



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: February 24, 2023

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: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) - Postal Ballot Notice

In continuation to our intimation dated February 13, 2023 and pursuant to the approval of Board based on the recommendation of Nomination and Remuneration Committee on February 13, 2022 the following calendar of events for Postal Ballot for seeking member's approvals on the Appointment of Ms. Leena S Pirgal (DIN: 10042575) as an Independent who was appointed as an Additional Director (Independent) w.e.f February 13, 2023 and Increase in Managerial Remuneration of Managing Director i.e. Mr. Chander K. Baljee (DIN: 00081844):

Sr. No.	Particulars of Events	Day / Date / Time
1	Cut-off date for ascertaining the list of shareholders to whom the Notice of Postal ballot will be sent / dispatched and also for reckoning voting rights	Friday, 10 th February, 2023
2	Date of completion of dispatch of Notice of Postal Ballot along with Postal Ballot Form	Friday, 24 th February, 2023
3	Date of publication of advertisement in newspaper	Saturday, 25 th February, 2023
4	Date of commencement of e-voting	Saturday, 25 th February, 2023 (9.00 am IST)
5	Last date for e-voting	Monday, 27 th March, 2023 (5.00 pm IST)



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6	Date on which resolution will be deemed to be passed on approval by requisite majority (last date of receipt of postal ballot form)	Monday, 27 th March, 2023
7	Submission of Report by Scrutinizer	On or before, Tuesday, 28 th March, 2023
8	Date of declaration of result of voting and intimation of result to the Stock Exchange by Company	On or before, Wednesday, 29 th March, 2023

In accordance with circulars issued by Ministry of Corporate Affairs, from time to time, the postal ballot notice is being sent only in electronic form to Members whose email addresses are registered with their depository participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding) and whose names are recorded in the Register of Members/List of Beneficial Owners as on Friday, 10th February, 2023.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to its members. Copy of Postal Ballot Notice is enclosed herewith and same is also available on the Company's website www.royalorchidhotels.com.

For **ROYAL ORCHID HOTELS LIMITED**

RANABIR SANYAL
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: as above



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Postal Ballot Notice

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

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April, 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 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 8, 2021 and 3/2022 dated May 5, 2022, Circular no. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below are proposed to be passed by the members of the Company (as on the Cut-off Date) ("Members"), through postal ballot (the "Postal Ballot") only by way of remote e-voting ("e-voting") process and the notice would be circulated via email only. An Explanatory Statements pertaining to the said resolutions setting out the material facts and the reasons thereof form part of this Postal Ballot notice (the "Postal Ballot Notice").

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. In compliance with the MCA Circulars, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / depository participant(s).

The Board of Directors of the Company has appointed Mr. G. Shanker Prasad (Membership No. ACS 6357, C.P No. 6450), Company Secretary in Wholetime Practice, as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot including e-voting process in a fair and transparent manner.

The Company has engaged the services of Central Depository Services (India) Limited, ("CDSL") as its agency for providing voting facility to the Members of the Company. The period of voting through Postal Ballot and e-voting shall commence on Saturday, 25th February, 2023 at 9.00 a.m. (IST) and end on Monday, 27th March, 2023 at 5.00 p.m. (IST). The e-voting module shall be disabled for voting thereafter.

The Scrutinizer will submit his report to the Chairman or to any other person authorized by him, after completion of scrutiny of the Postal Ballot including e-voting. The results of the Postal Ballot shall be declared on or before Wednesday, 29th March, 2023 by 5.00 p.m. at the Registered Office of the Company. The said results along with Scrutinizer Report will be displayed at the Registered Office as well as the Corporate Office of the Company and will also be communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited



("NSE") where the shares of the Company are listed. A copy of the results will also be forwarded to CDSL for displaying the same on its website, www.evotingindia.com and will also be displayed on the Company's website, www.royalorchidhotels.com

SPECIAL BUSINESS(S):

1. APPOINTMENT OF MS. LEENA S PIRGAL (DIN 10042575) AS A WOMAN INDEPENDENT DIRECTOR

To consider and if thought fit, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the SEBI Listing Regulations, as amended (including any statutory modification(s) or enactment(s) thereof for the time being in force), Ms. Leena S Piralgal (DIN 10042575), who was appointed as an Additional Director in the capacity of Woman Independent Director of the Company by the Board of Directors effective 13th February, 2023, be and is hereby appointed as an Independent Director of the Company for a period of 1 (One) year with effect from 13th February 2023, not liable to retire by rotation as per the terms given in the explanatory statement;

