



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: 22.12.2025

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/Ma'am,

Sub: Submission of Scrutinizers' Report for the Remote E-Voting conducted through Postal Ballot of the Company

In continuation to our Intimations dated November 21, 2025, we are enclosing herewith, the Scrutinizers' Report on Remote E-Voting conducted through Postal Ballot Notice dated November 18, 2025.

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

RANABIR SANYAL
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: as above

**SCRUTINIZER'S REPORT**

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the
Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Royal Orchid Hotels Limited
No. 1, Golf Avenue, Adjoining KGA Golf Course,
HAL Airport Road, Kodihalli
Bengaluru-560008

Dear Sir,

1. The Board of Directors of the Company in the Board meeting held on November 12, 2025 appointed me as a Scrutinizer for scrutinizing the Postal Ballot through remote e-voting process.

I submit my report as under:

As per General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 September 22, 2025 in relation to "Clarification on passing of ordinary and special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), the Company has sent the Postal Ballot Notice dated November 18, 2025 on November 21, 2025 by email only to the members whose email ids were available with the Company / Registrar and Share Transfer Agent (RTA).

The Notice of Postal Ballot was sent to the members whose name(s) appeared on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on cut-off date i.e., Friday, November 14, 2025.

- 2.1 Particulars of votes cast through electronic means only have been entered in the register separately maintained for the purpose.
- 2.2 Since there was no voting by physical Postal Ballot form, the question of keeping them under my safe custody before commencing the scrutiny does not arise.
- 2.3 The votes cast through electronic means were unblocked on Monday, December 22, 2025, at 03:48 PM.
- 2.4 Votes cast through electronic means were scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company / list of beneficiaries as on Friday, November 14, 2025.
- 2.5 Votes cast through electronic means up to 5.00 PM on Sunday, December 21, 2025, being the last time and date fixed by the Company for voting through electronic means were considered for my scrutiny.
- 2.6 Since the voting on Postal Ballot process was conducted only through e-voting, reporting on number of envelopes containing Postal Ballot form received after due date and up to the date of this report does not arise.
- 2.7 Since the voting on Postal Ballot process was conducted only through e-voting, reporting on number of envelopes containing Postal Ballot forms returned undelivered also does not arise.
- 2.8 Since the voting on Postal Ballot process was conducted only through e-voting, reporting on finding of defaced or mutilated ballot paper too does not arise.

2. A summary of votes cast through electronic means is given in **Annexure-I**.
3. I have emailed all the e-registers and records relating to e-voting for the safe custody to the Company Secretary.
4. You may accordingly declare the result of e-voting done by the members of the Company on the resolution mentioned in the Postal Ballot Notice dated November 18, 2025.

Thanking you,

For **V SREEDHARAN & ASSOCIATES**

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BHEEMSEN
KULKARNI

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KULKARNI
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(Pradeep B Kulkarni)

Partner

FCS: 7260; CP No.7835

**Address: Plot No.293, #201,2nd Floor,
10th Main Road, 3rd Block,
Jayanagar-560011**

Place: Bengaluru

Date: December 22, 2025

UDIN: F007260G002656335

Peer Review Certificate No.5543/2024

Counter signed by:

Royal Orchid Hotels Limited

(Chander Kamal Baljee)

Managing Director

DIN: 00081844

Annexure I

Royal Orchid Hotels Limited
No. 1, Golf Avenue, Adjoining KGA Golf Course,
HAL Airport Road, Kodihalli Bengaluru-560008

Summary of votes cast through electronic means for the resolutions mentioned in the Postal
Ballot Notice dated November 18, 2025

**1. APPOINTMENT OF MR. RAKESH MEHTA (DIN: 00002676) AS AN INDEPENDENT
DIRECTOR**

Special Resolution

Particulars	E-Voting		% of total paid-up equity capital as on cut-off date (i.e.,18/11/2025) 2,74,25,215 Equity Shares
	No. of members voted through e-voting system	No. of votes cast through e-voting system. (Equity Shares of Re. 10/- each)	
(a) Total e-votes received.	98	1,87,88,829	68.51
(b) Less: Invalid e-votes (as per register) (No. of Shares including cases where less votes cast and abstained from voting)	Nil	Nil	Nil
(c) Net valid e-votes (as per register)	98	1,87,88,829	68.51
(d) e-votes with assent for the Resolution as a percentage of net valid e-votes	83	1,76,65,874	94.02
(e) e-votes with dissent for the Resolution as a percentage of net valid e-votes	15	11,22,955	5.98

2. APPOINTMENT OF MS. NITHYALAKSHMI SUBRAMANIAN (DIN: 11183504) AS AN INDEPENDNT WOMEN DIRECTOR

Special Resolution

Particulars	E-Voting		% of total paid-up equity capital as on cut-off date (i.e.,18/11/2025) 2,74,25,215 Equity Shares
	No. of members voted through e-voting system	No. of votes cast through e-voting system. (Equity Shares of Re. 10/- each)	
(d) Total e-votes received.	98	1,87,88,829	68.51
(e) Less: Invalid e-votes (as per register) (No. of Shares including cases where less votes cast and abstained from voting)	Nil	Nil	Nil
(f) Net valid e-votes (as per register)	98	1,87,88,829	68.51
(f) e-votes with assent for the Resolution as a percentage of net valid e-votes	84	1,76,66,171	94.02
(g) e-votes with dissent for the Resolution as a percentage of net valid e-votes	14	11,22,658	5.98

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