



ROYAL ORCHID HOTELS LTD.,

Regd. Office:
1, Golf Avenue, adjoining KGA Golf Course,
HAL Airport Road, Kodihalli, Bangalore - 08, India.
T: +91 80 406 12345, F: +91 80 25203366
CIN: L55101KA1986PLC007392
E: investors@royalorchidhotels.com

Date: March 29, 2023

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

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/Ma'am,

Sub.: Submission of Scrutinizers' Report for the Remote E-Voting conducted through Postal Ballot of the Company

In continuation to our Intimations dated February 13, 2023, we are enclosing herewith, the Scrutinizers' Report on Remote E-Voting conducted through Postal Ballot Notice dated February 24, 2023.

The above information is also being uploaded on the Company's website, viz., www.royalorchidhotels.com.

Kindly take the above information on record.

For **ROYAL ORCHID HOTELS LIMITED**

RANABIR SANYAL
COMPANY SECRETARY & COMPLIANCE OFFICER
Encl: as above

G. SHANKER PRASAD ACS ACMA

PRACTISING COMPANY SECRETARY

#10, AG's Colony, Anandnagar, Bangalore - 560024 Tel: 080 42146796

E-mail: gsp@graplind.com

Scrutinizer's Report

To,

The Board of Directors

M/s. Royal Orchid Hotels Limited

CIN: L55101KA1986PLC007392

No. 1, Golf Avenue, Adjoining KGA Golf Course,

HAL Airport Road, Kodihalli,

Bangalore 560 008

Dear Sir,

Sub: Scrutinizer Report on e-voting (Postal Ballot) conducted in pursuance to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") including any statutory modification(s) or re-enactment thereof for the time being in force and other applicable provisions, if any, of the Act and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules") as amended from time to time.

I, G. Shanker Prasad, Practicing Company Secretary, have been appointed as Scrutinizer vide Board Resolution passed on February 13, 2023. As per the General Circular No. 14/2020 dated 8th April, 2020, the General Circular No. 17/2020 dated 13th April, 2020, the General Circular No. 22/2020 dated 15th June, 2020, the General Circular No. 33/2020 dated 28th September, 2020, the General Circular No. 39/2020 dated 31st December, 2020 and the General Circular No. 10/2021 dated 23rd June, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022, Circular no.11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (hereinafter referred to as "MCA Circulars") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the assent or dissent of the Members have only taken place through the remote e-voting system.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to remote e-voting on the resolutions contained in the postal ballot notice dated February 24, 2023. My responsibility as the Scrutinizer for the remote e-voting process is restricted to make a Scrutinizer Report of the votes cast "in favor" or "against" the resolution, based on the reports generated from the remote e-voting process system provided by Central Depository Services (India) Ltd, the authorized agency engaged by the Company to provide remote e-voting facilities.

For the purpose of Scrutinizing the e-voting process 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 mentioned in the postal ballot notice, dated February 24, 2023, 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 remote e-voting remained open for the period from 9:00 a.m. (IST) Saturday, February 25, 2023 till 5:00 p.m. (IST) Monday, March 27, 2023.

(iii) The shareholders holding shares, as on the cut-off date of Friday, February 10, 2023, were entitled to vote on the proposed resolutions as set out in the notice of Postal Ballot dated February 24, 2023.

(iv) The remote e-voting was unblocked on March 28, 2023 at 10.58 a.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/>.

(vi) 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.

The results of the postal ballot (via e-voting) conducted for the items mentioned in Annexure 1, may accordingly be declared and based on the facts mentioned in the said annexure, the resolutions no.1 is considered to be passed with requisite majority as per the provisions of the Act and resolution no.2 has not been passed with requisite majority.

The Scrutinizer's register for e-voting, the electronic data and other relevant records relating to the postal ballot (via e-voting) are under our safe custody and will be handed over to Dr. Ranabir Sanyal, Company Secretary & Compliance Officer.

