



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: May 17, 2024

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

Pursuant to Schedule III, read with, the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we attach herewith a copy of the Postal Ballot Notice dated May 16, 2024, along with the Explanatory Statement (**Enclosed as Annexure- 1**) being despatched today i.e. May 17, 2024, for seeking the approval of the members on the Special Business as contained in the Postal Ballot Notice.

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 May, 2024.

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

The calendar of events for the Postal Ballot is enclosed as **Annexure 2**.

You are requested to take note of the above.

Yours faithfully,
For **ROYAL ORCHID HOTELS LIMITED**

**RANABIR SANYAL
COMPANY SECRETARY & COMPLIANCE OFFICER**

Encl: as above



ROYAL ORCHID HOTELS LTD

Annexure-1

Regd. Office:
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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, 3/2022 dated May 5, 2022, Circular no. 11/2022 dated December 28, 2022 and General Circular no. 09/2023 dated September 25, 2023 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 ("**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 e-voting facility to the Members of the Company. The period of voting through Postal Ballot and e-voting shall commence on **Saturday, 18th May, 2024 at 9.00 a.m. (IST)** and end on **Sunday, 16th June, 2024 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 /any Independent Director authorized by the Board, after completion of scrutiny of the Postal Ballot including e-voting. The results of the Postal Ballot shall be declared on or before **Tuesday, 18th June, 2024 by 5.00 p.m.** at the Registered Office of the Company. The said results along with Scrutinizer Report will be



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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:

1. APPOINTMENT OF MR. ARJUN BALJEE AS THE PRESIDENT AND HOLDING OFFICE/ PLACE OF PROFIT AT REMUNERATION OF RS. 5 LAKH PER MONTH

To reconsider and if thought fit, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) & Section 188(3) of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and applicable regulations, if any, under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time and applicable clauses of the Articles of Association of the Company and pursuant to recommendation of Audit Committee and Nomination & Remuneration Committee and the Board in their meetings held on Tuesday, 30th April, 2024, The consent of Members be and is hereby accorded for the appointment of Mr. Arjun Baljee as President and holding office/ place of profit at a remuneration of Rs. 5 Lacs per month, with effect from Tuesday, 19th March, 2024, pursuant to the terms and conditions given in the Explanatory Statement annexed to this Notice."

"RESOLVED FURTHER THAT the Board or any Committee thereof or any person(s) authorised by the Board be and is/are hereby authorised 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."

**By Order of Board of Directors
Royal Orchid Hotels Limited**

**Date: 16.05.2024
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 May, 2024 ("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 Tuesday, 18th June, 2024.** 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. **Sunday, 16th June, 2024.**
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, 18th May, 2024 and ends at 5:00 P.M. on Sunday, 16nd June, 2024.** 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, 10th May, 2024** 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	<p>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.</p> <p>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 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/IdeasDirectReq.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 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

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 at the email address viz; gsp@graplind.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 irg@integratedindia.in.
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.



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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: 16.05.2024

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:

There was a crucial question by the Investor community to Mr. Chander Baljee (Promoter, Chairman and Managing Director) about his succession planning. Also it is important to note that Royal Orchid is operating 106 Hotels and 24 Hotels are in pipeline to open and the group is growing very fast. Hence, Royal Orchid is increasing its band width with more leaders in its top management and because of that Mr. Philip Logan was hired in last June as COO. The appointment of Mr. Arjun Baljee is towards the same goal.

Mr. Arjun Baljee's appointment as President is pursuant to the succession planning of Mr. C.K. Baljee, Promoter, Chairman and Managing Director.

As President of Royal Orchid Hotels Limited, Mr. Arjun Baljee will be responsible for new projects, brand and implementation of the vision forward for the company's growth. He is personally looking after all major hotel projects including Mumbai Masa Hotel, which is one of the biggest Hotel project consisting of 300 Rooms, 2 Minutes away from Mumbai Airport and on operation it will give a major contribution to the company's Revenue. A person in senior management with expertise like Mr. Arjun Baljee is very much required for smooth and timely completion of projects.

Mr. Arjun Baljee is a hospitality, real estate, and tech start up professional with over 20 years of experience. Mr. Arjun Baljee is a creative thinker who has worked in and advised across multiple geographies and businesses, from start-ups to large corporations, governments to charities.

Mr. Arjun Baljee is the co-promoter of Royal Orchid Hotels Ltd, and was involved with the development of the first Royal Orchid Hotel in 2001. His role of project implementation with



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the group saw the company grow from 2 to 10 hotels within a span of 6 years, including working on the immensely successful IPO of the company in 2006.

In his most recent role, Mr. Arjun Baljee was Strategic Advisor to the Tourism Development Fund of Saudi Arabia, a sovereign fund responsible for investments across the tourism infrastructure in the Kingdom.

Mr. Arjun Baljee has done B.Sc. In Hospitality Management from Cornell University and an MBA from QUT and IIM Bangalore.

Mr. Arjun Baljee is also holding the position of an Operational Analyst in Maruti Comforts & Inn Private Limited, which is subsidiary of Royal Orchid Hotels Limited at a remuneration of Rs. 2.5 Lacs per Month. Hence, Mr. Arjun Baljee's CTC from the Group would be Rs. 7.5 Lakhs per month, however compared to CTC of his profile in the market his CTC is quite low. We would like to highlight that currently the CTC of COO is Rs. 11 Lakhs per Month (Arm's length criteria is taken into consideration).

