



ROYAL ORCHID HOTELS LTD.,

Corporate Office :

1, Golf Avenue, Adjoining KGA Golf Course,
HAL Airport Road, Kodihalli, Bangalore - 560 008, India.

T +91 80 406 12345, F : +91 80 406 12346

www.royalorchidhotels.com

CIN : L55101KA1986PLC007392

Date: October 03, 2016

**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/Ma'am,

Subject: Submission Scrutinisers' Report for the Remote E-Voting and Voting by Poll (Ballot) conducted at 30th Annual General Meeting (AGM) of the Company held on September 29, 2016

We are enclosing herewith, the Consolidated Scrutinisers' Report on Remote E-Voting together with Poll (Ballot) conducted at 30th AGM of the Company, on 29th September, 2016 at 10:00 A. M. at "Royal Orchid Resort", Allalasanra, Bellary Road, Yelahanka, Near Jakkur Flying Club, Bengaluru – 560 068, Karnataka.

You are requested to take same on record.

Thanking you,

Yours Sincerely,

For **ROYAL ORCHID HOTELS LIMITED**

RANABIR SANYAL

COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: As Above

CONSOLIDATED SCRUTINIZER'S REPORT

FORM No. MGT-13

Report of Scrutinizer(s)

*[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]*

To,

The Chairman,

30th Annual General Meeting of the Equity Shareholders of Royal Orchid Hotels Limited,
Held on Thursday, the 29th Day of September, 2016 at Royal Orchid Resort, Allalsandra, Bellary Road,
Yelahanka, Near Jakkur Flying Club, Bengaluru – 560 068, Karnataka

**Subject: Consolidated Scrutinizer's Report on Remote E-voting and Voting by Poll
conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act")
read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2015
("the Rules")**

Dear Sir,

I, **G. Shanker Prasad**, Practicing Company Secretary, has been appointed as Scrutinizer by the Board of Directors, of Royal Orchid Hotels Limited ("Company" or "the Company") (CIN: L55101KA1986PLC007392), having Registered Office at No. 1, Golf Avenue, Adjoining KGA Golf Association, Kodihalli, HAL Airport Road, Bengaluru – 560 008, Karnataka, vide resolution dated 12th August, 2016, for the purpose of Scrutinizing the Remote E-voting Process and voting by Poll (Ballot) taken on the resolutions as contained in the Notice of 30th Annual General Meeting ("AGM" or "the AGM"), of the Equity Shareholders of the Company held on Thursday, the 29th Day of September, 2016 at 10:00 A.M. at Royal Orchid Resort, Allalsandra, Bellary Road, Yelahanka, Near Jakkur Flying Club, Bengaluru – 560 068, Karnataka, submit my report as under:

The Management of the Company is responsible to ensure the compliance with the requirement(s) of the Act and the Rules in relation to E-voting on the resolution(s) contained in the Notice to the 30th AGM of the members of the Company. My responsibilities as Scrutinizer for Remote E-voting process and for voting by Poll (Ballot) at the AGM is restricted to Scrutinizer's Report of the votes cast "in favor" or "against" the resolutions contained in the Notice to the 30th AGM, based on the reports generated from the E-voting system provided by Central Depository Services (India) Limited ("CDSL") and at the time of Poll (Ballot) at AGM.

1. The Company has entered into an arrangement with CDSL for conducting E-Voting by the shareholders of the Company.
2. The Shareholders of the Company holding shares as on the "Cut Off" date of 22nd September, 2016 were entitled to vote through e-voting on the proposed resolutions as set out in Notice of AGM of the Company.
3. As prescribed in the Rules, Remote E-voting facility was kept open for Three (3) days from 09:30 Hrs on 26th Day of September, 2016 upto 17:00 Hrs on 28th Day of September, 2016.
4. As on the cut-off date, there were 17,547 (Seventeen Thousand Five Hundred and Forty Seven) Shareholders.
5. At the end of Remote E-voting period on 17:00 Hrs on 28th Day of September, 2016, the E-voting module was disabled for Remote E-voting.
6. After the time fixed for closing of Poll by the Chairman, one Ballot Box kept for Polling was locked in my presence with due identification marks placed by me.
7. The locked Ballot Box was subsequently opened in my presence and two witnesses namely Ms. Divya Agrawal and Ms. Anibha Jain and Poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
8. The Poll papers, which were incomplete and/or which were otherwise found defective, if any, have been treated as invalid and kept separately.
9. The Consolidated Report on voting by Remote E-voting and voting by Poll at the meeting is as under (the % have been rounded off to nearest two decimal points)

Resolution No. 1- Ordinary Resolution:

To consider and adopt the Audited Financial Statements and the Audited Consolidated Financial Statements of the Company along with the Report of the Board and Auditor's thereon for the Financial Year 2015 - 2016.