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

2. INCREASE IN MANAGERIAL REMUNERATION OF MANAGING DIRECTOR i.e. MR. CHANDER K. BALJEE (DIN: 00081844)

To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 (including statutory amendments or re-enactments thereof for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other rules, laws, regulations, guidelines or notifications as may be applicable and in supersession of all earlier resolutions passed in this regard and as per the Memorandum and Articles of Association of the Company, the recommendation of the Nomination and Remuneration Committee dated 13th of February 2023, and subject to such other approvals as may be necessary, approval of the Members be and are hereby accorded for payment of remuneration to Mr. Chander K. Baljee (DIN 00081844), Managing Director, as set out in the Explanatory Statement, for the period from 01st April, 2023 to March 31, 2025, notwithstanding that such remuneration may exceed 5% (five percent) Per Annum being the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies



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Act, 2013.

RESOLVED FURTHER THAT the remuneration details as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and all other existing terms and conditions related to remuneration of Mr. Chander K. Baljee shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorised to vary and / or revise the remuneration of Mr. Chander K. Baljee within limits permissible under the Act and do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto”.

By Order of Board of Directors
Royal Orchid Hotels Limited

Date: 24.02.2023
Place: Bangalore

Ranabir Sanyal
Company Secretary and Compliance Officer

NOTES:

1. The Explanatory Statement pursuant to Section 102, 110 and other applicable provisions of the Companies Act 2013 (the “Act”) read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto. All documents referred to in this Postal Ballot Notice shall be available for inspection without any fees by the Members. Members seeking to inspect the same can send an email to investors@royalorchidhotels.com.
2. The Board of Directors has appointed Mr. G. Shanker Prasad (Membership No. ACS 6357, C.P No. 6450) as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) as the agency to provide e-voting facility enabling the members to cast their votes electronically in a secure manner.
3. In conformity with the prevailing regulatory requirements, the Postal Ballot notice is being sent only through electronic mode to those members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on **Friday, 10th February, 2023 (“Cut-off date”)** and who have registered their e-mail addresses with the Company or with the Depositories.
4. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the “Cut-off date”. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut- off date will be entitled to



cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. This Notice is also available on the Company’s website www.royalorchidhotels.com and also on the website of Stock Exchange i.e. www.bseindia.com and on the website of CDSL at www.evotingindia.com.

- 5. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice. The Scrutinizer will submit the results of the remote e-voting along with his report to the Chairman of the Company or any person authorized by the Board upon completion of the scrutiny of the votes cast through remote e-voting. **The results of the Postal Ballot will be announced on or before 5.00 P.M. on Wednesday, March 29, 2023.** The said results along with the Scrutinizer’s Report would be uploaded on the website of the Company www.royalorchidhotels.com and also would be communicated to the Stock Exchange at www.bseindia.com and Central Depository Services (India) Limited (“CDSL”) at www.evotingindia.com.
- 6. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last day of voting i.e. **Monday, March 27, 2023.**
- 7. The instructions for Shareholders for remote e-voting are as under:
 - i) **The remote e-voting period commences from 09:00 A.M. on Saturday, February 25, 2023 and ends at 5:00 P.M. on Monday, March 27, 2023.** During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-Off Date of Friday, February 10, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter. Once the vote on the resolution is cast by member, he/she shall not be allowed to change it subsequently or cast the vote again.
 - ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Pursuant to aforesaid SEBI Circular, login method for remote e-voting for Individual shareholders holding securities in demat mode with CDSL/ NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon & select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e- Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking



	<p>the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>Additionally, there is also links provided to access the system of all e- Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com homepage or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a</p>



	Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e- Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e- Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

iii) Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800225533.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

iv) Login method for remote e-Voting for physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:



For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- v) After entering these details appropriately, click on "SUBMIT" tab.
- vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii) Click on the EVSN "ROYAL ORCHID HOTEL LIMITED".
- ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xv) Additional Facility for Non- Individual Shareholders and Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA)



which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; www.royalorchidhotels.com, if they have voted from individual tab & not uploaded same in the CDSL e- voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to <https://www.royalorchidhotels.com/investors>.
2. For Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding remote e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manger, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai- 400 013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800225533.