Thanking you.
Yours faithfully,

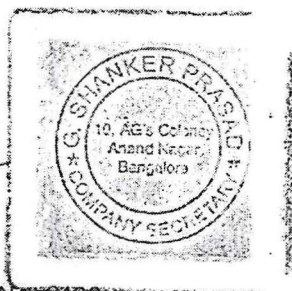

G. Shanker Prasad

Scrutinizer

ACS No. 6357, C.P. No. 6450

PR:1366/2021

UDIN: A006357D003337245



Place: Bengaluru

Date: 29th March, 2023

Encl. as above: Annexure 1

For Royal Orchid Hotels Limited
For ROYAL ORCHID HOTELS LIMITED



Director

Ashutosh Chandra
Independent Director

DIN : 09766619

29th March, 2023

ANNEXURE-1

M/s ROYAL ORCHID HOTELS LIMITED (ISIN: INE283H01019) Record/Date: 10/02/2023
POSTAL BALLOT
Poll Summary (Resolutions wise)

Resl/Nos. : 01 of 02 Type: Special

Resl/Desc. : Appointment of Ms. Leena S Pirgal (DIN 10042575) as a Woman
(Max250) Independent Director of the Company.

(1) VOTES THROUGH ONLINE :- (ELECTRONIC VOTTING)	(2) VOTES THROUGH OFFLINE :- (PHYSICAL VOTTING)
a) IN FAVOUR - 1) NOS OF VOTES : 89 2) NOS OF SHARES : 20805156 3) % OF SHARES : 97.92	a) IN FAVOUR - 1) NOS OF VOTES : 2) NOS OF SHARES : 3) % OF SHARES :
b) IN AGAINST - 1) NOS OF VOTES : 8 2) NOS OF SHARES : 442371 3) % OF SHARES : 2.08	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 :

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TOTAL (ELECTRONIC + PHYSICAL VOTTING)

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a) IN FAVOUR (1a+2a)
1) NOS OF VOTES : 89
2) NOS OF SHARES : 20805156
3) % OF SHARES : 97.92

b) IN AGAINST (1b+2b)
1) NOS OF VOTES : 8
2) NOS OF SHARES : 442371
3) % OF SHARES : 2.08

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): 97 - Total Shares Voted : 21247527 **
(Favour+Against+Invalid) (Favour+Against+Invalid)

M/s ROYAL ORCHID HOTELS LIMITED (ISIN: INE283H01019) Record/Date: 10/02/2023
 POSTAL BALLOT
 Poll Summary (Resolutions wise)

Resl/Nos. : 02 of 02 Type: Special

Resl/Desc. : Increase in Managerial Remuneration of Managing Director
 (Max250) i.e. Mr. Chander K Baljee (DIN 00081844).

(1) VOTES THROUGH ONLINE :- (ELECTRONIC VOTTING)	(2) VOTES THROUGH OFFLINE :- (PHYSICAL VOTTING)
a) IN FAVOUR -	a) IN FAVOUR -
1) NOS OF VOTES : 65	1) NOS OF VOTES :
2) NOS OF SHARES : 2062793	2) NOS OF SHARES :
3) % OF SHARES : 53.95	3) % OF SHARES :
b) IN AGAINST -	b) IN AGAINST -
1) NOS OF VOTES : 28	1) NOS OF VOTES :
2) NOS OF SHARES : 1760653	2) NOS OF SHARES :
3) % OF SHARES : 46.05	3) % OF SHARES :
c) INVALID -	c) INVALID -
1) NOS OF VOTES :	1) NOS OF VOTES :
2) NOS OF SHARES :	2) NOS OF SHARES :
3) % OF SHARES :	3) % OF SHARES :
d) NOT VOTED -	d) NOT VOTED -
1) NOS OF VOTES : 4	1) NOS OF VOTES :
2) NOS OF SHARES : 17424081	2) NOS OF SHARES :

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TOTAL (ELECTRONIC + PHYSICAL VOTTING)

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a) IN FAVOUR (1a+2a)
1) NOS OF VOTES : 65
2) NOS OF SHARES : 2062793
3) % OF SHARES : 53.95
b) IN AGAINST (1b+2b)
1) NOS OF VOTES : 28
2) NOS OF SHARES : 1760653
3) % OF SHARES : 46.05
c) INVALID (1c+2c)
1) NOS OF VOTES :
2) NOS OF SHARES :
3) % OF SHARES :
d) NOT VOTED (2d)
1) NOS OF VOTES : 4
2) NOS OF SHARES : 17424081

** Total Ballot Received (Nos): 93 - Total Shares Voted : 3823446 **
 (Favour+Against+Invalid) (Favour+Against+Invalid)