



**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 25, 2024**

**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 23, 2024, we are enclosing herewith, the Scrutinizers' Report on Remote E-Voting conducted through Postal Ballot Notice dated February 23, 2024.

The above information is also being uploaded on the Company's website, viz., [www.royalorchidhotels.com](http://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@grapbind.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 09, 2024. 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 15<sup>th</sup> 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 23, 2024. 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 23, 2024, 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 Saturday, 24<sup>th</sup> February, 2024 at 9.00 a.m. (IST) and end on Sunday, 24<sup>th</sup> March, 2024 at 5.00 p.m. (IST).

(iii) The shareholders holding shares, as on the cut-off date of Friday, February 16, 2024, were entitled to vote on the proposed resolutions as set out in the notice of Postal Ballot dated Friday, February 23, 2024.

(iv) The remote e-voting was unblocked on March 25, 2024 at 11.53 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.

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: A006357E003628536

Place: Bengaluru

Date: 25<sup>th</sup> March, 2024

Encl. as below: Annexure 1

For Royal Orchid Hotels Limited

Chander K Baljee  
Managing Director  
DIN: 00081844

Date: 25<sup>th</sup> March 2024

Resl/Nos. : 01 of 01 Type: Special

Resl/Desc. : Re-appointment of Ms. Leena S Pirgal (DIN: 10042575) as a  
(Max250) Woman Independent Director.

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

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

a) IN FAVOUR -  
1) NOS OF VOTES : 76  
2) NOS OF SHARES : 18702770  
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 : 7  
2) NOS OF SHARES : 1542  
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 + PHYSICAL VOTTING )  
=====

a) IN FAVOUR (1a+2a)  
1) NOS OF VOTES : 76  
2) NOS OF SHARES : 18702770  
3) % OF SHARES : 99.99

b) IN AGAINST (1b+2b)  
1) NOS OF VOTES : 7  
2) NOS OF SHARES : 1542  
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): 83 - Total Shares Voted : 18704312 \*\*  
(Favour+Against+Invalid) (Favour+Against+Invalid)