

G.SHANKER PRASAD ACS AICWA
PRACTISING COMPANY SECRETARY
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FORM No. MGT-13

Report of Scrutinizer(s)

[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

ROYAL ORCHID HOTELS LIMITED

No. 1, Golf Avenue, Adjoining KGA Golf Course,

Old Airport road,

Bangalore-560 008

Annual General Meeting of the Equity Shareholders of Royal Orchid Hotels Limited Held on September 29, 2014 at 11A.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 Annual General Meeting of the Equity Shareholders of Royal Orchid Hotels Limited, held on September 29, 2014 at 11A.M., submit our 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 boxes were subsequently opened in my and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/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:

(a) **Resolution Item No. 1** – To receive, consider and adopt

(a) The Audited Balance Sheet of the Company as on March 31, 2014 and Profit and Loss Account and Cash Flow Statement as on that date together with the reports of Board of Directors and the Auditors thereon

(b) The Consolidated Financial Statement of the Company for the Financial Year 2013-14.

(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	19347251	99.99
postal ballot	-	-	-
present and voting (in person or by proxy)	8	455	.002

(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	3	1663	.008
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	0	-
postal ballot	1	25

present and voting (in person or by proxy)	9	2394288
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(b) **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	17	19345250	99.97
postal ballot	-	-	-
present and voting (in person or by proxy)	8	205	.001

(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	5	3664	.018
postal ballot	-	-	-
present and voting (in person or by proxy)	1	250	.001

(iii) Invalid votes :

Number of members voted through		Number of votes cast by them
e-voting	-	-
postal ballot	1	25
present and voting (in person or by proxy)	9	2394288

person or by proxy)		
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(c) **Resolution Item No. 3** – To re-appoint M/s. Walker Chandiok & Co. LLP, (formerly M/s Walker Chandiok & Co.) Chartered Accountants, Bengaluru (LLP No. N500013), the retiring auditors, to hold office as Statutory Auditors of the Company from the conclusion of the Twenty Eighth Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors or any Committee thereof to fix their remuneration.

(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	19345226	99.97
postal ballot	-	-	-
present and voting (in person or by proxy)	8	205	.001

(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	3663	.018
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	1	25
present and voting (in person or by proxy)	9	2394288

(d) **Resolution Item No. 4** - To re-approve payment of remuneration of Mr. CK Baljee, Managing Director of the Company for the year 2014-15.

(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	19345251	99.97
postal ballot	-	-	-
present and voting (in person or by proxy)	6	380	.001

(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	3663	.018
postal ballot	-	-	-
present and voting (in person or by proxy)	3	105	.0005

(iii) Invalid votes :

Number of members voted through		Number of votes cast by them
e-voting	-	-
postal ballot	1	25

present and voting (in person or by proxy)	9	2394288
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(e) **Resolution Item No. 5** – To approve the re-appointment of Mr. C.K. Baljee as Managing Director of the Company and to approve the remuneration

(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	17	19345226	99.97
postal ballot	-	-	-
present and voting (in person or by proxy)	6	380	.001

(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	5	3688	.019
postal ballot	-	-	-
present and voting (in person or by proxy)	3	105	.0005

(iii) Invalid votes :

Number of members voted through		Number of votes cast by them
e-voting	-	-
postal ballot	1	25
present and voting (in person or by proxy)	9	2394288

person or by proxy)		
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(f) **Resolution Item No. 6** – To approve Employee Stock Option Scheme – 2014 (ESOP Scheme - 2014)

(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	17	19345225	99.97
postal ballot	-	-	-
present and voting (in person or by proxy)	8	205	.001

(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	5	3664	.018
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	1	25
present and voting (in person or by proxy)	9	2394288

5. A Compact Disc (CD) 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.

G. Shankar Prasad

Place: Bangalore
Date: 29/09/2014

Thanking you,
G. Shankar Prasad
Practicing Company Secretary
Bangalore
CP No. : 6450

