



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: May 30, 2024

To,
The Manager,
Department of Corporate Services,
Bombay Stock Exchange Limited
Floor 25, P. J. Towers,
Dalal Street,
Mumbai – 400 001
BSE Scrip Code: 532699

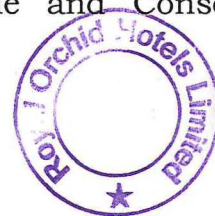
To,
The Manager,
Department of Corporate Services,
National Stock Exchange of India Limited,
Exchange Plaza, Plot no. C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051
NSE Scrip Symbol: ROHLTD

Dear Sir/Madam,

Sub: Outcome of the Board Meeting and Submission of Audited Standalone & Consolidated Financial Results for FY 2023-24 and recommendation of Dividend.

Pursuant to Para A of Part A of Schedule III, read with, Regulation 30 & 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Board at its meeting held on today, i.e. May 30, 2024, commenced at 02.47 P.M. and concluded at 03.05 P.M *inter alia*, approved the Audited Financial Results (Standalone and Consolidated) for the year ended March 31, 2024.

- a) The Board of Directors has approved the Audited Standalone & Consolidated Financial Results for the quarter and year ended on 31st March, 2024. Pursuant to Regulation 33 of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, we are enclosing herewith the Audited Standalone and Consolidated Financial Results of the Company for the fourth quarter and year ended on 31st March, 2024.
- b) We hereby declare that M/s. Walker Chandiook & Co LLP, the Statutory Auditors of the Company have expressed their modified Opinions in respect of Audited Standalone and Consolidated





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

Financial Statement for the year ended on 31st March, 2024. The statement on impact of Audit Qualification is being submitted.

- c) The next Annual General Meeting of the Company for the financial year ended 2023-24 will be held on Monday, 23rd September, 2024.
- d) Record date for the purpose of payment of final Dividend for the year 2023-24 has fixed as 30th August, 2024. Hence dividend if approved will be paid to those members whose name appear in the register of members / beneficial owners as on 30th August, 2024.
- e) Final Dividend of Rs 2.5/- per share if approved at the ensuing AGM, will be paid to shareholders on or after 24th September.

The aforesaid documents are also being made available on the website of the Company at <http://www.royalorchidhotels.com/investors>.

You are requested to take the above on record.

Thanking you,

Yours Sincerely,

For ROYAL ORCHID HOTELS LIMITED

Ranabir Sanyal
Company Secretary & Compliance Officer



Encl: As above

Walker Chandiook & Co LLP

Walker Chandiook & Co LLP
5th Floor, No.65/2, Block "A",
Bagmane Tridib, Bagmane
Tech Park, C V Raman Nagar,
Bengaluru
560093

T +91 80 4243 0700
F +91 80 4126 1228

Independent Auditor's Report on Standalone Annual Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of Royal Orchid Hotels Limited

Qualified Opinion

1. We have audited the accompanying standalone annual financial results ('the Statement') of Royal Orchid Hotels Limited ('the Company') for the year ended 31 March 2024, attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations').
2. In our opinion and to the best of our information and according to the explanations given to us, the Statement:
 - (i) presents standalone annual financial results in accordance with the requirements of Regulation 33 of the Listing Regulations except for the possible effects of the matter described in paragraph 3 below, and
 - (ii) gives a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 ('the Act'), read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India, of the standalone net profit after tax and other comprehensive income and other financial information of the Company for the year ended 31 March 2024 except for the possible effects of the matter described in paragraph 3 below.

Basis for Qualified Opinion

3. As described in Note 6 to the accompanying Statement, certain shareholders of Ksheer Sagar Developers Private Limited ('KSDPL'), an associate of the Company, together holding 50% of voting power in such investee company, have filed a petition before the Hon'ble National Company Law Tribunal ('NCLT') under Sections 241 and 242 of the Companies Act, 2013 ('the Act') with respect to certain allegations against the Group as detailed in the said note. Further, as described in the said note, management in the current year in its response to NCLT has considered KSDPL as a 'private company', hitherto being considered as 'deemed public company' for assessing applicability of the compliance requirements under the Act.

Considering the aforesaid ongoing litigation between the shareholders of KSDPL in respect of the allegations raised in the said petition, the outcome of which is presently unascertainable, and inconsistent legal assessment with respect to status of KSDPL under the Act, we are unable to comment upon the legal compliance by KSDPL with respect to applicable provisions of the Act.

4. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Statement section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('the ICAI') together with the ethical requirements that are relevant to our audit of the standalone annual financial results under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us, is sufficient and appropriate to provide a basis for our qualified opinion.



Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

Walker Chandiook & Co LLP is registered with limited liability with identification number AAC-2085 and its registered office at L-41 Connaught Circus, New Delhi, 110001, India

Walker Chandiook & Co LLP

Emphasis of Matter- Interim order cum show cause notice issued by SEBI

5. We draw attention to Note 5 to the accompanying Statement which describes that an 'interim order cum show cause notice' dated 31 March 2023 was issued by the Securities and Exchange Board of India ('SEBI') to the Company, its Managing Director, Director and Chief Financial Officer regarding alleged incorrect accounting of 'loss of control' with respect to an erstwhile subsidiary of the Company, Ksheer Sagar Developers Private Limited ('KSDPL'), in the year ended 31 March 2022. The Company had filed an appeal before the Securities Appellate Tribunal ('SAT') against the interim order which has been stayed by the SAT, and as directed by the order of the SAT on 17 August 2023, the Company has responded to the show cause notice issued by SEBI and the matter is currently scheduled for hearing with SEBI. As further described in aforementioned note, the management is of the view that evaluation of 'loss of control' and classification of KSDPL as an associate during the year ended 31 March 2022 is appropriate in accordance with the 'control assessment' principles enunciated under Ind AS 110, Consolidated Financial Statements and accordingly, no adjustments are required to be made in respect of this matter in the accompanying Statement. Our opinion is not modified in respect of this matter.

Responsibilities of Management and Those Charged with Governance for the Statement

6. This Statement has been prepared on the basis of the standalone annual financial statements and has been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the preparation and presentation of the Statement that gives a true and fair view of the net profit and other comprehensive income and other financial information of the Company in accordance with the Ind AS specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that gives a true and fair view and is free from material misstatement, whether due to fraud or error.
7. In preparing the Statement, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
8. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Statement

9. Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing, specified under Section 143(10) of the Act, will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Statement.
10. As part of an audit in accordance with the Standards on Auditing, specified under Section 143(10) of the Act, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has in place an adequate internal financial controls with reference to financial statements and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors;
 - Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
 - Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.



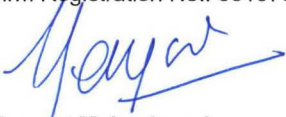
Walker Chandiook & Co LLP

11. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
12. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matter

13. The Statement includes the standalone annual financial results for the quarter ended 31 March 2024, being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year-to-date figures up to the third quarter of the current financial year, which were subject to limited review by us.

For **Walker Chandiook & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013



Hemant Maheshwari
Partner
Membership No. 096537
UDIN: 24096537BKFSAX4123



Bengaluru
30 May 2024

ROYAL ORCHID HOTELS LIMITED

Registered Office : No.1, Golf Avenue, Adjoining KGA Golf Course, Airport Road, Bengaluru - 560 008.
INDIA. T: +91 80 25205566, F: +91 80 25203366, www.royalorchidhotels.com
CIN: L55101KA1986PLC007392

STATEMENT OF STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31 MARCH 2024

(₹ in lakhs except per share data)

Sl. No.	Particulars	Quarter ended			Year ended	
		31 March 2024	31 December 2023	31 March 2023	31 March 2024	31 March 2023
		(Audited) (Refer note 4)	(Unaudited)	(Audited) (Refer note 4)	(Audited)	(Audited)
1	Income					
	(a) Revenue from operations	4,884.72	5,396.70	4,751.96	19,193.62	16,994.62
	(b) Other income	362.84	77.62	115.00	635.74	667.02
	Total Income	5,247.56	5,474.32	4,866.96	19,829.36	17,661.64
2	Expenses					
	(a) Food and beverages consumed	485.65	554.99	461.20	1,948.10	1,777.18
	(b) Employee benefits expense	1,018.50	918.69	782.21	3,738.46	2,855.58
	(c) Rent expense	334.86	388.70	342.14	1,286.97	1,244.78
	(d) Power and fuel expense	397.03	404.62	324.26	1,666.93	1,353.19
	(e) Other expenses	1,455.29	1,228.31	1,291.20	4,884.33	4,245.55
	Expenses before depreciation and amortisation and finance costs	3,691.33	3,495.31	3,201.01	13,524.79	11,476.28
3	Profit before depreciation and amortisation, finance costs and taxes (1-2)	1,556.23	1,979.01	1,665.95	6,304.57	6,185.36
4	Finance costs	370.65	354.54	392.44	1,461.87	1,205.80
5	Depreciation and amortisation expense	413.64	383.94	306.13	1,550.62	1,132.71
6	Total expenses (2+4+5)	4,475.62	4,233.79	3,899.58	16,537.28	13,814.79
7	Profit before tax (1-6)	771.94	1,240.53	967.38	3,292.08	3,846.85
8	Tax expense					
	(a) Current tax	241.45	327.39	214.24	954.05	975.24
	(b) Deferred tax (credit) / charge	(43.43)	(14.84)	35.40	(124.00)	54.01
	Total tax expense	198.02	312.55	249.64	830.05	1,029.25
9	Profit for the period / year (7-8)	573.92	927.98	717.74	2,462.03	2,817.60
10	Other Comprehensive Income / (Loss)					
	Items that will not be reclassified to profit or loss	(15.78)	-	6.83	(15.78)	6.83
	Income tax relating to items that will not be reclassified to profit or loss	3.97	-	(1.90)	3.97	(1.90)
	Total Other Comprehensive Income / (Loss)	(11.81)	-	4.93	(11.81)	4.93
11	Total Comprehensive Income for the period / year (9+10)	562.11	927.98	722.67	2,450.22	2,822.53
12	Paid-up equity share capital (Face Value ₹ 10/- each)	2,742.52	2,742.52	2,742.52	2,742.52	2,742.52
13	Other equity				20,704.84	18,803.11
14	Earnings Per Share of ₹ 10 each: *					
	(a) Basic (₹)	2.09	3.38	2.62	8.98	10.27
	(b) Diluted (₹)	2.09	3.38	2.62	8.98	10.27

* not annualised for quarters

See accompanying notes to the standalone financial results.



