



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: September 29, 2018

**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 32nd Annual General Meeting (AGM) of the Company held on September 28, 2018

We are enclosing herewith, the Consolidated Scrutinisers' Report on Remote E-Voting together with Poll (Ballot) conducted at 32nd AGM of the Company, on 28th September, 2018 at 05:00 P. M. at "Royal Orchid Resort", Allalasandra, 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**

RANABIR SANYAL
Digitally signed by RANABIR SANYAL
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o=Royal Orchid Hotels Ltd.,
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106d508a4d44c320843334a2023285f,
serialNumber=a170488d8a5b1cdd8f8c9038
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6, cn=RANABIR SANYAL,
Date: 2018.09.29 19:45:59 +05'30'

**RANABIR SANYAL
COMPANY SECRETARY & COMPLIANCE OFFICER**

Encl: As Above

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

Scrutinizer's Report

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

32nd Annual General Meeting of the Shareholders of M/s. Royal Orchid Hotels Limited held on Friday, the 28th Day of September, 2018 at Royal Orchid Resort, Allalsandra, Bellary Road, Yelahanka, Near Jakkur Flying Club, Bengaluru - 560 068.

Dear Sir,

I, G.Shanker Prasad, appointed as Scrutinizer vide Resolution No. 04 of the Board Meeting held on 27.07.2018 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 32nd Annual General Meeting of the Company held on 28th September, 2018 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. 21st September, 2018 were entitled to vote on the resolutions (Ordinary Business being Item Nos. 1, 2 and 3 and special business being Item Nos. 4 and 5) as set out in the Notice to the 32nd AGM of the Company.
- (ii) The e-voting period remained open from Tuesday, 25th September 2018 at 9:00 A.M. to Thursday, 27th September 2018, 5:00 P.M. Further, the company has opted the same electronic voting system as used during the remote e-voting and voting by poll for the members attending the meeting and who have not exercised their right to vote through remote e-voting.
- (iii) After the conclusion of the Annual General Meeting, the locked ballot box was opened in the presence of 2 witnesses namely Mr. Harish K and Mr. Madhavan P and poll papers were diligently scrutinized. The witnesses have signed below in confirmation of the box being opened in their presence.
- (iv) The votes casted by electronic means were unblocked on 28th September, 2018 in presence of 2 witnesses, Ms. Puja Bhattacharjee and Ms. Ankita Kumari who are not in the employment of the company. The witnesses have signed below in confirmation of the e-votes being unblocked in their presence.

Below is provided 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, 2018, 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, 2018, together with reports of the Auditors thereon.

Method of Voting	Voted in favour of the resolution (Shares)	Voted against the resolution (Shares)	Abstained/ Invalid (Shares)	Total
Remote E-voting	0	0	0	
Voting at general Meeting				
By Physical Voting	42 (17946858)	0	9(140076)	51
By Electronic Means	13 (1521184)	0	0	13
Total	55(19468042)	0	9(140076)	64(19608118)

Item No. 2:-

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

Method of Voting	Voted in favour of the resolution (Shares)	Voted against the resolution (Shares)	Abstained/ Invalid	Total
Remote E-voting	0	0	0	
Voting at general Meeting				
By Physical Voting	41 (1830)	0	9(17945104)	50
By Electronic Means	14 (1661184)	0	0	14
Total	55(1663014)	0	9(17945104)	64(19608118)

Item No. 3:-

To declare dividend of Rs. 1.50/- per equity share of Rs. 10/- each for the financial year ended 31st March, 2018:

Method of Voting	Voted in favour of the resolution (Shares)	Voted against the resolution (Shares)	Abstained/ Invalid	Total
Remote E-voting	0	0	0	
Voting at general Meeting				
By Physical Voting	44 (17946916)	0	6(18)	50
By Electronic Means	14 (1661184)	0	0	14
Total	58(19608100)	0	6(18)	64(19608118)

Item No. 4:-

To appoint Ms. Lilian Jessie Paul as an Independent Director of the Company.

Method of Voting	Voted in favour of the resolution (Shares)	Voted against the resolution (Shares)	Abstained/ Invalid	Total
Remote E-voting	0	0	0	0
Voting at general Meeting				
By Physical Voting	44 (17946916)	1(2)	6(18)	51
By Electronic Means	13 (1661182)	0	0	13
Total	57(19608098)	1(2)	6(18)	64(19608118)

Item No. 5:-

To modify the Royal Orchid Hotels Limited Employee Stock Option Plan of 2014

Method of Voting	Voted in favour of the resolution (Shares)	Voted against the resolution (Shares)	Abstained/ Invalid	Total
Remote E-voting	0	0	0	
Voting at general Meeting				
By Physical Voting	44 (17946916)	0	6(18)	50
By Electronic Means	12 (1660624)	2(560)	0	14
Total	56(19607540)	2(560)	6(18)	64(19608118)

All the above mentioned resolutions are passed with requisite majority.

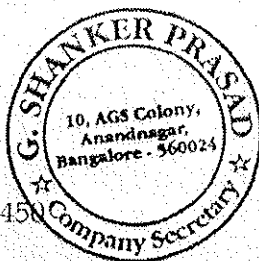
I am pleased to submit my report dated 29th September, 2018 for your appropriate action and doing needful in the matter.

Thanking You.

Yours faithfully,

G. Shanker Prasad
Scrutinizer

ACS No. 6357, C.P. No. 6458



Place: Bengaluru

Date: 29th September 2018

For ROYAL ORCHID HOTELS LIMITED

C. K. BALJEE
Managing Director