



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

Date: September 25, 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**

**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 37th Annual General Meeting (AGM) of the Company held on September 25, 2023

We are enclosing herewith, the Scrutinisers' Report on Remote E-Voting conducted at 37th AGM of the Company, on September 25, 2023 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 Annual General Meeting
M/s.Royal Orchid Hotels Limited
(CIN:L55101KA1986PLC007392)
No.1, Golf Avenue,
Adjoining KGA Golf Course,
HAL Airport Road,
Bengaluru-560 008

Sub: Scrutinizer's Report on e-voting conducted at 37thAnnual General Meeting of the Shareholders of M/s. Royal Orchid Hotels Limited held on Monday, the 25thDay of September, 2023 at No.1, Golf Avenue, Adjoining KGA Golf Course, HAL Airport Road, Bengaluru-560 008.

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. 08 at the Board Meeting held on 07th August 2023. 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, 2020,2/2021dated January 13, 2021,19/2021dated December 8, 2021,21/2021dated December 21,2021 and 2/2022 dated May 5,2022 (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 37th 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 rules 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions placed before the 37th Annual General Meeting of the members of the Company held on Monday, September 25, 2023 at 10:00 a.m. through video conferencing (VC) or other audio visual means (OAVM):

- (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. Friday, September 22, 2023, till 5:00 p.m. Sunday, September 24, 2023; and, during the period from the commencement of the AGM up to 15 minutes after the conclusion of the AGM to enable the members of the company who were present at the AGM and who had not cast their e-votes earlier to cast their e-votes.
- (iii) The shareholders holding shares, as on the cut-off date of Friday, September 15, 2023, were entitled to vote on the proposed resolutions as set in the notice of the 37th Annual General meeting of the Company.
- (iv) The remote e-voting was unblocked on September 25, 2023 at 12.40 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, inter alia, 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 now submit Scrutinizer's report (of e-voting) as Annexure 1.

Thanking You.
Yours faithfully,

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

Place: Bengaluru
Date: 25th September 2023
UDIN: A006357E001078087

Encl. as above: Annexure 1

Based on the foregoing the 1, 2, 3 resolutions have been passed with requisite majority 4 resolution has been not passed.

For Royal Orchid Hotels Limited

LEENA S PIRGAL
Independent Director
DIN: 10042575

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 Financial Year
ended March 31, 2023, 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, 2023, together with the Reports of the Auditors thereon.

(1) VOTES THROUGH ONLINE :-
(ELECTRONIC VOTTING)

(2) VOTES THROUGH OFFLINE :-
(PHYSICAL VOTTING)

a) IN FAVOUR -

1) NOS OF VOTES : 72
2) NOS OF SHARES : 18889633
3) % OF SHARES : 100.00

a) IN FAVOUR -

1) NOS OF VOTES :
2) NOS OF SHARES :
3) % OF SHARES :

b) IN AGAINST -

1) NOS OF VOTES : 4
2) NOS OF SHARES : 12
3) % OF SHARES :

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 : 1
2) NOS OF SHARES : 11220

d) NOT VOTED -

1) NOS OF VOTES :
2) NOS OF SHARES :

=====
TOTAL (ELECTRONIC + PHYSICAL VOTTING)
=====

a) IN FAVOUR (1a+2a)

1) NOS OF VOTES : 72
2) NOS OF SHARES : 18889633
3) % OF SHARES : 100.00

b) IN AGAINST (1b+2b)

1) NOS OF VOTES : 4
2) NOS OF SHARES : 12
3) % OF SHARES : 0.00

c) INVALID (1c+2c)

1) NOS OF VOTES :
2) NOS OF SHARES :
3) % OF SHARES :

d) NOT VOTED (2d)

1) NOS OF VOTES : 1
2) NOS OF SHARES : 11220

** Total Ballot Received (Nos): 76 - Total Shares Voted : 18889645 **
(Favour+Against+Invalid) (Favour+Against+Invalid)

M/s ROYAL ORCHID HOTELS LIMITED (ISIN: INE283H01019) Record/Date: 15/09/2023
A.G.M. dated 25/09/2023
Voting Summary (Resolutions wise)

Resl/Nos. : 02 of 04 Type: Ordinary

Resl/Desc. : To declare Final Dividend of Rs.2/- per Equity Share for the
(Max250) Financial Year ended March 31, 2023.