ROYAL ORCHID HOTELS LIMITED

Registered Office : No.1, Golf Avenue, Adjoining KGA Golf Course, Airport Road, Bengaluru - 560 008.
INDIA. T: +91 80 25205566, F: +91 80 25203366, www.royalorchidhotels.com
CIN: L55101KA1986PLC007392

STANDALONE BALANCE SHEET AS AT 31 MARCH 2024

(₹ in lakhs)

Sl. No.	Particulars	As at	As at
		31 March 2024 (Audited)	31 March 2023 (Audited)
	Assets		
(1)	Non-current assets		
	(a) Property, plant and equipment	2,893.16	2,390.71
	(b) Capital work-in-progress	14.68	66.97
	(c) Other intangible assets	6.03	1.25
	(d) Right-of-use assets	11,036.06	6,386.19
	(e) Financial assets		
	(i) Investments	19,112.12	15,759.94
	(ii) Loans	1,231.90	1,455.31
	(iii) Other financial assets	3,446.87	3,848.79
	(f) Deferred tax assets, net	667.37	539.39
	(g) Non current tax assets, net	536.75	536.75
	(h) Other non-current assets	391.58	160.23
	Total non-current assets	39,336.52	31,145.53
(2)	Current assets		
	(a) Inventories	158.42	143.94
	(b) Financial assets		
	(i) Trade receivables	1,788.43	2,186.35
	(ii) Cash and cash equivalents	722.69	1,491.19
	(iii) Bank balances other than (ii) above	628.53	1,621.17
	(iv) Loans	1,333.44	1,305.73
	(v) Other financial assets	312.41	303.91
	(c) Other current assets	268.79	191.93
		5,212.71	7,244.22
	Assets held-for-sale	342.77	342.77
	Total current assets	5,555.48	7,586.99
	Total assets	44,892.00	38,732.52
(1)	Equity and Liabilities		
	Equity		
	(a) Equity share capital	2,742.52	2,742.52
	(b) Other equity	20,704.84	18,803.11
	Total equity	23,447.36	21,545.63
(2)	Liabilities		
	Non-current liabilities		
	(a) Financial liabilities		
	(i) Borrowings	3,508.60	5,006.39
	(ii) Lease liabilities	11,001.91	6,289.68
	(iii) Other financial liabilities	114.78	333.35
	(b) Provisions	151.19	128.25
	(c) Other non-current liabilities	19.88	24.32
	Total non-current liabilities	14,796.36	11,781.99
(3)	Current liabilities		
	(a) Financial liabilities		
	(i) Borrowings	1,683.04	510.69
	(ii) Lease liabilities	971.24	661.33
	(iii) Trade Payables		
	(a) total outstanding dues of micro enterprises and small enterprises	-	-
	(b) total outstanding dues of creditors other than micro enterprises and small enterprises	2,427.05	2,915.70
	(iv) Other financial liabilities	914.42	613.15
	(b) Other current liabilities	445.03	503.29
	(c) Provisions	154.71	136.34
	(d) Current tax liabilities, net	52.79	64.40
	Total current liabilities	6,648.28	5,404.90
	Total equity and liabilities	44,892.00	38,732.52

See accompanying notes to the standalone financial results.



ROYAL ORCHID HOTELS LIMITED

Registered Office : No.1, Golf Avenue, Adjoining KGA Golf Course, Airport Road, Bengaluru - 560 008.

INDIA. T: +91 80 25205566, F: +91 80 25203366, www.royalorchidhotels.com

CIN: L55101KA1986PLC007392

STATEMENT OF STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2024

(₹ in lakhs)

Particulars	Year ended	
	31 March 2024	31 March 2023
	(Audited)	(Audited)
A. Cash flow from operating activities		
Profit before tax	3,292.08	3,846.85
Adjustments for:		
Depreciation and amortisation expense	1,550.62	1,132.71
Loss on property, plant and equipment sold / written off	-	0.07
Interest expense	507.97	642.68
Interest expense on lease liabilities	953.90	563.12
Provision for doubtful trade receivables, advances and security deposits	25.41	56.28
Net foreign exchange difference (unrealised)	(15.34)	(96.08)
Interest income	(258.92)	(322.04)
Dividend income	(149.98)	-
Provisions/ Liabilities no longer required, written back	(142.70)	-
Guarantee commission income	(14.67)	(20.51)
Operating profit before working capital changes	5,748.37	5,803.08
Changes in working capital:		
Increase in inventories	(14.48)	(8.27)
Decrease / (Increase) in trade receivables	372.51	(1,015.32)
Increase in other current and non-current assets	(72.29)	(1,572.01)
Increase in provisions	25.53	25.63
Decrease in trade payables	(522.29)	(445.80)
Increase in other current and non-current liabilities	144.59	339.90
Cash generated from operations	5,681.94	3,127.21
Direct taxes paid (net)	(965.66)	(910.84)
Net cash generated from operating activities (A)	4,716.28	2,216.37
B. Cash flow from investing activities		
Payments for purchase of property, plant and equipment (including changes in capital work-in-progress, net of project creditors and retention money payable)	(788.92)	(388.46)
Proceeds from sale of fixed assets	-	1.35
Interest received	265.87	200.69
Dividend received	149.98	-
Loans given to subsidiaries	-	(24.93)
Loans repaid by subsidiaries	211.04	-
Loan repayments received from others	-	172.43
Investment in a subsidiary	(3,342.85)	-
Change in other bank balances	992.64	633.85
Net cash (used in) / generated from investing activities (B)	(2,512.24)	594.93
C. Cash flow from financing activities		
Interest paid	(639.45)	(554.07)
Repayment of borrowings to related parties	-	(37.00)
Proceeds from borrowings from banks	180.00	-
Repayment of borrowings to banks	(505.44)	(497.79)
Dividend paid	(548.50)	-
Payment of lease liabilities (principal)	(505.25)	(511.68)
Payment of lease liabilities (Interest)	(953.90)	(563.12)
Net cash used in financing activities (C)	(2,972.54)	(2,163.66)
Net changes in cash and cash equivalents (A+B+C)	(768.50)	647.64
Cash and cash equivalents at the beginning of the year	1,491.19	843.55
Cash and cash equivalents at the end of the year	722.69	1,491.19
Cash and cash equivalents as per Standalone Balance Sheet	722.69	1,491.19



