



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: February 28, 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*

We are enclosing herewith, the Scrutinizers' Report on Remote E-Voting conducted through Postal Ballot of the Company.

In continuation to our Intimation dated October 21, 2022 pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Appointment of Mr. Ashutosh Chandra as Independent Director and letter dated January 27, 2022 for Postal Ballot for seeking member's approval for the Appointment of Mr. Ashutosh Chandra as an Independent who was appointed as an Additional Director (Independent) w.e.f October 21, 2022, we are pleased to inform all the stakeholders that as per the Report of the Scrutinizer dated February 28, 2023 issued by Mr. G Shanker Prasad, Practicing Company Secretary, the Resolutions for Appointment of Mr. Ashutosh Chandra as per Postal Ballot Notice dated January 27, 2023 stands passed with requisite majority. The Resolutions are deemed to have been passed on the last date of the E-voting, i.e., on February 27, 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@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 Circular Resolution passed on January 25, 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 January 27, 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 January 27, 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, January 28, 2023 till 5:00 p.m. (IST) Monday, February 27, 2023.

(iii) The shareholders holding shares, as on the cut-off date of Friday, January 20, 2023, were entitled to vote on the proposed resolutions as set out in the notice of Postal Ballot dated January 27, 2023.

(iv) The remote e-voting was unblocked on February 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 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

Place: Bengaluru

Date: 28th February, 2023

Encl. as above: Annexure 1

For Royal Orchid Hotels Limited

C.K. Baljee

Chairman & Managing Director

DIN: 00081844

28th February, 2023

Annexure-I

M/s ROYAL ORCHID HOTELS LIMITED (ISIN: INE283H01019) Record/Date: 20/01/2023
Poll Summary (Resolutions wise)

Resl/Nos. : 01 of 01 Type: Special

Resl/Desc. : Appointment of Mr. Ashutosh Chandra (DIN 09766619) as an
(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 : 75
2) NOS OF SHARES : 18981752
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 : 6
2) NOS OF SHARES : 836
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 :
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 : 75
2) NOS OF SHARES : 18981752
3) % OF SHARES : 100.00

b) IN AGAINST (1b+2b)
1) NOS OF VOTES : 6
2) NOS OF SHARES : 836
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): 81 - Total Shares Voted : 18982588 **
(Favour+Against+Invalid) (Favour+Against+Invalid)