(i) Voted in favour of resolution:

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	36	5558	00.03
Through remote e-voting	17	19307915	99.97
Total	53	19313473	100

(ii) Voted against the resolution:

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
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	proxy)		
Through voting by poll	1	2	0
Through remote e-voting	1	40	0
Total	2	42	0

(iii) Invalid Votes

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	4	70	0
Through remote e-voting	-	-	-
Total	4	70	0

Resolution No. 2- Ordinary Resolution:

To appoint a Director in place of Mr. Sunil Sikka (DIN: 00083032), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of resolution:

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	36	5558	00.03
Through remote e-voting	17	19307915	99.97
Total	53	19313473	100

(ii) Voted against the resolution:

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	1	2	0
Through remote e-voting	1	40	0
Total	2	42	0

(iii) Invalid Votes

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	4	70	0

Through remote e-voting	-	-	-
Total	4	70	0

Resolution No. 3- Ordinary Resolution:

To ratify the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Bengaluru as Statutory Auditors of the Company to hold office from the conclusion of Thirtieth Annual General Meeting up to the conclusion of the Thirty First Annual General Meeting and to authorize the Board of Directors or any Committee thereof to fix their remuneration, in consultation with the Auditors.

(i) Voted in favour of resolution:

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	36	5558	00.03
Through remote e-voting	17	19307915	99.97
Total	53	19313473	100

(ii) Voted against the resolution:

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	1	2	0
Through remote e-voting	1	40	0
Total	2	42	0

(iii) Invalid Votes

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	4	70	0
Through remote e-voting	-	-	-
Total	4	70	0

Resolution No. 4- Ordinary Resolution:

To appoint Dr. Vivek Mansingh as Independent Director of the Company.

(i) Voted in favour of resolution:

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	36	5558	00.03
Through remote e-voting	16	19307913	99.97
Total	52	19313471	100

(ii) Voted against the resolution:

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	2	42	0
Through remote e-voting	1	2	0
Total	3	44	0

(iii) Invalid Votes

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	4	70	0
Through remote e-voting	-	-	-
Total	4	70	0

Resolution No. 5- Special Resolution:

To Re-appoint Mr. Vijay Rekhi as an Independent Director of the Company for a second term.

(i) Voted in favour of resolution:

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	36	5558	00.03
Through remote e-voting	16	19307913	99.97
Total	52	19313471	100

(ii) Voted against the resolution:

Mode of Voting	Number of Members	Number of votes	% of total number of
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	Voted (in person or proxy)	cast by them (Shares)	valid votes cast
Through voting by poll	2	42	0
Through remote e-voting	1	2	0
Total	3	44	0

(iii) Invalid Votes

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	4	70	0
Through remote e-voting	-	-	-
Total	4	70	70

Resolution No. 6- Ordinary Resolution:

To authorise Board of Directors for payment of remuneration to Non-executive Directors of the Company

(i) Voted in favour of resolution:

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	36	5558	00.03
Through remote e-voting	15	19307843	99.97
Total	51	19313401	100

(ii) Voted against the resolution:

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Through voting by poll	1	2	0
Through remote e-voting	3	112	0
Total	4	114	0

(iii) Invalid Votes

Mode of Voting	Number of Members Voted (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast

Through voting by poll	4	70	0
Through remote e-voting	-	-	-
Total	4	70	70

All the above mentioned resolutions are passed with requisite majority.

Yours faithfully,

G. Shanker Prasad



Scrutinizer

Name: G. SHANKER PRASAD

Practicing Company Secretary

ACS:6357 CP: 6450

Place: Bengaluru

Date: 02.10.2016

For ROYAL ORCHID HOTELS LIMITED

C. K. Baljee

C K BALJEE
Managing Director