



**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, 2019**

**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 and Voting by Poll (Ballot) conducted at 33<sup>rd</sup> Annual General Meeting (AGM) of the Company held on September 23, 2019***

We are enclosing herewith, the Consolidated Scrutinisers' Report on Remote E-Voting together with Poll (Ballot) conducted at 33<sup>rd</sup> AGM of the Company, on 23<sup>rd</sup> September, 2019 at Hotel Royal Orchid Regenta, No.1 Golf Avenue, Adjoining KGA Golf Course, Bangalore - 560008, Karnataka.

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

**Scrutinizer's Report**

To,  
The Chairman of Annual General Meeting  
M/s. Royal Orchid Hotels Limited  
Golf Avenue, Adjoining KGA Golf Course,  
HAL Airport Road, Kodihalli,  
Bangalore 560 008

33<sup>rd</sup> Annual General Meeting of the Shareholders of M/s. Royal Orchid Hotels Limited held on Monday, the 23<sup>rd</sup> Day of September, 2019 at No.1, Golf Avenue, Adjoining KGA Golf Course, HAL Airport Road, , Bengaluru - 560 068.

Dear Sir,

I, G. Shanker Prasad, appointed as Scrutinizer vide Resolution No. 07 of the Board Meeting held on 28.05.2019 for the purpose of Scrutinizing the e-voting process in a fair and transparent manner and voting by poll on the resolutions transacted at the 33<sup>rd</sup> Annual General Meeting of the Company held on 23<sup>rd</sup> day of September, 2019 at Hotel Royal Orchid Regenta, No.1, Golf Avenue, Adjoining KGA Golf Course, HAL Airport Road, , Bengaluru - 560 008, Karnataka, submit my report as under:

- (i) The members of the Company as on the cut-off date i.e. 13<sup>th</sup> September, 2019 were entitled to vote on the resolutions (Ordinary Business being Item Nos. 1, 2 and 3 and special business being Item Nos. 4,5,6,7 and 8) as set out in the Notice to the 33<sup>rd</sup> AGM of the Company.
- (ii) The e-voting period remained open from Friday, 20<sup>th</sup> September 2019 at 9:00 A.M. to Sunday, 22<sup>nd</sup> September 2019, 5:00 P.M. Further, the company has opted the same electronic voting system as used during the remote e-voting and voting by poll for the members attending the meeting and who have not exercised their right to vote through remote e-voting.
- (iii) After the conclusion of the Annual General Meeting, the locked ballot box was opened in the presence of 2 witnesses namely Mr. Madhavan P and Mrs. Meenakumari N M and poll papers were diligently scrutinized. The witnesses have signed below in confirmation of the box being opened in their presence.
- (iv) The votes casted by electronic means were unblocked on 23<sup>rd</sup> September, 2019 in presence of 2 witnesses, Mr. Madhavan P and Mrs. Meenakumari N M who are not in the employment of the company. The witnesses have signed below in confirmation of the e-votes being unblocked in their presence

Below is provided consolidated summary of results of e-voting, voting at general meeting through poll and electronic means is given below:

## ORDINARY BUSINESS

### Item No. 1:-

To consider and adopt:

(a) The Audited Financial Statements of the Company for Financial Year ended March 31, 2019, together with reports of the Board of Directors and Auditors thereon;

(b) The Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2019, together with reports of the Auditors thereon.

Method of Voting	Voted in favour of the resolution (Shares)	Voted against the resolution (Shares)	Abstained/ Invalid (Shares)	Total
Remote E-voting	19 (1859551)	0	0	19(1859551)
<b>Voting at general Meeting</b>				
By Physical Voting	73 (19026506)	0	36(1318)	109(19027824)
By Electronic Means	0	0	0	0
<b>Total</b>	<b>92(20886057)</b>	<b>0</b>	<b>36(1318)</b>	<b>128(20887375)</b>

### Item No. 2:-

To appoint a Director in place of Mrs. Sunita Baljee (DIN: 00080737), who retires by rotation and being eligible, offers herself for re-appointment

Method of Voting	Voted in favour of the resolution (Shares)	Voted against the resolution (Shares)	Abstained/ Invalid	Total
Remote E-voting	18 (1859411)	1(140)	0	19(1859551)
<b>Voting at general Meeting</b>				
By Physical Voting	67 (34733)	0	42(18993091)	109(19027824)
By Electronic Means	0	0	0	0
<b>Total</b>	<b>85(1894144)</b>	<b>1(140)</b>	<b>42(18993091)</b>	<b>128(20887375)</b>

