



**ROYAL ORCHID HOTELS LTD.,**

Regd. Office :  
1, Golf Avenue, Adjoining KGA Golf Course,  
HAL Airport Road, Kodihalli, Bangalore - 560 008, India.  
T +91 80 41783000, F : +91 80 252 03366  
www.royalorchidhotels.com  
CIN : L55101KA1986PLC007392  
email : investors@royalorchidshotels.com

**To,  
The Manager,  
Listing Compliance,  
Department of Corporate Services,  
BSE Limited,  
Floor 25, P. J. Towers,  
Dalal Street,  
Mumbai – 400 001  
BSE Scrip Code: 532699**

**To,  
The Manager,  
Listing Compliance,  
Department of Corporate Services,  
National Stock Exchange of India  
Limited,  
Exchange Plaza, Plot no. C/1, G Block  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400 051  
NSE Scrip Symbol: ROHLTD**

Dear Sir/Madam,

***Subject: Submission of Scrutinisers' Report for the Remote E-Voting conducted at 35<sup>th</sup> Annual General Meeting (AGM) of the Company held on September 24, 2021***

We are enclosing herewith, the Scrutinisers' Report on Remote E-Voting conducted at 35<sup>th</sup> AGM of the Company, on September 24, 2021 through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

You are requested to take same on record.

Thanking you,

Yours Sincerely,

For **ROYAL ORCHID HOTELS LIMITED**

**RANABIR SANYAL  
COMPANY SECRETARY & COMPLIANCE OFFICER  
FCS: 7814**

Encl: As Above

**G. SHANKER PRASAD** ACS ACMA  
PRACTISING COMPANY SECRETARY  
#10, AG's Colony, Anandnagar, Bangalore - 560024 Tel: 080 42146796  
E-mail: gsp@grapbind.com

**Scrutinizer's Report**

To,  
The Chairman of the 35<sup>th</sup> Annual General Meeting  
**M/s. Royal Orchid Hotels Limited**  
CIN: L55101KA1986PLC007392  
No. 1, Golf Avenue, Adjoining KGA Golf Course,  
HAL Airport Road, Kodihalli,  
Bangalore 560 008

Sub: Scrutinizer's Report on e-voting conducted in connection with the 35<sup>th</sup> Annual General Meeting of the Shareholders of M/s. Royal Orchid Hotels Limited held on Friday, the 24<sup>th</sup> Day of September, 2021 at No.1, Golf Avenue, Adjoining KGA Golf Course, HAL Airport Road, Bengaluru-560 068.

Dear Sir,

I, G. Shanker Prasad, Practicing Company Secretary have been appointed as Scrutinizer for Royal Orchid Hotels Limited (hereinafter referred as "Company") vide Resolution No. 06 at the Board Meeting held on 14<sup>th</sup> August, 2021. In view of the outbreak of the COVID-19 pandemic, Ministry of Corporate Affairs has vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company was conducted without the physical presence of the members at the venue. For the purpose of Scrutinizing the e-voting process at the 35<sup>th</sup> Annual General Meeting in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out in pursuance to the provisions of Sections 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions placed before the 35<sup>th</sup> Annual General Meeting of the members of the Company held on Friday, September 24, 2021 at 11:30 a.m. through video conferencing (VC) or other audio visual means (OAVM), the following actions were noted:

(i) The Company has availed e-voting facility from M/s Central Depository Services Limited ("e-voting facilitator ") for enabling the shareholders to cast their votes electronically.

(ii) The e-voting remained open for the period from 9:00 a.m Tuesday, September 21, 2021, till 5:00 p.m Thursday, September 23, 2021.

(iii) The shareholders holding shares, as on the cut-off date of Friday, September 17, 2021, were entitled to vote on the proposed resolutions as set out in the notice of the 35<sup>th</sup> Annual General meeting of the Company.

(iv) The remote e-voting was unblocked on September 24, 2021 at 01.15 p.m for downloading results and reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations lodged with the company.

(v) Thereafter the details containing interalia the list of equity shareholders who voted "For" and "Against" were downloaded from the e-voting website of CDSL i.e. <https://www.evotingindia.com/>.

Based on the Data Download from the official e-voting website of the e-voting facilitator I now submit the summary of e-voting results as Annexure 1.

Thanking you.  
Yours faithfully,

**G. Shanker Prasad**  
Scrutinizer  
ACS No. 6357, C.P. No. 6450  
**PR:1366/2021**

Place: Bengaluru  
Date: 24<sup>th</sup> September 2021

Encl. as above: Annexure 1

Based on the foregoing the resolutions have been passed with requisite majority.