By Order of Board of Directors
Royal Orchid Hotels Limited

Date: 24.02.2023
Place: Bangalore

Ranabir Sanyal
Company Secretary and Compliance Officer



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

Regarding Item No 1:

The Board of Directors of the Company had appointed Ms. Leena S Pirgal (DIN 10042575), based on the recommendations of the Nomination and Remuneration Committee, as an Additional Director of the Company, for a period of 1 (One) year with effect from February 13, 2023. Subject to the approval of the Members, Ms. Leena S Pirgal was appointed as a Woman Independent Director for a period commencing from February 13, 2023, upto February 12, 2024, not liable to retire by rotation. In terms of Section 161(1) of the Act, Ms. Leena S Pirgal, being an Additional Director, holds office subject to the approval of shareholders under Section 161(1) of the Companies Act, 2013 ('the Act') and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and is eligible for appointment as an Independent Director.

The Company has received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) and all applicable provisions of the Act and Rules framed thereunder and Regulation 16(1)(b) and all applicable provisions of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. In the opinion of the Board, she fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as a Woman Independent Director and is independent of the management of the Company.

The Board, based on the recommendation of Nomination and Remuneration Committee, considers that given her skills, integrity, expertise and experience, the association of Ms. Leena S Pirgal would be beneficial to the Company and it is desirable to avail his services as a Woman Independent Director.

Further details as required under SEBI Listing Regulations and Secretarial Standard-2 for General Meetings are provided in Annexure to this Notice. The terms and conditions of appointment of Ms. Leena S Pirgal as a Woman Independent Director i.e appointment letter is available at the website of the Company at <https://www.royalorchidhotels.com/investors> and would also be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at investors@royalorchidhotels.com. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Ms. Leena S Pirgal as a Woman Independent Director is being placed before the Members for approval.

Accordingly, the Board recommends the Special Resolution as set out in the accompanying Notice in relation to appointment of Ms. Leena S Pirgal as a Woman Independent Director, for a period commencing from February 13, 2023, upto February 12, 2024, for approval of the Members.



Except Ms. Leena S Pirgal, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the Resolution set out in the Notice. Ms. Leena S Pirgal is not related to any other Director or Key Managerial Personnel of the Company.

Annexure-A
Details of Director seeking Appointment

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meetings)

Name of the Director	Ms. Leena S Pirgal (DIN 10042575)
Date of Birth and Age	12th August, 1982; 40 years
Nationality	Indian
Date of first appointment on the Board of Directors of the Company	February 13, 2023
Qualifications	Bachelors in Fine Arts (Advertising). Professional Certification in Marketing and Communication, certified by University of Oklahoma. USA
Experience (including nature of expertise in specific functional areas)/ Brief Resume	<p>Ms. Leena S Pirgal is holding Diploma in Marketing & Communication certified by The University of Oklahoma</p> <p>An accomplished Marketing & Communications expert and comes with 15 years of professional career is spread across Traditional Advertising, Strategy, Social/Digital Media, Content Marketing and Technology Solutions.</p> <p>Currently, Ms. Pirgal is a strategic consultant as Business Director of Metropol9, which is marketing communications agency, from October 2022 to till date. She recently supervised the campaign for Infosys's partnership with Australian Open to bring alive their brand promise. (Infosys collaborates with Australian Open as Digital Innovation Partners)</p> <p>As Business Director at Rephrase.ai, a company that builds generative AI tools to build customized video content, she was part of industry-first and award-winning advertising campaigns for brands like Cadbury's and GoDigit.</p>



	<p>Ms. Leena was a Senior Territory Head (South) at Zee Enterprises leading content integration and brand solutions, as part of the Network's overall business development.</p> <p>She was the Operations Head at the Digital outfit at WYP Brand Solutions Private Limited.</p> <p>She has also had tenures with Happy McGarry Bowen, Lowe Lintas as brand custodian on Britannia, 3M, hike Messenger, Tata Tea Beverages and Flipkart in carrying out note-worthy campaigns.</p> <p>Ms. Leena garnered valuable experience in the B2B communications vertical while working with Saatchi & Saatchi, on businesses like Madura Coats, Leela Palace hotels, TNT Logistics, and Bosch India.</p>
Number of shares held in the Company	Nil
List of directorships held in other companies	Nil
Chairman/Member of the Committees of the Boards of the Companies in which he is Director	Member of Nomination & Remuneration Committee, Audit Committee and Stakeholders' Relationship Committee of the Royal Orchid Hotels Limited.
Listed entities from which the person has resigned in the past three years	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
Number of meetings of the Board attended during the year 2022-2023	1 Board meetings as Appointed on February 13, 2023
Number of ESOPs granted	Nil
Terms and conditions of Appointment	As mentioned in the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to this Notice.
Details of Remuneration sought to be paid	Sitting Fees as may be decided by the Board from time to time and such amounts pursuant to the approval of Shareholders at 30 th Annual General Meeting of the Company held on September 29, 2016 whose details are available at the website of the



