



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@royalorchidhotels.com

Date: November 09, 2020

**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 conducted at 34th Annual General Meeting (AGM) of the Company held on November 09, 2020

We are enclosing herewith, the Scrutinisers' Report on Remote E-Voting conducted at 34th AGM of the Company, on 09th November, 2020 through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

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
M/s. Royal Orchid Hotels Limited
Golf Avenue, Adjoining KGA Golf Course,
HAL Airport Road, Kodihalli,
Bangalore 560 008

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Postal Ballot and e- voting conducted in pursuance to the provisions of Sections 108 of the Companies Act, 2013 and rules 20 of the Companies (Management and Administration) Rules, 2014.

I, G. Shanker Prasad, Practicing Company Secretary have been appointed as Scrutinizer for Royal Orchid Hotels Ltd (hereinafter referred as “ Company”) vide Resolution No. 5 at the Board Meeting held on 14.09.2020. In view of the outbreak of the COVID-19 pandemic, Ministry of Corporate Affairs has vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company was conducted without the physical presence of the members at the venue. For the purpose of Scrutinizing the e-voting process at the 34th Annual General Meeting in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out in pursuance to the provisions of Sections 108 of the Companies Act, 2013 and rules 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions placed before the 34th Annual General Meeting of the Members of the Company held on Monday, November 09, 2020 at 11:00 a.m. through video conferencing (VC) or other audio visual means (OAVM):

- (i) The Company has availed e voting facility from M/s Central Depository Services Limited (“ evoting facilitator “) for enabling the shareholders to cast their votes electronically.
- (ii) The e-voting remained open for the period from 9:00 a.m Friday, November 6, 2020, till 5:00 p.m Sunday, November 8, 2020.
- (iii) The shareholders holding shares, as on the cut-off date of Friday, October 30, 2020, were entitled to vote on the proposed resolutions as set in the notice of the 34th Annual General meeting of the Company .

**G. SHANKER PRASAD ACS ACMA
PRACTISING COMPANY SECRETARY
#10, AG's Colony, Anand Nagar, Bangalore – 560 024 Tel: 080 42146796
Email: gsp@graplind.com**

- (iv) The remote e voting was unblocked on November 09, 2020 at 01.40 p.m for downloading results and reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations lodged with the company.
- (v) Thereafter the details containing interalia the list of equity shareholders who voted “For” and “Against” were downloaded from the e voting website of CDSL i.e. <https://www.evotingindia.com/>
- (vi) Based on the Data Download from the official evoting website of the evoting facilitator now submit Scrutinizers report (of evoting) as Annexure 1.

Thanking You.

Yours faithfully,

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

Place: Bengaluru
Date: November 09, 2020

Based on the foregoing the Resolution has been passed with requisite majority

For Royal Orchid Hotels Ltd

Chander K Baljee
Chairman & Managing Director
DIN: 00081844

M/s ROYAL ORCHID HOTELS LIMITED (ISIN: INE283H01019) Record/Date: 30/10/2020
A.G.M. dated 09/11/2020

Resl/Nos. : 01 of 05 Type: Ordinary

Resl/Desc. : a) To receive, consider and adopt the Audited Standalone
(Max250) Financial Statements of the Company for the Financial Year
ended March 31, 2020, together with the Reports of the Board
of Director's and the Auditors thereon. b) To receive consider
and adopt the Audited Consolidated Financial Statements of the
Company for the Financial Year ended March 31, 2020, together
With the Reports of the Auditors thereon.

(1) VOTES THROUGH ONLINE :-
(ELECTRONIC VOTTING)

a) IN FAVOUR -
1) NOS OF VOTES : 14
2) NOS OF SHARES : 20422219
3) % OF SHARES : 99.14

b) IN AGAINST -
1) NOS OF VOTES : 32
2) NOS OF SHARES : 174766
3) % OF SHARES : 0.85

c) INVALID -
1) NOS OF VOTES :
2) NOS OF SHARES :
3) % OF SHARES :

d) NOT VOTED -
1) NOS OF VOTES :
2) NOS OF SHARES :

(2) VOTES THROUGH ONLINE :-
(VENUE VOTTING)

a) IN FAVOUR -
1) NOS OF VOTES : 15
2) NOS OF SHARES : 2323
3) % OF SHARES : 0.01

b) IN AGAINST -
1) NOS OF VOTES : 1
2) NOS OF SHARES : 10
3) % OF SHARES :

c) INVALID -
1) NOS OF VOTES :
2) NOS OF SHARES :
3) % OF SHARES :

d) NOT VOTED -
1) NOS OF VOTES :
2) NOS OF SHARES :

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TOTAL (ELECTRONIC + VENUE VOTTING)