For **Royal Orchid Hotels Limited**

**Chander K Baljee**  
**Chairman & Managing Director**  
**DIN: 00081844**

**ANNEXURE-1**

M/s ROYAL ORCHID HOTELS LIMITED (ISIN: INE283H01019) Record/Date: 17/09/2021  
A.G.M. dated 24/09/2021  
Poll Summary (Resolutions wise)

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Resl/Nos. : 01 of 04 Type: Ordinary

Resl/Desc. : (a) To receive, consider and adopt the Audited Standalone  
(Max250) Financial Statements of the Company for the FY ended March  
31, 2021, together with the Reports of the Board of Directors  
and the Auditors thereon. (b) To receive, consider and adopt the  
Audited Consolidated Financial Statements of the Company for the  
Financial Year ended March 31, 2021, together with the Reports of  
the Auditors thereon.  
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(1) VOTES THROUGH ONLINE :-  
( ELECTRONIC VOTTING )

(2) VOTES THROUGH ONLINE :-  
( VENUE VOTTING )

-----  
a) IN FAVOUR -  
1) NOS OF VOTES : 52  
2) NOS OF SHARES : 20240792  
3) % OF SHARES : 99.99

-----  
a) IN FAVOUR -  
1) NOS OF VOTES :  
2) NOS OF SHARES :  
3) % OF SHARES :

b) IN AGAINST -  
1) NOS OF VOTES : 11  
2) NOS OF SHARES : 1062  
3) % OF SHARES : 0.01

b) IN AGAINST -  
1) NOS OF VOTES :  
2) NOS OF SHARES :  
3) % OF SHARES :

c) INVALID -  
1) NOS OF VOTES :  
2) NOS OF SHARES :  
3) % OF SHARES :

c) INVALID -  
1) NOS OF VOTES :  
2) NOS OF SHARES :  
3) % OF SHARES :

d) NOT VOTED -  
1) NOS OF VOTES :  
2) NOS OF SHARES :

d) NOT VOTED -  
1) NOS OF VOTES :  
2) NOS OF SHARES :

=====  
TOTAL ( ELECTRONIC + VENUE VOTTING )  
=====

a) IN FAVOUR (1a+2a)  
1) NOS OF VOTES : 52  
2) NOS OF SHARES : 20240792  
3) % OF SHARES : 99.99

b) IN AGAINST (1b+2b)  
1) NOS OF VOTES : 11  
2) NOS OF SHARES : 1062  
3) % OF SHARES : 0.01

c) INVALID (1c+2c)  
1) NOS OF VOTES :  
2) NOS OF SHARES :  
3) % OF SHARES :

d) NOT VOTED (2d)  
1) NOS OF VOTES :  
2) NOS OF SHARES :

\*\* Total Ballot Received (Nos): 63 - Total Shares Voted : 20241854 \*\*  
(Favour+Against+Invalid) (Favour+Against+Invalid)

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Poll Summary (Resolutions wise)

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Resl/Nos. : 02 of 04 Type: Ordinary

Resl/Desc. : To appoint a Director in place of Mr. Keshav Baljee (DIN:  
(Max250) 00344855) who retires by rotation and being eligible,  
offers himself for re-appointment.  
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(1) VOTES THROUGH ONLINE :- ( ELECTRONIC VOTTING )	(2) VOTES THROUGH ONLINE :- ( VENUE VOTTING )
a) IN FAVOUR - 1) NOS OF VOTES : 45 2) NOS OF SHARES : 1589893 3) % OF SHARES : 99.88	a) IN FAVOUR - 1) NOS OF VOTES : 2) NOS OF SHARES : 3) % OF SHARES :
b) IN AGAINST - 1) NOS OF VOTES : 13 2) NOS OF SHARES : 1913 3) % OF SHARES : 0.12	b) IN AGAINST - 1) NOS OF VOTES : 2) NOS OF SHARES : 3) % OF SHARES :
c) INVALID - 1) NOS OF VOTES : 2) NOS OF SHARES : 3) % OF SHARES :	c) INVALID - 1) NOS OF VOTES : 2) NOS OF SHARES : 3) % OF SHARES :
d) NOT VOTED - 1) NOS OF VOTES : 5 2) NOS OF SHARES : 18650048	d) NOT VOTED - 1) NOS OF VOTES : 2) NOS OF SHARES :

=====  
TOTAL ( ELECTRONIC + VENUE VOTTING )  
=====

a) IN FAVOUR (1a+2a)  
1) NOS OF VOTES : 45  
2) NOS OF SHARES : 1589893  
3) % OF SHARES : 99.88

b) IN AGAINST (1b+2b)  
1) NOS OF VOTES : 13  
2) NOS OF SHARES : 1913  
3) % OF SHARES : 0.12

c) INVALID (1c+2c)  
1) NOS OF VOTES :  
2) NOS OF SHARES :  
3) % OF SHARES :

d) NOT VOTED (2d)  
1) NOS OF VOTES : 5  
2) NOS OF SHARES : 18650048

\*\* Total Ballot Received (Nos): 58 - Total Shares Voted : 1591806 \*\*  
(Favour+Against+Invalid) (Favour+Against+Invalid)

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Poll Summary (Resolutions wise)

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Resl/Nos. : 03 of 04 Type: Special

Resl/Desc. : To insert new sub-clause in the object Clause of Memorandum  
(Max250) of Association.