(1) VOTES THROUGH ONLINE :-
(ELECTRONIC VOTTING)

a) IN FAVOUR -
1) NOS OF VOTES : 73
2) NOS OF SHARES : 18900853
3) % OF SHARES : 100.00

b) IN AGAINST -
1) NOS OF VOTES : 4
2) NOS OF SHARES : 12
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 :

(2) VOTES THROUGH OFFLINE :-
(PHYSICAL VOTTING)

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

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 :

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

=====
TOTAL (ELECTRONIC + PHYSICAL VOTTING)
=====

a) IN FAVOUR (1a+2a)
1) NOS OF VOTES : 73
2) NOS OF SHARES : 18900853
3) % OF SHARES : 100.00

b) IN AGAINST (1b+2b)
1) NOS OF VOTES : 4
2) NOS OF SHARES : 12
3) % OF SHARES : 0.00

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): 77 - Total Shares Voted : 18900865 **
(Favour+Against+Invalid) (Favour+Against+Invalid)

M/s ROYAL ORCHID HOTELS LIMITED (ISIN: INE283H01019) Record/Date: 15/09/2023
A.G.M. dated 25/09/2023
Voting Summary (Resolutions wise)

Resl/Nos. : 03 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.

(1) VOTES THROUGH ONLINE :-
(ELECTRONIC VOTTING)

(2) VOTES THROUGH OFFLINE :-
(PHYSICAL VOTTING)

a) IN FAVOUR -

1) NOS OF VOTES : 59
2) NOS OF SHARES : 1341650
3) % OF SHARES : 90.85

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 : 135134
3) % OF SHARES : 9.15

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 : 17424081

d) NOT VOTED -

1) NOS OF VOTES :
2) NOS OF SHARES :

=====
TOTAL (ELECTRONIC + PHYSICAL VOTTING)
=====

a) IN FAVOUR (1a+2a)

1) NOS OF VOTES : 59
2) NOS OF SHARES : 1341650
3) % OF SHARES : 90.85

b) IN AGAINST (1b+2b)

1) NOS OF VOTES : 13
2) NOS OF SHARES : 135134
3) % OF SHARES : 9.15

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 : 17424081

** Total Ballot Received (Nos): 72
(Favour+Against+Invalid)

- Total Shares Voted : 1476784
(Favour+Against+Invalid)

**

M/s ROYAL ORCHID HOTELS LIMITED (ISIN: INE283H01019) Record/Date: 15/09/2023
A.G.M. dated 25/09/2023
Voting Summary (Resolutions wise)

Resl/Nos. : 04 of 04 Type: Special

Resl/Desc. : Approval for extension of tenure of loan of Rs.10.06 Crores
(Max250) borrowed from Baljee Hotels and Real Estates Private
Limited.

(1) VOTES THROUGH ONLINE :-
(ELECTRONIC VOTTING)

(2) VOTES THROUGH OFFLINE :-
(PHYSICAL VOTTING)

a) IN FAVOUR -

1) NOS OF VOTES : 56
2) NOS OF SHARES : 327909
3) % OF SHARES : 22.20

a) IN FAVOUR -

1) NOS OF VOTES :
2) NOS OF SHARES :
3) % OF SHARES :

b) IN AGAINST -

1) NOS OF VOTES : 16
2) NOS OF SHARES : 1148875
3) % OF SHARES : 77.80

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 : 17424081

d) NOT VOTED -

1) NOS OF VOTES :
2) NOS OF SHARES :

=====
TOTAL (ELECTRONIC + PHYSICAL VOTTING)
=====

a) IN FAVOUR (1a+2a)

1) NOS OF VOTES : 56
2) NOS OF SHARES : 327909
3) % OF SHARES : 22.20

b) IN AGAINST (1b+2b)

1) NOS OF VOTES : 16
2) NOS OF SHARES : 1148875
3) % OF SHARES : 77.80

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 : 17424081

** Total Ballot Received (Nos): 72 - Total Shares Voted : 1476784 **
(Favour+Against+Invalid) (Favour+Against+Invalid)