	Company i.e. https://www.royalorchidhotels.com/investors
Remuneration last drawn (including sitting fees, if any)	Sitting fee of Rs. 55000 for the Board Meeting held on 13.02.2023.

Regarding Item No 2:

Mr. Chander K. Baljee was re-appointed by the shareholders as Managing Director for the period April 01, 2020 to March 31, 2025 via special resolution passed through postal ballot on March 25, 2020. Mr. Chander K. Baljee's remuneration was approved for the period April 01, 2020 to March 31, 2023.

The details of remuneration approved for payment of Mr. Chander K. Baljee during the previous 5 years is as follows:

Particulars	Financial Year	Amount in Rupees
Salary	01.04.2018 - 31.03.2019	Rs. 20,12,815 per month, Rs. 2,41,53,777 p.a.
	01.04.2019 - 31.03.2023	Rs. 23,14,737 per month, Rs. 2,77,76,844 p.a.
Note- The below mentioned perquisites and other benefits are common for the whole period of 5 years from 01.04.2018 till 31.03.2023.		
Perquisites & Allowances		
Leave Encashment		Upto 2 months' salary
Reimbursement of Entertainment Expense for business purpose		10,000/-
Leave Travel Concession		Upto 2 months' salary
Gratuity		Half months' salary for each completed year of service

Comparative with Revival Companies:

The details comparison of Remuneration is being paid by the Revival Companies as given below in table including Royal Orchid Hotels Limited:

S. No.	Company Name	Remuneration (Rs. in Lac)	
		*FY 2021-2022	**01.04.2022 to 31.12.2022
1.	Royal Orchid Hotels Limited	***277.76	208.32
2.	Indian Hotels Company Limited	807.69	1332
3.	Mahindra Holidays & Resorts India Limited	746.29	653.38
4.	Taj GVKs Hotels & Resorts Limited	388.84	339.66
		344.22	300.68



NOTE:

*Sources: From Annual Report of the respective Companies uploaded & available at Stock Exchanges websites and companies website; which may be based on payout and may not written contain perks not filled in the RPT Disclosure.

**The respective remuneration disclosed by the Companies under RPT Disclosures under Section 23(9) for a period of Half year and 6 Months. We have written for 9 months on pro rata basics therefore it's not full and final amount but rough estimated amount for comparison.

*** Mr. C K Baljee had taken remuneration of 208.33 (Rs. In Lac) as salary cut due to Covid Crisis but we have taken as gross figure which he was entitled for Comparison.

Members in Thirty Sixth Annual General Meeting of the Company held on Tuesday, the 27th Day of September, 2022 had approved to pay the same remuneration for the period April 01, 2023 to March 31, 2025. Taking into account that Mr. Chander K. Baljee is being paid same remuneration as the Managing Director w.e.f 01.04.2019 and now that the company is performing extremely well. The Nomination and Remuneration Committee at its meeting discussed in details and approved and recommended to the board and same has been approved by the board on the meeting held on February 13, 2023, as given in the below table, Subject to approval of Shareholders:

Particulars	Financial Year	Amount in Rupees
Salary	01.04.2023 - 31.03.2025	Rs. 30,09,158 Per Month, i.e. Rs. 3,61,09,897 Per Annum Plus one percent commission of the net profit of the Company.
Note- The below mentioned prerequisites and other benefits are common for the whole period of 2 years from 01.04.2023 till 31.03.2025.		
Perquisites & Allowances		
Leave Encashment		Upto 2 months' salary
Reimbursement of Entertainment Expense for business purpose		10,000/-
Leave Travel Concession		Upto 2 months' salary
Gratuity		Half months' salary for each completed year of service

No Directors and Key Managerial Personnel of the Company are concerned or interested, financial or otherwise other than Mr. Chander K. Baljee (along with his respective relatives i.e. Mr. Sunil Sikka (Brother-In-law) and Mr. Keshav Baljee (Son), who is interested in or concerned in the aforesaid Resolution.

