



ROYAL ORCHID HOTELS LTD.,

Corporate Office :

1, Golf Avenue, Adjoining KGA Golf Course,
HAL Airport Road, Kodihalli, Bangalore - 560 008, India.

T +91 80 406 12345, F : +91 80 406 12346

www.royalorchidhotels.com

CIN : L55101KA1986PLC007392

September 30, 2015

The Manager

Department of Corporate Services

National Stock Exchange of India Limited

Exchange Plaza, Plot no. C/1, G Block

Bandra Kurla Complex, Bandra (E)

Mumbai 400051

SCRIP CODE: **ROHLTD**

Dear Sir,

Sub: Disclosure of Voting Results - 29th Annual General Meeting held on September 29, 2015

Ref: Clause 35A of the Listing Agreement

This is to inform you that the 29th Annual General Meeting of our Company was held on September 29, 2015 at the Registered Office of the Company at No. 1, Golf Avenue, Adjacent to KGA, Airport Road, Bangalore at 11.00 am and the following business were approved by the members of the Company.

Sl No.	Description	Particulars		
1	Date of AGM	Tuesday - 29.09.2015		
2	Total No of shareholders as on the record date	17080		
	Shareholders	Present Person	Present through Proxy	Total
	Promoter and Promoter Group	6	1	7
	Public	305	1	306
	Total	311	2	313
4	No of Shareholders who attended the AGM through video conferencing	No video conferencing facility was provided		



ORDINARY BUSINESS:

Resolution No.	Particulars	Resolution required/Mode
1	Adoption of (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.	Ordinary/ Evoting and Poll
2	To appoint a Director in place of Mr. Sunil Sikka, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary/ Evoting and Poll
3	To appoint auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of 34 th Annual General Meeting and to fix their remuneration	Special / Evoting and Poll
SPECIAL BUSINESS		
4	To appoint Mrs. Sunita Baljee (DIN: 00080737) as a Director of the Company	Ordinary/ Evoting and Poll
5	To alter the term of office of Mr. R. V. S. Rao (DIN: 00061599) as an Independent Director.	Ordinary/ Evoting and Poll
6	To alter the term of office of Mr. Vijay K. Rekhi (DIN: 00191298) as an Independent Director.	Ordinary/ Evoting and Poll
7	To alter the term of office of Mr. K. Jairaj (DIN: 01875126) as an Independent Director.	Ordinary/ Evoting and Poll

The result of voting in prescribed format under Clause 35A is attached herewith.

Please note that we are also attaching the Scrutinizer's Report for your records.

Kindly take the information on record.

Yours faithfully,

For **Royal Orchid Hotels Limited**


Sudhir Anand
Company Secretary

Encl: a/a

ROYAL ORCHID HOTELS LIMITED

Annexure to Clause 35A – Date of AGM- 29/9/2015, Date of declaration of results – 30/9/2015, Total no of shareholders - 17080

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = $\frac{[(2)/(1)]}{*100}$	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6) = $\frac{[(4)]}{[(2)]} * 100$	% of Votes against on votes polled (7) = $\frac{[(5)]}{[(2)]} * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)

Resolution 1

Adoption of the audited financial statement and reports thereof the Financial year 2014-15.

Promoter and Promoter Group	19341351	19341351	100.00	19341351	0	0.00	0.00
Public - Institutional holders	2866475	2393868	83.51	2393868	0	100.00	0.00
Public -Others	5026139	121746	2.42	121450	296	99.76	0.24
Total (A)	27233965	21856965	80.26	21856669	296	100.00	0.00

Resolution 2

Reappointment of Mr. Sunil Sikka (DIN 00083032) as Director liable to retire by rotation.

Promoter and Promoter Group	19341351	19341351	100.00	19341351	0	0.00	0.00
Public - Institutional holders	2866475	2393868	83.51	0	2393868	0.00	100.00
Public -Others	5026139	121746	2.42	121320	426	99.65	0.35
Total (A)	27233965	21856965	80.26	19462671	2394294	89.05	10.95



ROYAL ORCHID HOTELS LIMITED

Annexure to Clause 35A – Date of AGM- 29/9/2015, Date of declaration of results – 30/9/2015, Total no of shareholders - 17080

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = $\frac{[(2)/(1)]}{*100}$	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6) = $\frac{[(4)]}{(2)]*100}$	% of Votes against on votes polled (7) = $\frac{[(5)]}{(2)]*100}$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)

Resolution 3

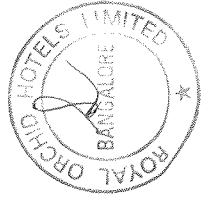
Appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Bangalore having Firm's Registration No: 117366W/W-100018 as the Auditors of the Company in place of the retiring Auditors M/s. Walker Chandiok & Co. LLP, Chartered Accountants, Bangalore, having registration LLP No. N500013 from the conclusion of this 29th Annual General Meeting till conclusion of the 34th Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting).