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a) IN FAVOUR (1a+2a)
1) NOS OF VOTES : 29
2) NOS OF SHARES : 20424542
3) % OF SHARES : 99.15

b) IN AGAINST (1b+2b)
1) NOS OF VOTES : 33
2) NOS OF SHARES : 174776
3) % OF SHARES : 0.85

c) INVALID (1c+2c)
1) NOS OF VOTES :
2) NOS OF SHARES :
3) % OF SHARES :

d) NOT VOTED (2d)
1) NOS OF VOTES :
2) NOS OF SHARES :

** Total Ballot Received (Nos): 62 - Total Shares Voted : 20599318 **
(Favour+Against+Invalid) (Favour+Against+Invalid)

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M/s ROYAL ORCHID HOTELS LIMITED (ISIN: INE283H01019) Record/Date: 30/10/2020
A.G.M. dated 09/11/2020

Poll Sumamry (Resolutions wise)

Resl/Nos. : 02 of 05 Type: Ordinary

Resl/Desc. : To appoint a Director in place of Mr. Sunil Sikka (DIN:
(Max250) 00083032) who retires by rotation and being eligible, offers
himself for re-appointment.

(1) VOTES THROUGH ONLINE :-
(ELECTRONIC VOTTING)

a) IN FAVOUR -
1) NOS OF VOTES : 8
2) NOS OF SHARES : 1383403
3) % OF SHARES : 88.65

b) IN AGAINST -
1) NOS OF VOTES : 32
2) NOS OF SHARES : 174766
3) % OF SHARES : 11.20

c) INVALID -
1) NOS OF VOTES :
2) NOS OF SHARES :
3) % OF SHARES :

d) NOT VOTED -
1) NOS OF VOTES : 6
2) NOS OF SHARES : 19038816

(2) VOTES THROUGH ONLINE :-
(VENUE VOTTING)

a) IN FAVOUR -
1) NOS OF VOTES : 15
2) NOS OF SHARES : 2323
3) % OF SHARES : 0.15

b) IN AGAINST -
1) NOS OF VOTES : 1
2) NOS OF SHARES : 10
3) % OF SHARES :

c) INVALID -
1) NOS OF VOTES :
2) NOS OF SHARES :
3) % OF SHARES :

d) NOT VOTED -
1) NOS OF VOTES :
2) NOS OF SHARES :

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TOTAL (ELECTRONIC + VENUE VOTTING)

=====

a) IN FAVOUR (1a+2a)
1) NOS OF VOTES : 23
2) NOS OF SHARES : 1385726
3) % OF SHARES : 88.80

b) IN AGAINST (1b+2b)
1) NOS OF VOTES : 33
2) NOS OF SHARES : 174776
3) % OF SHARES : 11.20

c) INVALID (1c+2c)
1) NOS OF VOTES :
2) NOS OF SHARES :
3) % OF SHARES :

d) NOT VOTED (2d)
1) NOS OF VOTES : 6
2) NOS OF SHARES : 19038816

** Total Ballot Received (Nos): 56 - Total Shares Voted : 1560502 **
(Favour+Against+Invalid) (Favour+Against+Invalid)

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M/s ROYAL ORCHID HOTELS LIMITED (ISIN: INE283H01019) Record/Date: 30/10/2020
A.G.M. dated 09/11/2020

Poll Sumamry (Resolutions wise)

Resl/Nos. : 03 of 05 Type: Ordinary

Resl/Desc. : Appointment of Statutory Auditors.
(Max250)

(1) VOTES THROUGH ONLINE :-
(ELECTRONIC VOTTING)

a) IN FAVOUR -
1) NOS OF VOTES : 14
2) NOS OF SHARES : 20422219
3) % OF SHARES : 99.14

b) IN AGAINST -
1) NOS OF VOTES : 32
2) NOS OF SHARES : 174766
3) % OF SHARES : 0.85

c) INVALID -
1) NOS OF VOTES :
2) NOS OF SHARES :
3) % OF SHARES :

d) NOT VOTED -
1) NOS OF VOTES :
2) NOS OF SHARES :

(2) VOTES THROUGH ONLINE :-
(VENUE VOTTING)

a) IN FAVOUR -
1) NOS OF VOTES : 15
2) NOS OF SHARES : 2323
3) % OF SHARES : 0.01

b) IN AGAINST -
1) NOS OF VOTES : 1
2) NOS OF SHARES : 10
3) % OF SHARES :

c) INVALID -
1) NOS OF VOTES :
2) NOS OF SHARES :
3) % OF SHARES :

d) NOT VOTED -
1) NOS OF VOTES :
2) NOS OF SHARES :

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TOTAL (ELECTRONIC + VENUE VOTTING)

=====

a) IN FAVOUR (1a+2a)
1) NOS OF VOTES : 29
2) NOS OF SHARES : 20424542
3) % OF SHARES : 99.15

b) IN AGAINST (1b+2b)
1) NOS OF VOTES : 33
2) NOS OF SHARES : 174776
3) % OF SHARES : 0.85

c) INVALID (1c+2c)
1) NOS OF VOTES :
2) NOS OF SHARES :
3) % OF SHARES :

d) NOT VOTED (2d)
1) NOS OF VOTES :
2) NOS OF SHARES :

** Total Ballot Received (Nos): 62 - Total Shares Voted : 20599318 **
(Favour+Against+Invalid) (Favour+Against+Invalid)

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M/s ROYAL ORCHID HOTELS LIMITED (ISIN: INE283H01019) Record/Date: 30/10/2020
A.G.M. dated 09/11/2020

Poll Sumamry (Resolutions wise)

Resl/Nos. : 04 of 05 Type: Special

Resl/Desc. : Reappointment of Ms. Jessie Paul (DIN: 02864506) as an
(Max250) Independent Director of the Company.