Notes:

- 1 The standalone financial results ('the Statement') for the quarter and year ended 31 March 2024 have been prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards specified under Section 133 of the Companies Act 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India and is in compliance with presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (as amended).
- 2 The standalone financial results ('the Statement') for the quarter and year ended 31 March 2024 have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 30 May 2024. The Statutory Auditors of the Company have carried out audit of the above financial results and have issued a qualified report. The standalone financial results for the quarter and year ended 31 March 2024 can be viewed on the website of the Company, National Stock Exchange of India Limited ('NSE') and BSE Ltd ('BSE') at www.royalorchidhotels.com, www.nseindia.com and www.bseindia.com respectively.
- 3 The Company has evaluated its operating segments in accordance with Ind AS 108 and has concluded that it is engaged in a single operating segment viz. hospitality business.
- 4 The figures for the quarter ended 31 March 2024 and 31 March 2023 are the balancing figures between the audited figures in respect of the full financial years and published unaudited year to date figures upto third quarter of the respective financial years. Also the figures upto the end of third quarter were subjected to limited review and were not subjected to audit.
- 5 The Securities and Exchange Board of India ('SEBI') on 31 March 2023 issued an Interim Order cum Show Cause Notice to the Company, its Managing Director, a Director and its Chief Financial officer (collectively called 'Noticees') for not considering Ksheer Sagar Developers Private Limited ('KSDPL') as a subsidiary of Royal Orchid Hotels Limited and treating it as an associate and thereby overstating the consolidated net profit of the Royal Orchid Group and misrepresenting the consolidated financial statements for the financial year ended 31 March 2022. The interim order has directed the Company to restate its consolidated financial statements for the year ended 31 March 2022 and prepare its consolidated financial statements for the year ended 31 March 2023 after considering KSDPL as a subsidiary.

The order also contains show cause notices to show cause as to why suitable directions/prohibitions under Sections 11 (1), 11 (4) and 11B (1) of SEBI Act should not be issued against the Noticees. The order also contains show cause notices to show cause as to why inquiry should not be held in terms of Rule 4 of Securities and Exchange Board of India (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 and penalty be not imposed on them under Sections 11 (4A) and 11 B (2) read with Section 15HA and/or 15HB of the SEBI Act, 1992 for the above alleged violations of provisions of the SEBI Act, LODR Regulations and PFUTP Regulations.

The Company, its Board and its Audit Committee had carried out a detailed evaluation of the above order cum show cause notice and on the advice from its legal counsel had filed an appeal with the Securities Appellate Tribunal ('SAT') against the order cum show cause notice issued by SEBI. The SAT on 9 May 2023 had stayed the effect and operation of the order cum show cause notice issued by SEBI till 30 June 2023 which was further extended till 17 August 2023. On 17 August 2023, the Company had requested an opportunity to be heard and respond to the show cause notice issued by SEBI which was granted by the SAT and the stay granted by SAT on 9 May 2023 continued to stay in effect. Consequently, the Company has responded to show cause notice issued by SEBI and the matter was heard by SEBI on 30 October 2023. The Company had been given time till 15 November 2023 to make its additional submissions before SEBI. The Company has submitted its response and is awaiting further communication from SEBI.

In the year ended 31 March 2022, the management had assessed that due to change in the composition of the Board of Directors of the aforesaid investee company, the Holding Company lost control of the investee company and had accounted for such 'loss of control' in accordance with the 'control assessment' principles enunciated under Ind AS 110, Consolidated Financial Statements and accordingly the management is of the view that SEBI's contention, as included in the aforesaid interim order is not tenable.

Based on the Managements evaluation of loss of control and that the above mentioned Interim Order cum Show Cause Notice has been stayed by the SAT, no adjustments, as directed by the said order, had been considered in the consolidated financial results of the Company for the year ended 31 March 2024. Accordingly, no adjustments have been considered necessary in respect of classification of the said investment and provision for penalties, if any, in these standalone financial results.

