



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 26, 2025

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 Scrutinizers' Report for the Remote E-Voting conducted at 39th Annual General Meeting (AGM) of the Company held on September 25, 2025.

We are enclosing herewith, the Scrutinizers' Report on Remote E-Voting conducted at 39th AGM of the Company, on September 25, 2025 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

Amit Jaiswal
Chief Financial Officer

Encl: As Above

Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman,
39th Annual General Meeting
ROYAL ORCHID HOTELS LIMITED
No -1, Golf Avenue, Adjoining KGA
Golf Course Airport Road, Bangalore560008

Dear Sir,

Sub: Consolidated Report of Scrutinizer on remote E-voting and electronic voting during the Annual General Meeting (AGM) pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 39th Annual General Meeting of Royal Orchid Hotels Limited held on Thursday, September 25, 2025, at 11.00 A.M.

I, Kiran Desai, Designated Partner of KDSH & Associates LLP, Practicing Company Secretaries had been appointed as the Scrutinizer by the Board of Directors of the Royal Orchid Hotels Limited pursuant to Section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to conduct the remote e voting and e-voting process in respect of the below mentioned resolution proposed at the 39th Annual General Meeting of the Royal Orchid Hotels Limited held on Thursday, September 25, 2025, at 11.00 A.M through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e voting prior to the AGM and voting at the AGM by electronic means.



The Votes were unblocked on September 25 2025 at 12:51 P.M (IST) in the presence of two witnesses viz., Mr. Achyutha L Kashyap having office at No.4328, 2nd Floor, Bhoomi Complex, Opp. Vivekananda Park,80 Feet Road, Next to 4th Phase, Girinagar, Bangalore-560085 and Ms. Dhanyashree S having office at No.4328, 2nd Floor, Bhoomi Complex, Opp. Vivekananda Park,80 Feet Road, Next to 4th Phase, Girinagar, Bangalore-560085.

The Notice dated August 13th 2025 along with statement setting out material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions proposed at the 39th Annual General Meeting of the members of the Company.

The shareholders of the Company holding shares as on the cut-off date of September 18th 2025, were entitled to vote on the resolutions as contained in the notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Monday September 22nd, 2025 (9:00 am) (IST) and ended on Wednesday, September 24th, 2025 (5:00 pm) (IST) and the e-voting module was blocked by CDSL thereafter.

The annual report, the notice of Annual General Meeting and the e-voting instructions slip were sent only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company/ depository participants / depositories pursuant to the Ministry of Corporate Affairs ("MCA") General Circular Nos 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 & subsequent circulars issued in this regard and the latest being 09/2024 dated 19th September 2024 and Securities Exchange Board of India ("SEBI") circular nos. SEBI / HO / CFD / CFD-PoD-2 / P / CIR / 2023 /167 dated October 7, 2023, SEBI / HO / CFD / CMD2 / CIR / P / 2022 / 62 dated May13, 2022, SEBI / HO / CFD / CMD2 / CIR / P / 2021 / 11, dated January 15, 2021 SEBI / HO / CFD / CMD1 / CIR / P / 2020 / 79 dated May 12, 2020 , SEBI / HO / CFD / PoD-2 / P / CIR / 2023 /4 dated January 5, 2023 and SEBI / HO / CFD / PoD-2/ P / CIR / 2024/133 dated October 3, 2024 ("The Circulars"), the companies are allowed to hold AGM through Video conference/ other audio visual means ("VC/OAVM") upto September 30, 2025 without physical presence of members.

The Company had also provided remote E-voting facility of CDSL to the shareholders present at the AGM through VC, who had not cast their votes earlier.

After the closure of the e-voting at the Annual General Meeting, the votes cast under remote e-voting facility and vote casted through e-voting during the AGM were unblocked in the presence of two witnesses who are not in the employment of the Company and then votes cast thereunder were counted.

I have scrutinized and reviewed the remote e-voting and vote casted through e-voting during the AGM, based on the download from the CDSL e-voting system.

34 shareholders participated through VC/OAVM.

My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.



I now submit my consolidated report as under on the result of the remote e-voting and vote casted through e-voting during the AGM in respect of the said resolutions.