Your Directors recommend the Resolution set out in Item No. 2 as a Special Resolution for your approval.

Statement containing additional information as required in Schedule V of the Companies Act, 2013



General Information:

1.	Nature of industry	Hospitality Industry
2.	Date or expected date of commencement of commercial production	February 3, 1986
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
4.	Financial performance based on given indicators	Details are given under the heading financial performance of Directors report of Annual Report circulated and available on the website of the Company at www.royalorchidhotels.com . Further quarterly results are also available on the aforesaid website.
5.	Foreign Investments or collaborations, if any	The Company has invested in one subsidiary abroad whose details are available in the aforesaid annual report.

Information about the Managing Director:

1.	Background details	An MBA from IIM, Ahmedabad, Mr. Chander K. Baljee is the Founder and Managing Director of Royal Orchid Hotels Limited. He has almost five decades of experience in hospitality industry.
2.	Past Remuneration	Given above in table.
3.	Recognition or awards	Mr. Chander K. Baljee has been featured in the IIM Ahmedabad book "Stay Hungry Stay Foolish" which chronicles the rise of 25 entrepreneurs. He is an active member of the All India Management Association, the Greater Mysore Chamber of Commerce and Industry, and the Confederation of Indian Industry. He is a certified Hotel Administrator from American Hotel and Lodging Association (AH & LA). Mr. Chander K. Baljee was facilitated as the "Hero of Bengaluru" at Bengaluru Management Association's 61st Anniversary Awards 2014 where Royal Orchid Hotels was recognized as one of the strongest pillars of Bengaluru's Business World and Mr Chander K. Baljee was inducted into the Hotelier India's HALL OF FAME in 2021.
4.	Job profile and his suitability	The position of Managing Director of a Company is entrusted with substantial powers of management having total control on general conduct and management of the business affairs of the Company. Mr. Chander K. Baljee being an MBA from IIM, Ahmadabad, and is the Founder & Managing Director



		of the Company from its inception. Moreover, he possesses over three decades of experience in hospitality industry.
5.	Remuneration Proposed	The said remuneration is comparable with respect to industry, size of the Company, profile of the Position and person.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	NA
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	NA

Other Information:

1	Reasons of loss or inadequate profits	In case of any Pandemic like COVID, Company may not have adequate profit.
2.	Steps taken or proposed to be taken for improvement	The Company has taken significant steps to reduce costs in line with the projected sales given the COVID impact. During, First half year of Financial Year 2022-23 showed considerable recovery in demand and business results.
3.	Expected increase in productivity and profits in measurable terms	The overall productivity and profits are expected to increase as per the business outlook provided in the Management Discussion and Analysis Report of the Annual Report circulated and Investor Presentations which are available on the Website of the Company at www.royalorchidhotels.com .

Registered Office:
NO -1, Golf Avenue, Adjoining KGA Golf Course
Airport Road Bangalore
KA 560008 IN
E-mail: investors@royalorchidhotels.com
CIN: L55101KA1986PLC007392
Website: www.royalorchidhotels.com

By Order of the Board of Directors
Royal Orchid Hotels Limited

Ranabir Sanyal
Company Secretary & Compliance Officer

Date: 24.02.2023
Place: Bangalore



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
CIN: L55101KA1986PLC007392
E: investors@royalorchidhotels.com

E-COMMUNICATION REGISTRATION FORM

(Only for members holding shares in physical form)

Date:

To,
Integrated Registry Management Services Private Limited
No. 30, Ramana Residency, 4th Cross, Sampige Road
Malleswaram, Bangalore - 560003

UNIT – ROYAL ORCHID HOTELS LIMITED

Dear Sir,

Sub: Registration of E-mail ID for serving of Notices / Annual Reports through electronic mode by Company We hereby register our E-mail ID for the purpose of receiving the notices, Annual Reports and other documents / information in electronic mode to be sent by the Company

Folio No.:
E-mail ID:
Name of the First / Sole Shareholder:
Signature

Note: Shareholder(s) are requested to notify the Company as and when there is any change in the e-mail address