- 6 On 22 February 2024, few shareholders comprising of 50% of the shareholding (collectively called as 'the Tambi Group') in Ksheer Sagar Developers Private Limited ('KSDPL') filed a petition with the Hon'ble National Company Law Tribunal ('NCLT') under Sections 241 and 242 of the Companies Act, 2013 ('the Act') pertaining to Oppression and Mismanagement in the affairs of KSDPL. The matters raised in the said petition included matters relating to related party transactions, delayed appointment of independent directors, change in status of the KSDPL from subsidiary to associate, wrongful conduct of independent directors, process to appoint independent directors, conduct of chairman of the Board of KSDPL amongst others. Amongst the various reliefs sought, one of the relief sought was to halt the Extra Ordinary General Meeting ('EOGM') on 1 March 2024 from taking place. Royal Orchid Hotels Limited ('ROHL') on 28 February 2024 filed its response to the said petition with the NCLT disputing all the claims made by the Tambi Group.

The NCLT on 29 February 2024 directed all the parties to carry out the EOGM as planned and comply with the provisions of Companies Act 2013.

The EOGM was duly conducted on 1 March 2024 with the independent director as the Chairman. Only one business relating to the appointment of a new independent director was conducted and an ordinary resolution was duly passed. With effect from 2 March 2024, board of KSDPL has only one independent director. Also, ROHL's Administrative Committee has resolved that the current Independent Director shall be the Chairman in the Board and General Meetings of KSDPL.

Subsequent to the EOGM, the Tambi Group filed an Interlocutory Application on 11 March 2024 with the NCLT stating that the appointment of independent director was not in accordance with the Act. A Compliance Affidavit on 16 April 2024 was filed on behalf of KSDPL submitting how the interim order of NCLT dated 29 February 2024 was complied with. On 23 May 2024, the Tambi Group filed another Interlocutory Application requesting the NCLT to halt the approval of the independent director of KSDPL as the Chairman of the Board of KSDPL. The NCLT on 28 May 2024 directed all the parties to carry out the Board Meeting as planned. The matter is currently pending with the NCLT.

In the responses filed with the NCLT, ROHL has stated before the NCLT that relevant provisions of the Act as applicable to a deemed public company are not applicable to KSDPL. ROHL believes that there has been no change in its assessment of control as per 'control assessment' principles enunciated under Ind AS 110 and accordingly continues to disclose KSDPL as an associate in the Standalone Financial Statements.

- 7 The Company, on 4 October 2023 entered into a share purchase agreement with the minority shareholders of one of its subsidiary - Icon Hospitality Private Limited to acquire the remaining shares of the subsidiary. Post the fulfillment of the conditions precedent in the Share Purchase Agreement, the subsidiary has become a wholly owned subsidiary of the Company with effect from 11 October 2023.
- 8 The Board of Directors of the Company, in its meeting held on 30 May 2024, proposed a final dividend of 25% (₹ 2.5 per equity share). The proposal is subject to the approval of shareholders at the upcoming Annual General Meeting and if approved would result in a cash outflow of ₹ 685.63 lakhs.

Place: Bengaluru
Date: 30 May 2024

For Royal Orchid Hotels Limited

C K Baljee
Managing Director
DIN: 00081844



Walker Chandiook & Co LLP

Walker Chandiook & Co LLP
5th Floor, No.65/2, Block "A",
Bagmane Tridib, Bagmane
Tech Park, C V Raman Nagar,
Bengaluru
560093
T +91 80 4243 0700
F +91 80 4126 1228

Independent Auditor's Report on Consolidated Annual Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of Royal Orchid Hotels Limited

Qualified Opinion

1. We have audited the accompanying consolidated annual financial results ('the Statement') of Royal Orchid Hotels Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') and its associate for the year ended 31 March 2024, attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations').
2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of other auditors on separate audited financial statements of the subsidiaries and an associate as referred to in paragraph 14 below, the Statement:
 - (i) includes the annual financial results of the entities listed in Annexure 1;
 - (ii) presents consolidated annual financial results in accordance with the requirements of Regulation 33 of the Listing Regulations except for the possible effects of the matter described in paragraph 3 below; and
 - (iii) gives a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India, of the consolidated net profit after tax and other comprehensive income and other financial information of the Group and its associate, for the year ended 31 March 2024 except for the possible effects of the matter described in paragraph 3 below.

Basis for Qualified Opinion

3. As described in Note 7 to the accompanying Statement, certain shareholders of Ksheer Sagar Developers Private Limited ('KSDPL'), an associate of the Group, together holding 50% of voting power in such investee company, have filed a petition before the Hon'ble National Company Law Tribunal ('NCLT') under Sections 241 and 242 of the Companies Act, 2013 ('the Act') with respect to certain allegations against the Group as detailed in the said note. Further, as described in the said note, management in the current year in its response to NCLT has considered KSDPL as a 'private company', hitherto being considered as 'deemed public company' for assessing applicability of the compliance requirements under the Act.

Considering the aforesaid ongoing litigation between the shareholders of KSDPL in respect of the allegations raised in the said petition, the outcome of which is presently unascertainable, and inconsistent legal assessment with respect to status of KSDPL under the Act, we are unable to comment upon the legal compliance by KSDPL with respect to applicable provisions of the Act.



Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

Walker Chandiook & Co LLP is registered with limited liability with identification number AAC-2085 and its registered office at L-41 Connaught Circus, New Delhi, 110001, India

Walker Chandiook & Co LLP

4. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in *the Auditor's Responsibilities for the Audit of the Statement* section of our report. We are independent of the Group and its associate, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('the ICAI') together with the ethical requirements that are relevant to our audit of the financial results under the provisions of the Act, and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us together with the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 14 of the Other Matter section below, is sufficient and appropriate to provide a basis for our qualified opinion.

Emphasis of Matter- Interim order cum show cause notice issued by SEBI

5. We draw attention to Note 6 to the accompanying Statement, which describes that an 'interim order cum show cause notice' dated 31 March 2023 was issued by the Securities and Exchange Board of India ('SEBI') to the Holding Company, its Managing Director, Director and Chief Financial Officer regarding alleged incorrect accounting of 'loss of control' with respect to an erstwhile subsidiary of the Holding Company, Ksheer Sagar Developers Private Limited ('KSDPL'), in the year ended 31 March 2022. The Holding Company had filed an appeal before the Securities Appellate Tribunal ('SAT') against the interim order which has been stayed by the SAT, and as directed by the order of the SAT on 17 August 2023, the Holding Company has responded to the show cause notice issued by SEBI and the matter is currently scheduled for hearing with SEBI. As further described in aforementioned note, the management is of the view that evaluation of 'loss of control' and classification of KSDPL as an associate during the year ended 31 March 2022 is appropriate in accordance with the 'control assessment' principles enunciated under Ind AS 110, Consolidated Annual Financial Statements and accordingly, no adjustments are required to be made in respect of this matter in the accompanying Statement. Our opinion is not modified in respect of this matter.

Responsibilities of Management and Those Charged with Governance for the Statement

6. The Statement, which is the responsibility of the Holding Company's management and has been approved by the Holding Company's Board of Directors, has been prepared on the basis of the consolidated annual financial statements. The Holding Company's Board of Directors is responsible for the preparation and presentation of the Statement that gives a true and fair view of the consolidated net profit and other comprehensive income, and other financial information of the Group including its associate in accordance with the Ind AS prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of the Statement. Further, in terms of the provisions of the Act, the respective Board of Directors/ management of the companies included in the Group and its associate, covered under the Act, are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding of the assets of the Group, and its associate, and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively, for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial results, that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial results have been used for the purpose of preparation of the Statement by the Directors of the Holding Company, as aforesaid.
7. In preparing the Statement, the respective Board of Directors/ management of the companies included in the Group and of its associate, are responsible for assessing the ability of the Group and of its associate, to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting, unless the respective Board of Directors/ management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
8. Those respective Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group and of its associate.

Auditor's Responsibilities for the Audit of the Statement

9. Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Act will always detect a material misstatement, when it exists. Misstatements can arise from fraud or error, and are considered material if, individually, or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Statement.



Walker Chandiook & Co LLP

10. As part of an audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors;
 - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate, to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern;
 - Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation; and
 - Obtain sufficient appropriate audit evidence regarding the financial statements of the entities within the Group, and its associate, to express an opinion on the Statement. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the Statement, of which we are the independent auditors. For the other entities included in the Statement, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
11. We communicate with those charged with governance of the Holding Company and such other entities included in the Statement, of which we are the independent auditors, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
12. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
13. We also performed procedures in accordance with SEBI Circular CIR/CFD/CMD1/44/2019 dated 29 March 2019, issued by the SEBI under Regulation 33 (8) of the Listing Regulations, to the extent applicable.

Other Matters

14. We did not audit the annual financial statements of thirteen subsidiaries included in the Statement, whose financial information reflects total assets of ₹ 9,605.57 lakhs as at 31 March 2024, total revenues of ₹ 3,561.32 lakhs, total net profit after tax of ₹ 408.76 lakhs, total comprehensive income of ₹ 333.60 lakhs, and cash flows (net) of ₹ (977.45) lakhs for the year ended on that date, as considered in the Statement. The Statement also includes the Group's share of net profit after tax of ₹ 345.95 lakhs and total comprehensive income of ₹ 345.95 lakhs for the year ended 31 March 2024, in respect of one associate, whose annual financial statements have not been audited by us. These annual financial statements have been audited by other auditors whose audit reports have been furnished to us by the management, and our opinion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associate is based solely on the audit reports of such other auditors, and the procedures performed by us as stated in paragraph 13 above.

Further, of these subsidiaries, one subsidiary is located outside India, whose annual financial statements have been prepared in accordance with accounting principles generally accepted in its respective country, and which have been audited by other auditors under generally accepted auditing standard applicable in its respective country. The Holding Company's management has converted the financial statements of such subsidiary from accounting principles generally accepted in their respective country to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based on the audit report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and the reports of the other auditors.



