

**G.SHANKER PRASAD** ACS AICWA  
**PRACTISING COMPANY SECRETARY**  
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FORM No. MGT-13

Report of Scrutinizer

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

**To,**  
**The Chairman,**  
**Board of Directors,**  
**Royal Orchid Hotels Limited**  
**No. 1, Golf Avenue, Adjoining KGA Golf Course,**  
**Old Airport Road,**  
**Bangalore-560 008**

29<sup>th</sup> Annual General Meeting of the Equity Shareholders of Royal Orchid Hotels Limited Held on September 29, 2015 at 11:00 A.M.

Dear Sir,

I, G. Shanker Prasad, Practicing Company Secretary appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 29<sup>th</sup> Annual General Meeting of the Equity Shareholders of Royal Orchid Hotels Limited, held on September 29, 2015 at 11:00 A.M., submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the e-voting, postal ballot and poll is as under:
  1. Adoption of Financial Statements and reports thereof for the financial year 2014-15

To consider and adopt:

- (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and  
 (b) the Audited Consolidated Financial Statement of the Company for the Financial year ended March 31, 2015.

(i) Voted in favour of the resolution:

Number of members voted through		Number of votes cast by them	% of total number of valid votes cast
e-voting	20	19456399	89.01
Postal ballot	-	-	-
present and voting (in person or by proxy)*	42	2400270	10.98

(ii) Voted against the resolution:

Number of members voted through		Number of votes cast by them	% of total number of valid votes cast
e-voting	2	296	0.00
postal ballot	-	-	-
present and voting (in person or by proxy)	-	-	-

(iii) Invalid votes :

Number of members voted through		Number of votes cast by them
e-voting	-	-
postal ballot	-	-
present and voting (in person or by proxy)	6	676

2. **Resolution Item No. 2** – To appoint a Director in place of Mr. Sunil Sikka, who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted through		Number of votes cast by them	% of total number of valid votes cast
e-voting	19	19456299	89.01
postal ballot	-	-	-
present and voting (in person or by proxy)	39	6372	0.03

(ii) Voted against the resolution:

Number of members voted through		Number of votes cast by them	% of total number of valid votes cast
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e-voting	3	396	0.00
postal ballot	-	-	-
present and voting (in person or by proxy)*	3	2393898	10.95

(iii) Invalid votes :

Number of members voted through		Number of votes cast by them
e-voting	-	-
postal ballot	-	-
present and voting (in person or by proxy)	6	676

3. **Resolution Item No. 3** – To appoint auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of 34th Annual General Meeting and to fix their remuneration

(i) Voted in favour of the resolution:

Number of members voted through		Number of votes cast by the	% of total number of valid votes cast
e-voting	19	19456299	89.01
postal ballot	-	-	-
present and voting (in person or by proxy)*	42	2400270	10.98

(ii) Voted against the resolution:

Number of members voted through		Number of votes cast by them	% of total number of valid votes cast
e-voting	03	396	00.00
postal ballot	-	-	-
present and voting (in person or by proxy)	-	-	-

(iii) Invalid votes :

Number of members voted through		Number of votes cast by them
e-voting	-	-
postal ballot	-	-
present and voting (in person or by proxy)	6	676

4. **Resolution Item No. 4** - To appoint Mrs. Sunita Baljee (DIN: 00080737) as a Director of the Company

(i) Voted in favour of the resolution:

Number of members voted through		Number of votes cast by them	% of total number of valid votes cast
e-voting	19	19456299	89.01
postal ballot	-	-	-
present and voting (in person or by proxy)*	41	2400240	10.98

(ii) Voted against the resolution:

Number of members voted through		Number of votes cast by them	% of total number of valid votes cast
e-voting	03	396	00.00
postal ballot	-	-	-
present and voting (in person or by proxy)	01	30	00.00

(iii) Invalid votes :

Number of members voted through		Number of votes cast by them
e-voting	-	-
postal ballot	-	-
present and voting (in person or by proxy)	6	676

5. **Resolution Item No. 5** – To alter the term of office of Mr. R. V. S. Rao (DIN: 00061599) as an Independent Director.

(i) Voted in favour of the resolution:

Number of members voted through		Number of votes cast by them	% of total number of valid votes cast
e-voting	18	19456297	89.01
postal ballot	-	-	-
present and voting (in person or by proxy)	39	6372	0.03

(ii) Voted against the resolution:

Number of members voted through		Number of votes cast by them	% of total number of valid votes cast
e-voting	4	398	00.0
postal ballot	-	-	-

present and voting (in person or by proxy)*	3	2393898	10.95
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(iii) Invalid votes :

Number of members voted through		Number of votes cast by them
e-voting	-	-
postal ballot	-	-
present and voting (in person or by proxy)	6	676

6. **Resolution Item No. 6** – To alter the term of office of Mr. Vijay K. Rekhi (DIN: 00191298) as an Independent Director.

(i) Voted in favour of the resolution:

Number of members voted through		Number of votes cast by them	% of total number of valid votes cast
e-voting	18	19456297	89.01
postal ballot	-	-	-
present and voting (in person or by proxy)*	41	2400240	10.98

(ii) Voted against the resolution:

Number of members voted through		Number of votes cast by them	% of total number of valid votes cast
e-voting	4	398	00.0
postal ballot	-	-	-
present and voting (in person or by proxy)	1	30	00.0

(iii) Invalid votes :

Number of members voted through		Number of votes cast by them
e-voting	-	-
postal ballot	-	-
present and voting (in person or by proxy)	6	676

7. **Resolution Item No. 7** – To alter the term of office of Mr. K. Jairaj (DIN: 01875126) as an Independent Director.

(i) Voted in favour of the resolution:

Number of members voted through		Number of votes cast by them	% of total number of valid votes cast
e-voting	18	19456297	89.01
postal ballot	-	-	-
present and voting (in person or by proxy)*	41	2400240	10.98

(ii) Voted against the resolution:

Number of members voted through		Number of votes cast by them	% of total number of valid votes cast
e-voting	4	398	00.0
postal ballot	-	-	-
present and voting (in person or by proxy)*	1	30	00.0

(iii) Invalid votes :

Number of members voted through		Number of votes cast by them
e-voting	-	-
postal ballot	-	-
present and voting (in person or by proxy)*	6	676

5. A Compilation of data containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

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

\* includes two Ballot Forms received by the scrutinizer directly from the Shareholders.

Place: Bangalore  
Date: 01/10/2015

*G. Shankar Prasad*  
G. Shankar Prasad  
Practicing Company Secretary  
Bangalore  
CP No. : 6450

