the equity shares of the Company.

The Company had appointed Mr. Shivaram Bhat, Practising Company Secretary as the “Scrutinizer” for conducting the postal ballot process.

Mr. Shivaram Bhat has submitted his report dated December 23, 2014 to the Company and the result of the postal ballot was declared on December 23, 2014 at 5:00 p.m. at the registered office of the Company. The result of the postal ballot (including e-voting) as per the format provided under Clause 35A of the Listing Agreement is attached herewith as ‘Annexure I’.

The report of the Scrutinizer dated December 23, 2014 has been enclosed as ‘Annexure II’.
Please take the above on records and acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For FOMETNO RESORTS AND HOTELS LIMITED

ASMEETA MATONDKAR
COMPANY SECRETARY

Encl: a/a
ANNEXURE I

DETAILS OF VOTING RESULTS BY POSTAL BALLOT (INCLUDING E-VOTING) 
PURSUANT TO CLAUSE 35A OF THE LISTING AGREEMENT

Date of Notice of Postal Ballot
November 12, 2014

Total No. of Shareholders as on Record Date
3,468 Shareholders as on November 14, 2014

No. of shareholders present in the meeting 
either in person or through proxy
- Promoters and Promoter Group: Not Applicable
- Public:

No. of shareholders attended the meeting 
through Video Conferencing
- Promoters and Promoter Group: Not Applicable
- Public:

Details of the Agenda
Special Resolution u/r 8(1)(b) of the SEBI 
(Delisting of Equity Shares) Regulations, 
2009 seeking voluntary delisting of Equity 
Shares of the Company from BSE Ltd and Ahmedabad Stock Exchange Limited

Resolution Required
Special Resolution

Mode of Voting
Through Physical Postal Ballot Form and 
e-voting process
Details of the Results

<table>
<thead>
<tr>
<th>Promoter/Public</th>
<th>No. of shares held</th>
<th>No. of votes polled/ e-voting</th>
<th>% of Votes Polled / e-voting on outstanding shares</th>
<th>No. of Votes – in favour</th>
<th>No. of Votes – against</th>
<th>% of Votes in favour on votes polled/ e-voting</th>
<th>% of Votes against on votes polled/ e-voting</th>
</tr>
</thead>
<tbody>
<tr>
<td>Promoter and Promoter Group*</td>
<td>Not Applicable*</td>
<td>Nil</td>
<td>Nil</td>
<td>Nil</td>
<td>Nil</td>
<td>Nil</td>
<td>Nil</td>
</tr>
<tr>
<td>Public – institutional holders</td>
<td>Nil</td>
<td>Nil</td>
<td>Nil</td>
<td>Nil</td>
<td>Nil</td>
<td>Nil</td>
<td>Nil</td>
</tr>
<tr>
<td>Public-Others</td>
<td>40,00,232</td>
<td>33,18,808</td>
<td>82.97</td>
<td>32,90,866</td>
<td>27,942</td>
<td>99.16</td>
<td>0.84</td>
</tr>
<tr>
<td>Total</td>
<td>40,00,232</td>
<td>33,18,808</td>
<td>82.97</td>
<td>32,90,866</td>
<td>27,942</td>
<td>99.16</td>
<td>0.84</td>
</tr>
</tbody>
</table>

*The Acquirers are the Promoters and controlling Shareholders of the Company and therefore they were not eligible to vote.

**Remarks:** Since number of votes cast by public shareholders in favour of the proposed Special Resolution is more than two times the number of votes cast against it, the requirement of the proviso to Regulation 8(1)(b) of the SEBI (Voluntary Delisting of Equity Shares), Regulations 2009 is satisfied. Accordingly, the Special Resolution can be acted upon and has been passed.
Scrubinizer's Report
(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (3) (xi) of the
Companies (Management and Administration) Rules, 2014)

To
The Chairman of the Board of Directors / Company Secretary
FOMENTO RESORTS AND HOTELS LIMITED (the Company)
Cidade de Goa, Vainguinim Beach,
Goa 403004.

Dear Sir/Madam,

1. I, Shivaram Bhat, Practising Company Secretary, have been appointed by the Board
of Directors of Fomento Resorts And Hotels Limited (the Company) as a scrubinizer
for the purpose of scrutinizing the e-voting process and ascertaining the requisite
majority on e-voting carried out as per the provisions of Section 108 of the
Companies Act, 2013 read with Rule 20 of the Companies (Management and
Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice
dated November 12, 2014 along with the explanatory statement ('the said notice').

2. The Management of the Company is responsible to ensure the compliance with
the requirements of the Companies Act, 2013 and Rules relating to voting through
electronic means on the resolutions contained in the said Notice. My responsiblility
as a scrubinizer for the e-voting process is restricted to make a Scrubinizers report
of the votes cast "in favour" or "against" the resolution stated above, based on the
reports generated from the e-voting system provided by NSDL e-Voting System,
the authorized agency to provide e-voting facilities, engaged by the Company.

