



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@royalorchidhotels.com

Date: February 23, 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/Madam,

Sub: Disclosure under Regulation 30 read with Part-A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 read with Part-A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform that THE Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") have, vide their letter dated February 22, 2024, imposed a fine of Rs. 4,93,240 (Four Lakh Ninety Three Thousand Two Hundred Fourty only) each on the Company under Regulation 17(1), 18(1), 19, 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for certain non-compliances in form of delay in appointment of Independent Director detailed in the enclosed **Annexure – I**.

The Company wish to clarify that the non-compliance has occurred due to delay in completing the process of appointment of Mr. Rajkumar Thakardas Khatri (DIN: 01787188) as an Independent Director who was appointed on October 08, 2023 in place of Mr. Bhaskar Pramanik (DIN: 00316650) whose tenure came to end on August 30, 2023 as an Independent Director. The Company remains committed to ensure optimum compliances of all applicable laws.

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. SEBI/HO/CFD/CFD-PoD-1/P-CIR//2023/123 dated July 13, 2023 are enclosed as **Annexure I**.

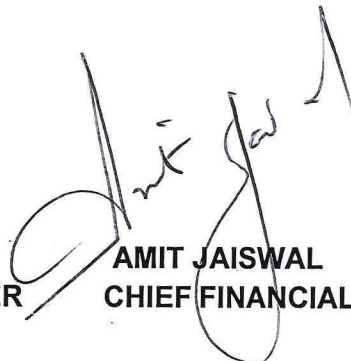
You are requested to take the same on your record.

Thanking You
Yours sincerely,

For ROYAL ORCHID HOTELS LIMITED


RANABIR SANYAL

COMPANY SECRETARY & COMPLIANCE OFFICER


AMIT JAISWAL

CHIEF FINANCIAL OFFICER

Encl: as above



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Annexure I

Name(s) of the Authority	BSE and NSE
Nature and details of the action(s) taken, initiated or order(s) passed	Fine of Rs. 4,93,240 (Four Lakh Ninety Three Thousand Two Hundred Fourty only) each– Enclosed as Annexure IIA (BSE) & IIB (NSE)
Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	February 22, 2024
Details of the violation(s) / contravention(s) committed or alleged to be committed	Regulation 17(1) of SEBI (LODR) 2015 - Non-compliance with the requirements pertaining to the composition of the Board Regulation 18(1) of SEBI (LODR) 2015 - Non-compliance with the constitution of Audit Committee Regulation 19 of SEBI (LODR) 2015 – Noncompliance with the constitution of Nomination and Remuneration Committee. Regulation 20 of SEBI (LODR) 2015 - Non compliance with the constitution of Stakeholder relationship Committee.
Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible	Nil except to the extent of the aforesaid penalty amount



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Annexure IIA – Details of fine by BSE

Applicable Regulation of SEBI (LODR) Regulations, 2015	Fine prescribed	Fine payable by the company (inclusive of GST @ 18 %)		
		Basic Fine	GST @ 18 %	Total Fine payable (Rs.)
Regulation 18(1) Non-compliance with the constitution of audit committee	Rs. 2,000 per day	76,000	13,680	89,680
Regulation 18(1) Non-compliance with the constitution of audit committee	Rs. 2,000 per day	76,000	13,680	89,680
Regulation 19(1)/ 19(2) Non-compliance with the constitution of nomination and remuneration committee	Rs. 2,000 per day	76,000	13,680	89,680
Regulation 20(2)/(2A) Non-compliance with the constitution of stakeholder relationship committee	Rs. 2,000 per day	76,000	13,680	89,680
		41,8000	75,240	4,93,240



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Annexure IIB – Details of fine by NSE

Regulation	Quarter	Fine amount per day (Rs.)/Fine amount per instance	Days of non-compliance / No. of instance(s)	Fine amount (Rs.)
Reg. 17(1)	30-Sep-2023	5000	31	1,55,000
Reg. 17(1)	31-Dec-2023	5000	7	35,000
Reg. 18(1)	30-Sep-2023	2000	31	62,000
Reg. 18(1)	31-Dec-2023	2000	7	14,000
Reg. 19	30-Sep-2023	2000	31	62,000
Reg. 19	31-Dec-2023	2000	7	14,000
Reg. 20	30-Sep-2023	2000	31	62,000
Reg. 20	31-Dec-2023	2000	7	14,000
Total Fine				4,18,000
GST (@18%)				75,240
Total				4,93,240