(1) VOTES THROUGH ONLINE :-
(ELECTRONIC VOTTING)

a) IN FAVOUR -
1) NOS OF VOTES : 14
2) NOS OF SHARES : 20422219
3) % OF SHARES : 99.14

b) IN AGAINST -
1) NOS OF VOTES : 32
2) NOS OF SHARES : 174766
3) % OF SHARES : 0.85

c) INVALID -
1) NOS OF VOTES :
2) NOS OF SHARES :
3) % OF SHARES :

d) NOT VOTED -
1) NOS OF VOTES :
2) NOS OF SHARES :

(2) VOTES THROUGH ONLINE :-
(VENUE VOTTING)

a) IN FAVOUR -
1) NOS OF VOTES : 15
2) NOS OF SHARES : 2323
3) % OF SHARES : 0.01

b) IN AGAINST -
1) NOS OF VOTES : 1
2) NOS OF SHARES : 10
3) % OF SHARES :

c) INVALID -
1) NOS OF VOTES :
2) NOS OF SHARES :
3) % OF SHARES :

d) NOT VOTED -
1) NOS OF VOTES :
2) NOS OF SHARES :

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TOTAL (ELECTRONIC + VENUE VOTTING)

=====

a) IN FAVOUR (1a+2a)
1) NOS OF VOTES : 29
2) NOS OF SHARES : 20424542
3) % OF SHARES : 99.15

b) IN AGAINST (1b+2b)
1) NOS OF VOTES : 33
2) NOS OF SHARES : 174776
3) % OF SHARES : 0.85

c) INVALID (1c+2c)
1) NOS OF VOTES :
2) NOS OF SHARES :
3) % OF SHARES :

d) NOT VOTED (2d)
1) NOS OF VOTES :
2) NOS OF SHARES :

** Total Ballot Received (Nos): 62 - Total Shares Voted : 20599318 **
(Favour+Against+Invalid) (Favour+Against+Invalid)

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M/s ROYAL ORCHID HOTELS LIMITED (ISIN: INE283H01019) Record/Date: 30/10/2020
A.G.M. dated 09/11/2020

Poll Sumamry (Resolutions wise)

Resl/Nos. : 05 of 05 Type: Ordinary

Resl/Desc. : Appointment of Mr. Keshav Baljee (DIN: 00344855) as a
(Max250) Director.

(1) VOTES THROUGH ONLINE :-
(ELECTRONIC VOTTING)

a) IN FAVOUR -
1) NOS OF VOTES : 9
2) NOS OF SHARES : 1383404
3) % OF SHARES : 88.65

b) IN AGAINST -
1) NOS OF VOTES : 31
2) NOS OF SHARES : 174765
3) % OF SHARES : 11.20

c) INVALID -
1) NOS OF VOTES :
2) NOS OF SHARES :
3) % OF SHARES :

d) NOT VOTED -
1) NOS OF VOTES : 6
2) NOS OF SHARES : 19038816

(2) VOTES THROUGH ONLINE :-
(VENUE VOTTING)

a) IN FAVOUR -
1) NOS OF VOTES : 15
2) NOS OF SHARES : 2323
3) % OF SHARES : 0.15

b) IN AGAINST -
1) NOS OF VOTES : 1
2) NOS OF SHARES : 10
3) % OF SHARES :

c) INVALID -
1) NOS OF VOTES :
2) NOS OF SHARES :
3) % OF SHARES :

d) NOT VOTED -
1) NOS OF VOTES :
2) NOS OF SHARES :

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TOTAL (ELECTRONIC + VENUE VOTTING)

=====

a) IN FAVOUR (1a+2a)
1) NOS OF VOTES : 24
2) NOS OF SHARES : 1385727
3) % OF SHARES : 88.80

b) IN AGAINST (1b+2b)
1) NOS OF VOTES : 32
2) NOS OF SHARES : 174775
3) % OF SHARES : 11.20

c) INVALID (1c+2c)
1) NOS OF VOTES :
2) NOS OF SHARES :
3) % OF SHARES :

d) NOT VOTED (2d)
1) NOS OF VOTES : 6
2) NOS OF SHARES : 19038816

** Total Ballot Received (Nos): 56 - Total Shares Voted : 1560502 **
(Favour+Against+Invalid) (Favour+Against+Invalid)

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