3. Further to the above, I submit my report as under:-

   i. The e-voting remained open for the period commencing from Thursday, 20th
      November, 2014, 08:00 A.M to Friday, 19th December, 2014, 05:00 P.M.
Shivaram Bhat  
Company Secretary

ii. The members of the Company as on the "cut-off" date i.e. 14th November, 2014 were entitled to vote on the resolution as set out in the said Notice.

iii. The votes cast were ascertained after the closure of the voting hours, in the presence of 2 witnesses, Ms. Puja Joshi and Mr. Alister Martins, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:

Name: Puja Joshi  
Name: Alister Martins  

4. Thereafter, the details containing inter alia, list of Equity Share Holders, who voted ‘for’, ‘against’ each of the resolutions that were put to vote, were generated from the NSDL e-Voting System and based on such reports generated, the result of the e-voting is as under:

The result of the Poll is as under:

Item No. 1 of the Notice:

Special Resolution for Voluntary Delisting of Equity Shares of the company from BSE Limited and Ahmadabad Stock Exchange Limited

(i) Voted in favour the resolution:

<table>
<thead>
<tr>
<th>Number of Ballots received</th>
<th>No. of votes cast</th>
<th>% of total number of valid votes cast (Favour and Against)</th>
</tr>
</thead>
<tbody>
<tr>
<td>07</td>
<td>1055</td>
<td>12.33</td>
</tr>
</tbody>
</table>

(ii) Voted against the resolution:

<table>
<thead>
<tr>
<th>Number of Ballots received</th>
<th>No. of votes cast</th>
<th>% of total number of valid votes cast (Favour and Against)</th>
</tr>
</thead>
<tbody>
<tr>
<td>09</td>
<td>7501</td>
<td>87.67</td>
</tr>
</tbody>
</table>
(iii) Invalid votes:

<table>
<thead>
<tr>
<th>Number of Ballots received</th>
<th>No. of votes cast.</th>
</tr>
</thead>
<tbody>
<tr>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>

Thanking you,

Yours faithfully,

Place: Panaji, Goa
Dated: 23rd December, 2014

CS Shivaram Bhat
Practising Company Secretary
December 23, 2014

To
The Chairman of the Board of Directors / Company Secretary
FOMENTO RESORTS AND HOTELS LIMITED (the Company)
Cidade de Goa, Vainguinim Beach,
Goa 403004.

Sir / Madam,

Sub: Report on Postal Ballot

1. The Board of Directors of the Company vide Resolution dated 12th November, 2014 has appointed me as a Scrutinizer for conducting the postal ballot voting process.

2. I submit my report as under:

   a) The company has completed on November 18, 2014 the dispatch of postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 14th November, 2014.

   b) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained (by way of excel sheet) for the purpose.

   c) The postal ballot forms were kept at the Office of the Bigshare Services Pvt. Ltd., being the Registrar & Share Transfer Agent of the Company in sealed and tamper proof box before commencing the scrutiny of such postal ballot forms.

   d) The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the company/list of beneficiaries as on 14th November, 2014.
Shivaram Bhat  
Company Secretary

e) All postal ballot forms received up to the close of working hours on Friday, December 19, 2014, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.

f) There were no envelopes containing postal ballot forms received after Friday, December 19, 2014 till the time of making this Report.

g) Envelopes containing postal ballot forms returned undelivered were not opened and they are separately kept.

h) I did not find any defaced or mutilated ballot paper.

3. Upon the counting of the postal ballots received, the result of the voting is as under:

Item No. 1 of the Notice:

Special Resolution for Voluntary Delisting of Equity Shares of the company from BSE Limited and Ahmedabad Stock Exchange Limited:

(i) Voted in favour the resolution:

<table>
<thead>
<tr>
<th>Number of members voting</th>
<th>Number of votes cast by them</th>
<th>% of total number of valid votes cast</th>
</tr>
</thead>
<tbody>
<tr>
<td>111</td>
<td>32,89,811</td>
<td>99.38</td>
</tr>
</tbody>
</table>

TOTAL VOTES 32,89,811

(ii) Voted against the resolution:

<table>
<thead>
<tr>
<th>Number of members voting</th>
<th>Number of votes cast by them</th>
<th>% of total number of valid votes cast</th>
</tr>
</thead>
<tbody>
<tr>
<td>58</td>
<td>20,441</td>
<td>0.62</td>
</tr>
</tbody>
</table>

TOTAL VOTES 20,441

(iii) Invalid votes:

<table>
<thead>
<tr>
<th>Total number of members whose votes were declared invalid</th>
</tr>
</thead>
<tbody>
<tr>
<td>16</td>
</tr>
</tbody>
</table>
4. I have handed over the postal ballot forms and other related papers and records for safe custody to the Company Secretary authorised by the Board to supervise the postal ballot process.

5. You may accordingly declare the result of the voting by postal ballot and e-voting.

Thanking you,

Yours faithfully,

Shivaram Bhat
Practising Company Secretary
CP No. 7853