



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
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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: Disclosure of voting results of 33rd Annual General Meeting (AGM) of the Company held on September 23, 2019.

Pursuant to Regulation 44 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), the Members of the Company at the 33rd AGM held on September 23, 2019 at 11:30 A. M. at Hotel Royal Orchid Regenta, No.1 Golf Avenue, Adjoining KGA Golf Course, Bangalore -560008, Karnataka, transacted and approved all the items of business contained in the Notice calling 33rd AGM with requisite majority.

The details of the combined voting results i.e., the results of remote e-voting together with Poll (Ballot) conducted for the AGM in the format prescribed under Regulation 44(3) of the LODR is enclosed herewith as **Annexure 1**.

This is for the information of the Exchange and members thereof.

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

Resolution (1)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and adopt the Audited Standalone 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 ended March 31, 2019.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18991773	0	0.0000	0	0	0	0
	Poll		18991773	100.0000	18991773	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		18991773	18991773	100.0000	18991773	0	100.0000
Public-Institutions	E-Voting	1695415	1595434	94.1029	1595434	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1695415	1595434	94.1029	1595434	0	100.0000
Public-Non Institutions	E-Voting	6738027	264117	3.9198	264117	0	100.0000	0.0000
	Poll		34733	0.5155	34733	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		6738027	298850	4.4353	298850	0	100.0000
Total		27425215	20886057	76.1564	20886057	0	100.0000	0.0000

Resolution (2)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint a Director in place of Mrs. Sunita Baljee (DIN: 00080737) who retires by rotation and being eligible, offers herself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18991773	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	18991773	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	1695415	1595434	94.1029	1595434	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1695415	1595434	94.1029	1595434	0	100.0000	0.0000
Public-Non Institutions	E-Voting	6738027	264117	3.9198	263977	140	99.9470	0.0530
	Poll		34733	0.5155	34733	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6738027	298850	4.4353	298710	140	99.9532	0.0468
Total		27425215	1894284	6.9071	1894144	140	99.9926	0.0074

Resolution (3)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare a dividend of Rs. 2/- per Equity Share of Rs. 10/- each for the Financial Year ended March 31, 2019.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18991773	0	0.0000	0	0	0	0
	Poll		18991773	100.0000	18991773	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	18991773	18991773	100.0000	18991773	0	100.0000	0.0000
Public-Institutions	E-Voting	1695415	1595434	94.1029	1595434	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1695415	1595434	94.1029	1595434	0	100.0000	0.0000
Public-Non Institutions	E-Voting	6738027	264117	3.9198	260463	3654	98.6165	1.3835
	Poll		34733	0.5155	34723	10	99.9712	0.0288
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6738027	298850	4.4353	295186	3664	98.7740	1.2260
Total		27425215	20886057	76.1564	20882393	3664	99.9825	0.0175

Resolution (4)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Alter the Memorandum of Association of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18991773	0	0.0000	0	0	0	0
	Poll		18991773	100.0000	18991773	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	18991773	18991773	100.0000	18991773	0	100.0000	0.0000
Public-Institutions	E-Voting	1695415	1595434	94.1029	1595434	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1695415	1595434	94.1029	1595434	0	100.0000	0.0000
Public-Non Institutions	E-Voting	6738027	264117	3.9198	260463	3654	98.6165	1.3835
	Poll		34733	0.5155	34633	100	99.7121	0.2879
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6738027	298850	4.4353	295096	3754	98.7439	1.2561
Total		27425215	20886057	76.1564	20882303	3754	99.9820	0.0180

Resolution (5)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To Alter the Articles of Association of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18991773	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	18991773	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	1695415	1595434	94.1029	1595434	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1695415	1595434	94.1029	1595434	0	100.0000	0.0000
Public-Non Institutions	E-Voting	6738027	264117	3.9198	260463	3654	98.6165	1.3835
	Poll		34733	0.5155	34633	100	99.7121	0.2879
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6738027	298850	4.4353	295096	3754	98.7439	1.2561
Total		27425215	1894284	6.9071	1890530	3754	99.8018	0.1982

Resolution (6)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
Description of resolution considered		For Resolution given in the Notice please refer the enclosed Notice. We would like to bring to your kind attention that Mr. Chander K. Baljee, (DIN: 00081844), Managing Director of the Company, has intimated the Company that he desires that the resolution stated in Item No 6 to the aforesaid AGM Notice be not moved at present. Consequently, Item No 6 of the aforesaid AGM Notice may be treated as withdrawn.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18991773	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	18991773	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	1695415	1595434	94.1029	1595434	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1695415	1595434	94.1029	1595434	0	100.0000	0.0000
Public-Non Institutions	E-Voting	6738027	48623	0.7216	44969	3654	92.4850	7.5150
	Poll		20638	0.3063	20513	125	99.3943	0.6057
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6738027	69261	1.0279	65482	3779	94.5438	5.4562
Total		27425215	1664695	6.0699	1660916	3779	99.7730	0.2270

NOTE: AGM Notice is uploaded in stock exchange on August 29, 2019 and available at the website of the company <https://www.royalorchidhotels.com/>

Resolution (7)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Naveen Jain (DIN: 00051183) as an Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18991773	0	0.0000	0	0	0	0
	Poll		18991773	100.0000	18991773	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	18991773	18991773	100.0000	18991773	0	100.0000	0.0000
Public-Institutions	E-Voting	1695415	1595434	94.1029	1595434	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1695415	1595434	94.1029	1595434	0	100.0000	0.0000
Public-Non Institutions	E-Voting	6738027	264117	3.9198	260323	3794	98.5635	1.4365
	Poll		34733	0.5155	34733	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6738027	298850	4.4353	295056	3794	98.7305	1.2695
Total		27425215	20886057	76.1564	20882263	3794	99.9818	0.0182

Resolution (8)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of loans, investments, guarantee or security under section 185 of Companies act, 2013.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	18991773	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	18991773	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	1695415	1469513	86.6757	1469513	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1695415	1469513	86.6757	1469513	0	100.0000	0.0000
Public-Non Institutions	E-Voting	6738027	264117	3.9198	260463	3654	98.6165	1.3835
	Poll		34733	0.5155	34633	100	99.7121	0.2879
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	6738027	298850	4.4353	295096	3754	98.7439	1.2561
Total		27425215	1768363	6.4479	1764609	3754	99.7877	0.2123