Ordinary Business:

Resolution No.1:As an Ordinary Resolution- Adoption of Financial Statements and Reports of the Board of Directors and the Auditors thereon for the Financial Year ended March 31st 2025. (Standalone and Consolidated).

(i) Voting "in favour" of resolution

Number of Members	Number of Votes cast by them (Shares)	% of total number of valid votes cast
70	17590668	94.03

(ii) Voting "against" the resolution

Number of Members	Number of Votes cast by them (Shares)	% of total number of valid votes cast
38	1117776	5.97

(iii) Invalid Votes: NIL

Resolution No. 2: As an Ordinary Resolution: Todeclare Final Dividend of Rs 2.5/- per Equity Share for the Financial Year ended March 31, 2025.

(i) Resolution No. Voting "in favour" of resolution

Number of Members	Number of Votes cast by them (Shares)	% of total number of valid votes cast
71	18708310	100

(ii) Voting "against" the resolution

Number of Members	Number of Votes cast by them (Shares)	% of total number of valid votes cast
37	134	-

(iii) Invalid Votes: NIL



Resolution No. 3: As an Ordinary Resolution: To appoint a director in place Keshav Baljee (DIN:00344855), who retires by rotation and being eligible, offers himself for re-appointment.

(i) **Resolution No. Voting “in favour” of resolution**

Number of Members	Number of Votes cast by them (Shares)	% of total number of valid votes cast
70	18708332	100

(ii) **Voting “against” the resolution**

Number of Members	Number of Votes cast by them (Shares)	% of total number of valid votes cast
38	112	-

(iii) **Invalid Votes: NIL**

Resolution No. 4: As an Ordinary Resolution: Re-Appointment of M/s Walker Chandio& Co LLP as the Statutory Auditors of the Company for a second term of Five Years.

(i) **Resolution No. Voting “in favour” of resolution**

Number of Members	Number of Votes cast by them (Shares)	% of total number of valid votes cast
71	18706076	99.99

(ii) **Voting “against” the resolution**

Number of Members	Number of Votes cast by them (Shares)	% of total number of valid votes cast
37	2368	0.01

(iii) **Invalid Votes: NIL**



Special Business:

Resolution No. 5: As an Ordinary Resolution: Appointment of M/s. V. Sreedharan and Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company for one term of Five Years.

(i) **Resolution No. Voting “in favour” of resolution**

Number of Members	Number of Votes cast by them (Shares)	% of total number of valid votes cast
71	18706076	99.99

(ii) **Voting “against” the resolution**

Number of Members	Number of Votes cast by them (Shares)	% of total number of valid votes cast
37	2368	0.01

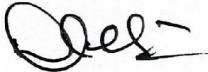
(iii) **Invalid Votes: NIL**

Since the votes cast in favour of the Resolutions exceeded the number of votes cast against the Resolutions by the requisite majority, all the Resolutions were considered duly passed.

The Scrutinizer’s register for e-voting, the electronic data, and other relevant records relating to the Annual General Meeting are under our safe custody and will be handed over to Dr. Ranabir Sanyal, Company Secretary & Compliance Officer.

Thanking You
Yours faithfully,

For KDSH & Associates LLP



Kiran Desai
Designated Partner

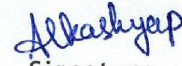
FCS: 10056 | CP No: 12924
UDIN: F010056G001342750
Peer Review Certificate Number: 2406/2022



Date: 25th September, 2025
Place: Bangalore

We the undersigned witnessed that the votes were unblocked from the e voting website of Central Depository Services (India) Limited (CDSL)(www.evotingindia.com)in our presence.

Mr. Achyuthal Kashyap
Address: No.4328, 2nd Floor, Bhoomi Complex,
Opp. Vivekananda Park,80 Feet Road,
Next to 4th Phase, Girinagar, Bangalore-560085


Signature

Ms. Dhanyashree S
Address: No.4328, 2nd Floor, Bhoomi Complex,
Opp. Vivekananda Park,80 Feet Road,
Next to 4th Phase, Girinagar, Bangalore-560085


Signature

For ROYAL ORCHID HOTELS LIMITED

Amit Jaiswal
Chief Financial Officer
(PAN:ADMPJ0732H)