



ROYAL ORCHID HOTELS LTD.,

Regd. Office:
1, Golf Avenue, adjoining KGA Golf Course,
HAL Airport Road, Kodihalli, Bangalore - 08, India.
T: +91 80 406 12345, F: +91 80 25203366
CIN: L55101KA1986PLC007392
E: investors@royalorchidhotels.com

Date: March 26, 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/Ma'am,

Sub.: Disclosure of Voting Results of Postal Ballot (including voting by electronic means) pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Voting Results on the special businesses transacted through Postal Ballot Notice dated February 12, 2020, along with the consolidated Scrutinizer's Report on e-voting and Postal Ballot.

It may please be noted that as per the Report of the Scrutinizer dated March 26, 2020 issued by Mr. G Shanker Prasad, Practicing Company Secretary, the Special Resolution as per Postal Ballot Notice dated February 12, 2020 stands passed with requisite majority. The Special Resolution is deemed to have been passed on the last date of the receipt of duly completed Postal Ballot Forms and E-voting, i.e., on March 25, 2020.

The above information is also being uploaded on the Company's website, viz., www.royalorchidhotels.com.

Kindly take the above information on record.

For **ROYAL ORCHID HOTELS LIMITED**

**Sd-
RANABIR SANYAL
COMPANY SECRETARY & COMPLIANCE OFFICER**
Encl: as above

Note: Due to outbreak of corona virus (COVID19) in the country and in compliance of Government of India orders and restrictions on movement of people this submission is being submitted as Sd/- for respective signatures.

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General information about company

Scrip code	532699
NSE Symbol	ROHLTD
MSEI Symbol	ROHLTD
ISIN	INE283H01019
Name of the company	ROYAL ORCHID HOTELS LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	25-03-2020
Start time of the meeting	
End time of the meeting	

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Scrutinizer Details

Name of the Scrutinizer	G SHANKER PRASAD
Firms Name	PCS
Qualification	CS
Membership Number	6357
Date of Board Meeting in which appointed	12-02-2020
Date of Issuance of Report to the company	26-03-2020

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Voting results	
Record date	14-02-2020
Total number of shareholders on record date	18233
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	Add Notes

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Resolution (1)

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To Re-appoint Mr. Chander K. Baljee (DIN: 00081844) as the Managing Director of the Company and Approval of the Remuneration.				
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	19001773	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	19001773	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	1604062	238771	14.8854	238771	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	1604062	238771	14.8854	238771	0	100.0000	0.0000
Public- Non Institutions	E-Voting	6819380	11844	0.1737	9488	2356	80.1081	19.8919
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		3520	0.0516	3520	0	100.0000	0.0000
	Total	6819380	15364	0.2253	13008	2356	84.6655	15.3345
Total		27425215	254135	0.9266	251779	2356	99.0729	0.9271
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Scrutinizer's Report

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

Dear Sir,

Sub: Consolidated Scrutinizer Report on Postal Ballot and e- voting conducted in pursuance to the provisions of Sections 108 and 110 of the Companies Act, 2013 and rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules 2015, to the extent applicable

I, G. Shanker Prasad, Practicing Company Secretary was appointed as Scrutinizer vide Resolution No. 04 at the Board Meeting held on 12.02.2020 pursuant to Sections 108 and 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules; 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, to the extent applicable, for the purpose of Scrutinizing the remote e-voting and Postal Ballot in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and Postal Ballot as per the provision of the Companies Act, 2013.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and Postal Ballot on the resolution contained in the notice dated February 12,2020. My responsibility as the Scrutinizers for the postal ballot and remote e-voting process is restricted to make a Scrutinizer Report of the votes, cast "in favor" or "against" the Resolution, based on the postal ballots received by the Company and reports generated from the remote e-voting process system provided by Central Depository Services (India) Ltd, the authorized agency engaged by the Company to provide remote e-voting facilities.

Further to the above I submit my report as under:

- (i) The remote e voting period remained open from Tuesday February 25, 2020 at 9:00 a.m. IST and ended on Wednesday March 25, 2020 at 5:00 p.m. IST
- (ii) The members who were on record of the company as on the cut of date i.e. Friday February 14, 2020 were entitle to vote on the resolution as set out in the Notice of Postal Ballot dated February 12, 2020

- (iii) The remote e voting was unblocked on March 26, 2020 at 10.am (IST) for downloading results.
- (iv) The Physical Ballot Forms were received upto 5:00 p.m. (IST) on March 25, 2020 through self addressed Business Reply envelope.
- (v) Thereafter considering remote e voting and postal Ballot voting the combined result of the voting by equity shareholders is annexed as Annexure 1. The details containing inter alia list of Equity Shareholders who voted “ for “ and “against “ on the resolution that was put to vote and whose votes became invalid or who abstained from voting were generated from the e voting website of CDSL i.e. <https://www.evotingindia.com/> and is based on such reports generated.

Yours faithfully,

Sd/-

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

Place: Bengaluru
Date: 26th March, 2020

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

For Royal Orchid Hotels Ltd

Sd/-

Lilian Jessie Paul
Independent Director
DIN: 02864506
Authorized via Board Resolution dated February 12, 2020

Annexure 1

Royal Orchid Hotels Ltd
Ballot Control Report (E voting and Postal Ballot) for the Notice Dated February 12, 2020

Resolution No	Resolution Description	Poll	Total Votes Received		Invalid Votes		Abstained Votes		Valid Votes		Voted in Favour		Voted Against	
			Ballots	No. of Votes/ Shares	Ballots	No. of Votes/ Shares	Ballots	No. of Votes/ Shares	Ballots	No. of Votes/ Shares	Ballots	No. of Votes/ Shares	Ballots	No. of Votes/ Shares
1	To Re-appoint Mr. Chander K. Baljee (DIN: 00081844) as the Managing Director of the Company and Approval of the Remuneration.	Remote E Voting	29	250615	0	0	0	0	29	250615	23	248259	6	2356
		Postal Ballot	32	3520	0	0	0	0	32	3520	32	3520	0	0
		Total	61	254135	0	0	0	0	61	254135	55	251779	6	2356