The Board of Directors of the Company based on the recommendation of the Audit Committee and Nomination & Remuneration Committee in their meetings held on March 19, 2024 had approved the proposal of appointment of Mr. Arjun Baljee (Son of Mr. Chander K Baljee, Chairman & Managing Director and Promoter of the Royal Orchid Hotels Limited) as the President at remuneration of Rs. 5 Lakh Per Month and recommended the same to the Members for their approval as an Ordinary Resolution. The Postal Ballot Notice dated 20th March, 2024 was not approved. The Scrutinizer Report for the aforesaid postal ballot notice is available at the website of the Company i.e. www.royalorchidhotels.com and the websites of the Stock Exchanges i.e. <https://www.bseindia.com> and <https://www.nseindia.com>. The Board of Directors of the Company based on the recommendation of the Audit Committee and Nomination & Remuneration Committee in their meetings held on April 30, 2024 have once again approved the aforesaid proposal of appointment of Mr. Arjun Baljee (Son of Mr. Chander K Baljee, Chairman & Managing Director and Promoter of the Royal Orchid Hotels Limited) as the President at remuneration of Rs. 5 Lakh Per Month w.e.f March 19, 2024 and have re-recommended the same proposal to the Members for their consideration and approval if thought fit by members as an Ordinary Resolution.

Members are hereby informed that as per Regulation 23 & other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and as per Section 188 of the Companies Act, 2013, no member of the company shall vote on this resolution if such member is a related party.

In terms of the provisions of section 188(3) of the Companies Act, 2013 where any contract or arrangement ('transaction') is entered into without obtaining the approval of the members of the company, wherever required, such transaction is required to be ratified by the members of the Company within 3 months from the date of such transaction.

Copy of the agreement & relevant documents (if any) are open for inspection at the Registered Office of the Company during business hours on any working day up to June 16, 2024 i.e. the last day for e-voting.

Pursuant to Section 188 of the Companies Act, 2013 and read with rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, please find the following particulars, namely:

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S. No.	Particulars	Remark/Response/Reply
1	Name of the related party	Mr. Arjun Baljee
2	Name of the director or key managerial personnel who is related, if any;	Mr. Chander K Baljee; Mr. Keshav Baljee; and Mr. Sunil Sikka
3	Nature of relationship;	Mr. Arjun Baljee (Co-Promoter of Royal Orchid Hotels Ltd) is the son of Mr. Chander K Baljee, Chairman & Managing Director and Promoter of the Royal Orchid Hotels Limited. He is the elder brother of Mr. Keshav Baljee, Non-Executive Director and Promoter of the Royal Orchid Hotels Limited and Mr. Sunil Sikka, Non-Executive Director and Promoter of the Royal Orchid Hotels Limited is maternal uncle of Mr. Arjun Baljee.
4	Nature, material terms, monetary value and particulars of the contract or arrangements;	The Material terms and conditions of appointment are as follows: <ul style="list-style-type: none">• Appointed as an Employee and designated as the President.• Fixed Salary of Rs 5 lacs per month.• Mobile connection and reimbursement of bills will be as per company policy.• Covered under medical /accident insurance for self and family as per Company policy.• In case desire to leave the services of the company voluntarily then required to give 60 Days' notice or 60 Days gross salary in lieu of notice. Adjustment of salary in lieu of notice out of earned leave at credit is not permissible• Retirement / Superannuation – As per HR Policy of the Company• Entitled to all reimbursements for travel and other works assigned by the Company• To perform all duties, jobs and responsibilities that are entrusted by the management from time to time.



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5	Any other information relevant or important for the members to take a decision on the proposed resolution.	All other relevant details are given in this notice.
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Except Mr. Chander K Baljee, Chairman & Managing Director, Mr. Keshav Baljee and Mr. Sunil Sikka, 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.

Note: All the statutory details/ information of the promoters/Directors of the Company are available in the Annual Report and other statutory returns filed by the Company which are available at the website of the Company: www.royalorchidhotels.com and the websites of the Stock Exchanges i.e. <https://www.bseindia.com> and <https://www.nseindia.com>

Registered Office:
NO -1, Golf Avenue, Adjoining KGA Golf
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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: 16.05.2024
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: L55101KA1966PLC007392
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



ROYAL ORCHID HOTELS LTD.,

Annexure-2

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

Calendar of Events for conducting Postal Ballot

The following are the Calendar of Events for conducting Postal Ballot for the appointment of Mr. Arjun Baljee (Son of Mr. Chander K Baljee, Chairman & Managing Director and Promoter of the Royal Orchid Hotels Limited) as the President of the Company:

S. No.	Particulars of Events	Day & Date
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, May 10, 2024
2	Date of completion of dispatch of Notice of Postal Ballot along with Postal Ballot Form.	Friday, May 17, 2024
3	Date of publication of advertisement in newspaper.	Saturday, May 18, 2024
4	Date of commencement of voting period for physical Postal Ballot Form / electronic mode.	Saturday, May 18, 2024
5	Last date for receiving postal ballot forms by the Scrutinizer / Last date for e-voting.	Sunday, June 16, 2024
6	Date on which resolution will be deemed to be passed on approval by requisite majority (last date of receipt of postal ballot form).	Sunday, June 16, 2024
7	Submission of Report by Scrutinizer.	On or before Tuesday, June 18, 2024