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 28, 2026

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 40th Annual General Meeting (AGM) of the Company held on September 26, 2026.

We are enclosing herewith, the Scrutinizers' Report on Remote E-Voting conducted at 40th AGM of the Company, on September 26, 2026 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

Padmini V Krupanidhi

Digitally signed by Padmini V Krupanidhi
Date: 2026.09.28 15:19:12 +05'30'

Padmini V Krupanidhi
Company Secretary & Compliance Officer
M. No. A52709

Encl: As Above

V SREEDHARAN AND ASSOCIATES
Company Secretaries
Plot No. 293, # 201, 2nd Floor, 10th Main Road,
3rd Block, Jayanagar, Bengaluru - 560 011
+ 91 80 49594533 compliance@sreedharancs.com

Form No. MGT-13

REPORT OF SCRUTINIZER

[Pursuant to section 108 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairperson of the 40th (Fortieth) Annual General Meeting (AGM) of the Members of **"Royal Orchid Hotels Limited"** held on Saturday, September 26, 2026, at 4:30 P.M.

Sir,

I, Pradeep B Kulkarni, Partner of V Sreedharan and Associates, Company Secretaries, Bengaluru was appointed as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in compliance with the General circulars issued by the Ministry of Corporate Affairs ('MCA') and by the Securities Exchange Board of India ('SEBI') for the purpose of:

(i) Scrutinizing the remote e-voting process and

(ii) Scrutinizing the voting done through electronic voting system (**"Instapoll"**) at the AGM.

Both the above-mentioned voting is done under the provisions of the Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

V.Sreedharan & Associates Company Secretaries

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of AGM and voting by electronic means for the resolutions contained in the Notice of the Fortieth Annual General Meeting dated September 04, 2026. My responsibility as a Scrutinizer for the voting process is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" and/ or "against" the resolution stated in the Notice of the AGM, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the Agency Authorized under the Rules and engaged by the Company to provide remote e-voting facilities.

I submit our report as under:

1. The remote E-Voting period remained open from Wednesday, September 23, 2026 from 9.00 a.m. (IST) and will end on Friday, September 25, 2026, at 5.00 p.m. (IST)

2. The Annual Report, the Notice of Annual General Meeting and the remote 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 Participant(s) / Depositories pursuant to General Circular Nos. 14/2020 dated April 8, 2020, and 20/2020 dated May 05, 2020, and 09/2024 dated September 19, 2024 and latest being 03/2025 dated September 22, 2025, issued by Ministry of Corporate Affairs (Collectively referred to as "Circulars") read with Regulation 36(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. The voting rights were reckoned as on Saturday, September 19, 2026 being the Cut-off date for the purpose of deciding the entitlements of Members at the remote e-voting.

V.Sreedharan & Associates Company Secretaries

4. After the conclusion of the Annual General Meeting, the votes cast through e-voting were unblocked on September 26, 2026 at 5.36 pm. (IST)

5. After declaration of voting by the Chairman, the Shareholders present at the AGM through VC voted through e-voting facility provided by CDSL.

6. As per the information given by the Company/ RTA, the names of the Shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those Members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.

7. Based on the data provided by CDSL e-voting system i.e., remote e-voting and e-voting at the AGM the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

V.Sreedharan & Associates
Company Secretaries

a) **RESOLUTION No.1:**

a. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.

b. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Report of the Auditors thereon - **Ordinary Resolution**

(i) Voted **in favour** of Resolution:

Particulars	**Remote E-voting**	**E-Voting at the AGM (Instapoll)**	**Total**
Number of Members voted	64	0	64
Number of votes cast by them	1,76,51,801	0	1,76,51,801
% of Total Number of valid votes cast	93.67	0	93.67

(ii) Voted **against** the resolution:

Particulars	**Remote E-voting**	**E-Voting at the AGM (Instapoll)**	**Total**
Number of Members voted	13	0	13
Number of votes cast by them	11,93,633	0	11,93,633
% of Total Number of valid votes cast	6.33	0	6.33

(iii) **Invalid** Votes - **Nil**

b) RESOLUTION No. 2:

To declare Final Dividend of Rs 2.5/- per Equity Share for the Financial Year ended March 31, 2026 - **Ordinary Resolution**

(i) Voted **in favour** of Resolution:

Particulars	**Remote E-voting**	**E-Voting at the AGM (Instapoll)**	**Total**
Number of Members voted	66	0	66
Number of votes cast by them	1,88,45,396	0	1,88,45,396
% of Total Number of valid votes cast	100	0	100

(ii) Voted **against** the resolution:

Particulars	**Remote E-voting**	**E-Voting at the AGM (Instapoll)**	**Total**
Number of Members voted	11	0	11
Number of votes cast by them	38	0	38
% of Total Number of valid votes cast	0	0	0

(iii) **Invalid** Votes - Nil

V.Sreedharan & Associates Company Secretaries

c) **RESOLUTION No.3:**

To appoint a director in place of Mrs. Sunita Baljee (DIN: 00080737), who retires by rotation and being eligible, offers herself for re-appointment - **Ordinary Resolution**

(i) Voted **in favour** of Resolution:

Particulars	**Remote E-voting**	**E-Voting at the AGM (Instapoll)**	**Total**
Number of Members voted	65	0	65
Number of votes cast by them	1,76,51,816	0	1,76,51,816
% of total number of valid votes cast	93.67	0	93.67

(ii) Voted **against** the resolution:

Particulars	**Remote E-voting**	**E-Voting at the AGM (Instapoll)**	**Total**
Number of Members voted	12	0	12
Number of votes cast by them	11,93,618	0	11,93,618
% of total number of valid votes cast	6.33	0	6.33

(iii) **Invalid** Votes - **Nil**

V.Sreedharan & Associates Company Secretaries

d) RESOLUTION No.4:

To re appoint Mr. Venkata Ramana Murthy Pinisetti (DIN - 03483544) as an Independent Director of the Company for a second Term – **Special Resolution**

(i) Voted in favour of Resolution:

Particulars	**Remote E-voting**	**E-Voting at the AGM (Instapoll)**	**Total**
Number of Members voted	63	0	63
Number of votes cast by them	1,76,51,799	0	1,76,51,799
% of total number of valid votes cast	93.67	0	93.67

(ii) Voted **against** the resolution:

Particulars	**Remote E-voting**	**E-Voting at the AGM (Instapoll)**	**Total**
Number of Members voted	14	0	14
Number of votes cast by them	11,93,635	0	11,93,635
% of total number of valid votes cast	6.33	0	6.33

(iii) **Invalid** Votes - **Nil**

V.Sreedharan & Associates Company Secretaries

11. A list of Equity Shareholders who voted "FOR", "AGAINST" the resolutions (Both through Remote E-voting and E-voting at the AGM) has been handed over to the Company Secretary.

12. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves, and signs the Minutes of the aforesaid Annual General Meeting.

Thanking You,

Yours faithfully

For **V Sreedharan & Associates**

V.Sreedharan & Associates
Company Secretaries

(Pradeep B Kulkarni)
Partner
FCS. 7260; CP No. 7835
Date: September 28, 2026
Place: Bengaluru
UDIN: F007260H001627153
Peer Review Certificate no.: 5543/ 2024

For Royal Orchid Hotels Limited

Padmini V Krupanidhi
Digitally signed by Padmini V Krupanidhi
Date: 2026.09.28 15:19:36 +05'30'

Padmini V Krupanidhi
Company Secretary & Compliance Officer
M. No. A52709