Promoter and Promoter Group	19341351	19341351	100.00	19341351	0	0.00	0.00
Public - Institutional holders	2866475	2393868	83.51	2393868	0	100.00	0.00
Public -Others	5026139	121746	2.42	121350	396	99.67	0.33
Total (A)	27233965	21856965	80.26	21856569	396	100.00	0.00

Resolution 4

Appointment of Mrs. Sunita Baljee (DIN 00080737) as Director under Sec. 161 .

Promoter and Promoter Group	19341351	19341351	100.00	19341351	0	0.00	0.00
Public - Institutional holders	2866475	2393868	83.51	2393868	0	100.00	0.00
Public -Others	5026139	121746	2.42	121320	426	99.65	0.35
Total (A)	27233965	21856965	80.26	21856539	426	100.00	0.00



ROYAL ORCHID HOTELS LIMITED

Annexure to Clause 35A – Date of AGM- 29/9/2015, Date of declaration of results – 30/9/2015, Total no of shareholders - 17080

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = $\frac{[(2)/(1)]}{*100}$	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6) = $\frac{[(4)]}{(2)]*100}$	% of Votes against on votes polled (7) = $\frac{[(5)]}{(2)]*100}$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)

Resolution 5

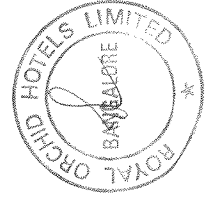
To alter the term of office of Mr. R.V.S. Rao (holding DIN 00061599), as an Independent Director, to hold office upto September 30, 2016.

Promoter and Promoter Group	19341351	19341351	100.00	19341351	0	0.00	0.00
Public - Institutional holders	2866475	2393868	83.51	0	2393868	0.00	100.00
Public -Others	5026139	121746	2.42	121318	428	99.65	0.35
Total (A)	27233965	21856965	80.26	19462669	2394296	89.05	10.95

Resolution 6

To alter the term of office of Mr. Vijay K Rekhi (holding DIN 00191298), as an Independent Director, to hold office upto September 30, 2016

Promoter and Promoter Group	19341351	19341351	100.00	19341351	0	0.00	0.00
Public - Institutional holders	2866475	2393868	83.51	2393868	0	100.00	0.00
Public -Others	5026139	121746	2.42	121318	428	99.65	0.35
Total (A)	27233965	21856965	80.26	21856537	428	100.00	0.00



ROYAL ORCHID HOTELS LIMITED

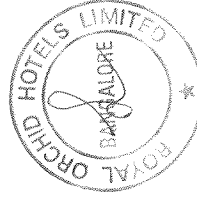
Annexure to Clause 35A – Date of AGM- 29/9/2015, Date of declaration of results – 30/9/2015, Total no of shareholders - 17080

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = $\frac{[(2)/(1)]}{*100}$	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6) = $\frac{[(4)]}{(2)] * 100}$	% of Votes against on votes polled (7) = $\frac{[(5)]}{(2)] * 100}$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)

Resolution 7

To alter the term of office of Mr. K. Jairaj (holding DIN 01875126), as an Independent Director, to hold office upto September 30, 2016.

Promoter and Promoter Group	19341351	19341351	100.00	19341351	0	0.00	0.00
Public - Institutional holders	2866475	2393868	83.51	2393868	0	100.00	0.00
Public -Others	5026139	121746	2.42	121318	428	99.65	0.35
Total (A)	27233965	21856965	80.26	21856537	428	100.00	0.00



G.SHANKER PRASAD ACS AICWA
PRACTISING COMPANY SECRETARY
#10, AG's Colony, Anandnagar, Bangalore – 560 024. Tel: 080 42146796
email : graplind@gmail.com / gsp@graplind.com

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

29th 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 29th 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