Walker Chandiok & Co LLP

15. The Statement includes the consolidated financial results for the quarter ended 31 March 2024, being the balancing figures between the audited consolidated figures in respect of the full financial year and the published unaudited year-to-date consolidated figures up to the third quarter of the current financial year, which were subject to limited review by us.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Hemant Maheshwari
Partner
Membership No. 096537
UDIN: 24096537BKFSAY4211



Bengaluru
30 May 2024

Walker Chandiook & Co LLP

Annexure 1 to the Independent Auditor's Report on Consolidated Annual Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

List of entities included in the Statement

Sr. No	Name of the Company	Country of Incorporation	Subsidiary/Associate
1	Icon Hospitality Private Limited	India	Subsidiary
2	Maruti Comforts & Inn Private Limited	India	Subsidiary
3	Cosmos Premises Private Limited	India	Subsidiary
4	Multi Hotels Limited	Tanzania	Subsidiary
5	AB Holdings Private Limited	India	Subsidiary
6	Royal Orchid Maharashtra Private Limited	India	Subsidiary
7	Royal Orchid South Private Limited	India	Subsidiary
8	Royal Orchid Shimla Private Limited	India	Subsidiary
9	Royal Orchid Jaipur Private Limited	India	Subsidiary
10	Royal Orchid Goa Private Limited	India	Subsidiary
11	Royal Orchid Mumbai Private Limited	India	Subsidiary
12	Royal Orchid Hyderabad Private Limited	India	Subsidiary
13	Royal Orchid Associated Hotels Private Limited, Subsidiary of AB Holdings Private limited	India	Subsidiary
14	Raj Kamal Buildcon Private Limited	India	Subsidiary
15	J.H.Builders Private Limited	India	Subsidiary
16	Ksheer Sagar Buildcon Private Limited	India	Subsidiary
17	Ksheer Sagar Developers Private Limited	India	Associate



ROYAL ORCHID HOTELS LIMITED

Registered Office : No.1, Golf Avenue, Adjoining KGA Golf Course, Airport Road, Bengaluru - 560 008.
INDIA. T: +91 80 25205566, F: +91 80 25203366, www.royalorchidhotels.com
CIN: L55101KA1986PLC007392

STATEMENT OF CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31 MARCH 2024

(₹ in lakhs except per share data)

Sl. No.	Particulars	Quarter ended			Year ended	
		31 March 2024	31 December 2023	31 March 2023	31 March 2024	31 March 2023
		(Audited) (Refer note 4)	(Unaudited)	(Audited) (Refer note 4)	(Audited)	(Audited)
1	Income					
	(a) Revenue from operations	7,620.44	8,191.44	7,254.58	29,361.05	26,354.88
	(b) Other income	609.11	469.93	399.23	1,908.87	1,613.88
	Total Income	8,229.55	8,661.37	7,653.81	31,269.92	27,968.76
2	Expenses					
	(a) Food and beverages consumed	718.78	838.66	690.77	2,914.77	2,671.73
	(b) Employee benefits expense	1,948.06	1,821.92	1,568.85	7,264.13	5,597.41
	(c) Rent expense	349.84	409.31	341.80	1,349.39	1,291.19
	(d) Power and fuel expense	505.56	524.17	417.62	2,125.80	1,764.62
	(e) Other expenses	2,320.23	2,124.22	2,054.24	8,099.83	6,841.27
	Expenses before depreciation and amortisation and finance costs	5,842.47	5,718.28	5,073.28	21,753.92	18,166.22
3	Profit before depreciation and amortisation, finance costs and taxes (1-2)	2,387.08	2,943.09	2,580.53	9,516.00	9,802.54
4	Finance costs	444.89	466.32	476.51	1,825.69	1,605.02
5	Depreciation and amortisation expense	522.97	498.78	483.28	1,986.17	1,837.18
6	Total expenses (2+4+5)	6,810.33	6,683.38	6,033.07	25,565.78	21,608.42
7	Profit before tax (1-6)	1,419.22	1,977.99	1,620.74	5,704.14	6,360.34
8	Tax expense					
	(a) Current tax	422.14	547.23	385.39	1,567.51	1,536.09
	(b) Deferred tax (credit) / charge	(520.91)	(20.97)	32.04	(599.77)	130.44
	Total tax expense	(98.77)	526.26	417.43	967.74	1,666.53
9	Profit for the period / year after tax before share of associate (7-8)	1,517.99	1,451.73	1,203.31	4,736.40	4,693.81
10	Share of profit of associate	151.19	121.57	109.15	345.95	228.50
11	Profit for the period / year (9+10)	1,669.18	1,573.30	1,312.46	5,082.35	4,922.31
12	Other Comprehensive Income / (Loss)					
	Items that will be reclassified subsequently to profit or loss	(16.62)	(9.37)	(13.43)	(75.11)	77.15
	Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-
	Items that will not be reclassified to profit or loss	(9.53)	-	(2.35)	(9.53)	(2.35)
	Income tax relating to items that will not be reclassified to profit or loss	2.49	-	1.72	2.49	1.72
	Total Other Comprehensive Income / (Loss)	(23.66)	(9.37)	(14.06)	(82.15)	76.52
13	Total Comprehensive Income for the period / year (11+12)	1,645.52	1,563.93	1,298.40	5,000.20	4,998.83
14	Total Profit for the period / year attributable to:					
	Owners of the Company	1,662.50	1,535.44	1,268.37	4,849.04	4,702.50
	Non-controlling interest	6.68	37.86	44.09	233.31	219.81
		1,669.18	1,573.30	1,312.46	5,082.35	4,922.31
15	Other Comprehensive Income / (Loss) for the period / year attributable to:					
	Owners of the Company	(21.18)	(9.37)	(15.89)	(79.67)	74.69
	Non-controlling interest	(2.48)	-	1.83	(2.48)	1.83
		(23.66)	(9.37)	(14.06)	(82.15)	76.52
16	Total Comprehensive Income for the period / year attributable to:					
	Owners of the Company	1,641.32	1,526.07	1,252.48	4,769.37	4,777.19
	Non-controlling interest	4.20	37.86	45.92	230.83	221.64
		1,645.52	1,563.93	1,298.40	5,000.20	4,998.83
17	Paid-up equity share capital (Face Value ₹ 10/- each)	2,742.52	2,742.52	2,742.52	2,742.52	2,742.52
18	Other equity (including non-controlling interest)				18,067.78	16,958.94
	Earnings Per Share of ₹ 10 each: *					
	(a) Basic (₹)	6.06	5.60	4.62	17.68	17.15
	(b) Diluted (₹)	6.06	5.60	4.62	17.68	17.15

