



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 29, 2017

**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 of Scrutinisers' Report for the Remote E-Voting and Voting by Poll (Ballot) conducted at 31st Annual General Meeting (AGM) of the Company held on September 27, 2017

We are enclosing herewith, the Consolidated Scrutinisers' Report on Remote E-Voting together with Poll (Ballot) conducted at 31st AGM of the Company, on 27th September, 2017 at 09:30 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,

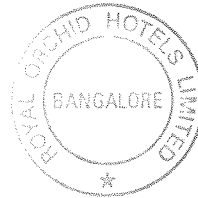
Yours Sincerely,

For **ROYAL ORCHID HOTELS LIMITED**

R. Sanyal

**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
31st Annual General Meeting of the Equity Shareholders of **M/s.Royal Orchid Hotels Limited**
held on Wednesday, the 27th Day of September, 2017
at Royal Orchid Resort, Allalsandra, Bellary Road, Yelahanka, Near Jakkur Flying Club,
Bengaluru – 560 068, Karnataka.

Sub:- Consolidated Scrutinizers Report conducted through e-voting pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xii) of the Companies (Management and Administration) Rules, 2014 and poll in pursuant to Section 109 of the Companies Act, 2013.

Dear Sir,

I, G.Shanker Prasad, appointed as Scrutinizer 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 31st Annual General Meeting of the Company held on 27th September, 2017 at Royal Orchid Resort, Allalsandra, Bellary Road, Yelahanka, Near Jakkur Flying Club, Bengaluru – 560 068, Karnataka, submit my report as under:

- (i) The members of the Company as on the cut-off date i.e. 19th September, 2017 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, and 7) as set out in the Notice to the 31st AGM of the Company.
- (ii) The e-voting period remained open from Thursday, 21st September 2017 at 9:30 A.M. to Tuesday, 26th September 2017, 5:00 P.M.
- (iii) Further the Company provided for voting by poll for Members attending the Meeting and who had not exercised their right to vote through e-voting. The ballot box, was locked in my presence with due identification marks placed by me, was provided at the venue of the Meeting.
- (iv) After the conclusion of the Annual General Meeting, the locked ballot box was opened in the presence of 2 witnesses namely Ms. Barsha Agarwal and Mrs. Divya Agarwal 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.
- (v) The poll papers, which were incomplete and/or which were otherwise found defective, if any, have been treated as invalid and kept separately.

- (vi) The votes cast by electronic means were unblocked on 27th September, 2017 in presence of 2 witnesses, Mrs. Divya Agarwal and Ms. Barsha Agarwal who are not in the employment of the Company.

The 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, 2017, 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, 2017, together with reports of the Auditors thereon.

(i) Voted in favour of 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 (rounded to two decimal points)
Through voting by poll	44	19218392	99.05
Through e-voting	22	182886	0.94
Total	66	19401278	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 (rounded to two decimal points)
Through voting by poll	0	0	0
Through e-voting	3	81	0
Total	3	81	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 (rounded to two decimal points)
Through voting by poll	7	488	0
Through e-voting	0	0	0
Total	7	488	0

Item No. 2:-

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

(i) Voted in favour of 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 (rounded to two decimal points)
Through voting by poll	37	1454	0.79
Through e-voting	21	182885	98.91
Total	58	184339	99.69

(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 (rounded to two decimal points)
Through voting by poll	0	0	0
Through e-voting	4	82	0.04
Total	4	82	0.04

(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 (rounded to two decimal points)
Through voting by poll	7	488	0.26
Through e-voting	0	0	0
Total	7	488	0.26

Item No. 3:-

To ratify the appointment of Statutory Auditors of the Company:

(i) Voted in favour of 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 (rounded to two decimal points)
Through voting by poll	44	19218392	99.05
Through e-voting	20	182645	0.94
Total	64	19401037	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 (rounded to two decimal points)
Through voting by poll	0	0	0
Through e-voting	5	322	0
Total	5	322	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 (rounded to two decimal points)
Through voting by poll	7	488	0
Through e-voting	0	0	0
Total	7	488	0

Item No. 4:-

To appoint Mr. Naveen Jain as an Independent Director of the Company.

(i) Voted in favour of 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 (rounded to two decimal points)
Through voting by poll	43	19218387	99.05
Through e-voting	20	182883	0.94
Total	63	19401270	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 (rounded to two decimal points)
Through voting by poll	1	5	0
Through e-voting	5	84	0
Total	6	89	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 (rounded to two decimal points)
Through voting by poll	7	488	0
Through e-voting	0	0	0
Total	7	488	0

Item No. 5:-

To Borrow money exceeding paid-up capital and free reserves upto Rs. 150 crore:

(i) Voted in favour of 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 (rounded to two decimal points)
Through	41	19218312	99.05

voting by poll			
Through e-voting	17	182602	0.94
Total	58	19400914	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 (rounded to two decimal points)
Through voting by poll	3	80	0
Through e-voting	8	365	0
Total	11	445	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 (rounded to two decimal points)
Through voting by poll	7	488	0
Through e-voting	0	0	0
Total	7	488	0

Item No. 6:-

To authorise grant of loans , make Investment and give Corporate Guarantee on loans taken by subsidiary and Joint Venture Companies upto 350 Crore

(i) Voted in favour of 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 (rounded to two decimal points)
Through voting by poll	41	19218316	99.05
Through e-voting	17	182602	0.94
Total	58	19400918	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 (rounded to two decimal points)
Through voting by poll	3	76	0
Through e-voting	8	365	0
Total	11	441	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 (rounded to two decimal points)
Through	7	488	0

voting by poll			
Through e-voting	0	0	0
Total	7	488	0

Item No.7:-

To Pay Remuneration to Mr. C. K. Baljee as Managing Director for the year 2018-2019.

(i) Voted in favour of 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 (rounded to two decimal points)
Through voting by poll	35	1439	0.78
Through e-voting	18	182604	98.76
Total	53	184043	99.54

(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 (rounded to two decimal points)
Through voting by poll	1	5	0
Through e-voting	7	363	0.20
Total	8	368	0.20

(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 (rounded to two decimal points)
Through voting by poll	7	488	0.26
Through e-voting	0	0	0
Total	7	488	0.26

All the above mentioned resolutions are passed with requisite majority.

This report is being submitted for your needful action in the matter.

Thanking You

Yours faithfully,

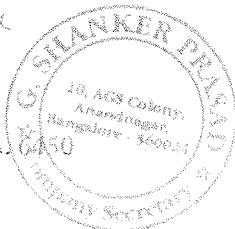
G. Shanker Prasad

G. Shanker Prasad
Scrutinizer

ACS No. 6357, C.P. No. 6450

Place: Bengaluru

Date: 29th September 2017



For ROYAL ORCHID HOTELS LIMITED

C. K. Baljee
C K BALJEE
Managing Director