Item No. 3:-

To declare dividend of Rs. 2/- per equity share of Rs. 10/- each for the financial year ended 31<sup>st</sup> March, 2019:

Method of Voting	Voted in favour of the resolution (Shares)	Voted against the resolution (Shares)	Abstained/Invalid	Total
Remote E-voting	18 (1855897)	1(3654)	0	19(1859551)
<b>Voting at general Meeting</b>				
By Physical Voting	72 (19026496)	1(10)	36(1318)	109(19027824)
By Electronic Means	0	0	0	0
<b>Total</b>	<b>90(20882393)</b>	<b>2(3664)</b>	<b>36(1318)</b>	<b>128(20887375)</b>

Item No. 4:-

To alter the Memorandum of Association of the Company.

Method of Voting	Voted in favour of the resolution (Shares)	Voted against the resolution (Shares)	Abstained/Invalid	Total
Remote E-voting	18 (1855897)	1(3654)	0	19(1859551)
<b>Voting at general Meeting</b>				
By Physical Voting	72 (19026406)	1(100)	36(1318)	109(19027824)
By Electronic Means	0	0	0	0
<b>Total</b>	<b>90(20882303)</b>	<b>2(3754)</b>	<b>36(1318)</b>	<b>128(20887375)</b>

Item No. 5:-

To alter the Articles of Association of the Company.

Method of Voting	Voted in favour of the resolution (Shares)	Voted against the resolution (Shares)	Abstained/Invalid	Total
Remote E-voting	18 (1855897)	1(3654)	0	19(1859551)
<b>Voting at general Meeting</b>				
By Physical Voting	66 (34633)	1(100)	42(18993091)	109(19027824)
By Electronic Means	0	0	0	0
<b>Total</b>	<b>84(1890530)</b>	<b>2(3754)</b>	<b>42(18993091)</b>	<b>128(20887375)</b>

Item No. 6:-

To Re-appoint Mr. Chander K. Baljee (DIN: 00081844) as a Managing Director of the Company and Approval of the remuneration

Method of Voting	Voted in favour of the resolution (Shares)	Voted against the resolution (Shares)	Abstained/ Invalid	Total
Remote E-voting	16 (1640403)	1(3654)	2(215494)	19(1859551)
Voting at general Meeting				
By Physical Voting	60 (20513)	1(125)	48(19007186)	109(19027824)
By Electronic Means	0	0	0	0
Total	76(1660916)	2(3779)	50(19222680)	128(20887375)

*Please note that at the instance of Mr. Chander K. Baljee, Managing Director, this item was not moved. Nonetheless, the observed voting pattern is given above.*

Item No. 7:-

Re-appointment of Mr. Naveen Jain (DIN: 00051183) as an Independent Director of the Company

Method of Voting	Voted in favour of the resolution (Shares)	Voted against the resolution (Shares)	Abstained/ Invalid	Total
Remote E-voting	17 (1855757)	2(3794)	0	19(1859551)
Voting at general Meeting				
By Physical Voting	73 (19026506)	0	36(1318)	109(19027824)
By Electronic Means	0	0	0	0
Total	90(20882263)	2(3794)	36(1318)	128(20887375)

Item No. 8:-

Approval of loans, investments, guarantee or security under section 185 of Companies act, 2013.

Method of Voting	Voted in favour of the resolution (Shares)	Voted against the resolution (Shares)	Abstained/ Invalid	Total
Remote E-voting	17 (1729976)	1(3654)	1(125921)	19(1859551)
Voting at general Meeting				
By Physical Voting	66 (34633)	1(100)	42(18993091)	109(19027824)
By Electronic Means	0	0	0	0
Total	83(1764609)	2(3754)	43(19119012)	128(20887375)

The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company authorized by the Board for safe keeping.

Thanking You.

Yours faithfully,

*G. Shanker Prasad*  
G. Shanker Prasad  
Scrutinizer  
ACS No. 6357, C.P. No. 6450



Place: Bengaluru  
Date: 25<sup>th</sup> September 2019

For ROYAL ORCHID HOTELS LIMITED

C K BALJEE  
Managing Director