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(1) VOTES THROUGH ONLINE :- ( ELECTRONIC VOTTING )	(2) VOTES THROUGH ONLINE :- ( VENUE VOTTING )
a) IN FAVOUR - 1) NOS OF VOTES : 51 2) NOS OF SHARES : 20240722 3) % OF SHARES : 99.99	a) IN FAVOUR - 1) NOS OF VOTES : 2) NOS OF SHARES : 3) % OF SHARES :
b) IN AGAINST - 1) NOS OF VOTES : 12 2) NOS OF SHARES : 1132 3) % OF SHARES : 0.01	b) IN AGAINST - 1) NOS OF VOTES : 2) NOS OF SHARES : 3) % OF SHARES :
c) INVALID - 1) NOS OF VOTES : 2) NOS OF SHARES : 3) % OF SHARES :	c) INVALID - 1) NOS OF VOTES : 2) NOS OF SHARES : 3) % OF SHARES :
d) NOT VOTED - 1) NOS OF VOTES : 2) NOS OF SHARES :	d) NOT VOTED - 1) NOS OF VOTES : 2) NOS OF SHARES :

=====

TOTAL ( ELECTRONIC + VENUE VOTTING )

=====

a) IN FAVOUR (1a+2a)  
1) NOS OF VOTES : 51  
2) NOS OF SHARES : 20240722  
3) % OF SHARES : 99.99

b) IN AGAINST (1b+2b)  
1) NOS OF VOTES : 12  
2) NOS OF SHARES : 1132  
3) % OF SHARES : 0.01

c) INVALID (1c+2c)  
1) NOS OF VOTES :  
2) NOS OF SHARES :  
3) % OF SHARES :

d) NOT VOTED (2d)  
1) NOS OF VOTES :  
2) NOS OF SHARES :

\*\* Total Ballot Received (Nos): 63 - Total Shares Voted : 20241854 \*\*  
(Favour+Against+Invalid) (Favour+Against+Invalid)

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Poll Summary (Resolutions wise)

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Resl/Nos. : 04 of 04 Type: Special

Resl/Desc. : To appoint Mr. Bhaskar Paramanik (DIN: 00316650) as an  
(Max250) Independent Director of the Company.  
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(1) VOTES THROUGH ONLINE :-  
( ELECTRONIC VOTTING )

(2) VOTES THROUGH ONLINE :-  
( VENUE VOTTING )

-----  
a) IN FAVOUR -  
1) NOS OF VOTES : 48  
2) NOS OF SHARES : 20239869  
3) % OF SHARES : 99.99

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a) IN FAVOUR -  
1) NOS OF VOTES :  
2) NOS OF SHARES :  
3) % OF SHARES :

b) IN AGAINST -  
1) NOS OF VOTES : 15  
2) NOS OF SHARES : 1985  
3) % OF SHARES : 0.01

b) IN AGAINST -  
1) NOS OF VOTES :  
2) NOS OF SHARES :  
3) % OF SHARES :

c) INVALID -  
1) NOS OF VOTES :  
2) NOS OF SHARES :  
3) % OF SHARES :

c) INVALID -  
1) NOS OF VOTES :  
2) NOS OF SHARES :  
3) % OF SHARES :

d) NOT VOTED -  
1) NOS OF VOTES :  
2) NOS OF SHARES :

d) NOT VOTED -  
1) NOS OF VOTES :  
2) NOS OF SHARES :

=====  
TOTAL ( ELECTRONIC + VENUE VOTTING )  
=====

a) IN FAVOUR (1a+2a)  
1) NOS OF VOTES : 48  
2) NOS OF SHARES : 20239869  
3) % OF SHARES : 99.99

b) IN AGAINST (1b+2b)  
1) NOS OF VOTES : 15  
2) NOS OF SHARES : 1985  
3) % OF SHARES : 0.01

c) INVALID (1c+2c)  
1) NOS OF VOTES :  
2) NOS OF SHARES :  
3) % OF SHARES :

d) NOT VOTED (2d)  
1) NOS OF VOTES :  
2) NOS OF SHARES :

\*\* Total Ballot Received (Nos): 63 - Total Shares Voted : 20241854 \*\*  
(Favour+Against+Invalid) (Favour+Against+Invalid)  
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