* not annualised for quarters

See accompanying notes to the consolidated financial results



ROYAL ORCHID HOTELS LIMITED

Registered Office : No.1, Golf Avenue, Adjoining KGA Golf Course, Airport Road, Bengaluru - 560 008.

INDIA. T: +91 80 25205566, F: +91 80 25203366, www.royalorchidhotels.com

CIN: L55101KA1986PLC007392

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2024

(₹ in lakhs)

Particulars	As at	As at
	31 March 2024	31 March 2023
	(Audited)	(Audited)
Assets		
(1) Non-current assets		
(a) Property, plant and equipment	11,760.03	11,491.44
(b) Capital Work in progress	35.70	75.27
(c) Goodwill	1,763.97	1,763.97
(d) Other intangible assets	8.87	5.83
(e) Right-of-use assets	12,012.59	7,320.13
(f) Investments accounted for using equity method	3,004.96	2,659.00
(g) Financial assets		
(i) Investments	2.25	2.25
(ii) Loans	697.72	697.40
(iii) Other financial assets	3,446.16	3,103.42
(h) Deferred tax assets (net)	1,309.46	715.73
(i) Non-current tax assets (net)	912.04	1,021.45
(j) Other non-current assets	425.46	216.93
Total non-current assets	35,379.21	29,072.82
(2) Current assets		
(a) Inventories	257.42	225.43
(b) Financial assets		
(i) Trade receivables	3,292.40	3,203.91
(ii) Cash and cash equivalents	2,390.59	4,034.66
(iii) Bank balances other than cash and cash equivalents	2,714.33	3,112.85
(iv) Loans	58.40	58.40
(v) Other financial assets	636.46	635.93
(c) Current tax assets (net)	5.74	5.34
(d) Other current assets	728.68	351.46
	10,084.02	11,627.98
Assets held-for-sale	1,532.31	1,687.10
Total current assets	11,616.33	13,315.08
Total assets	46,995.54	42,387.90
Equity and Liabilities		
(1) Equity		
(a) Equity share capital	2,742.52	2,742.52
(b) Other equity	16,331.47	14,554.13
	19,073.99	17,296.65
Non-controlling interests	1,736.31	2,404.81
Total equity	20,810.30	19,701.46
Liabilities		
(2) Non-current liabilities		
(a) Financial liabilities		
(i) Borrowings	4,670.92	6,546.51
(ii) Lease liabilities	12,204.56	7,520.65
(iii) Other financial liabilities	114.78	333.35
(b) Provisions	284.85	252.47
(c) Deferred tax liabilities (net)	30.86	39.40
Total non-current liabilities	17,305.97	14,692.38
(3) Current liabilities		
(a) Financial liabilities		
(i) Borrowings	2,042.71	979.25
(ii) Lease liabilities	1,042.10	720.75
(iii) Trade payables		
(a) Total Outstanding dues of micro & Small enterprises	-	21.92
(b) Total Outstanding dues of creditors other than micro & Small enterprises	3,271.36	3,686.21
(iv) Other financial liabilities	1,225.28	944.43
(b) Other current liabilities	961.98	1,344.99
(c) Provisions	250.87	229.79
(d) Current tax liabilities (net)	84.97	66.72
Total current liabilities	8,879.27	7,994.06
Total equity and liabilities	46,995.54	42,387.90

See accompanying notes to the consolidated financial results.



ROYAL ORCHID HOTELS LIMITED

Registered Office : No.1, Golf Avenue, Adjoining KGA Golf Course, Airport Road, Bengaluru - 560 008.

INDIA. T: +91 80 25205566, F: +91 80 25203366, www.royalorchidhotels.com

CIN: L55101KA1986PLC007392

STATEMENT OF CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2024

(₹ in lakhs)

Particulars	As at	As at
	31 March 2024	31 March 2023
	(Audited)	(Audited)
A. Cash flow from operating activities		
Profit before tax	5,704.14	6,360.34
Adjustments for:		
Depreciation and amortisation expense	1,986.17	1,837.18
Loss on sale of property, plant and equipment / written off	-	0.07
Provision for doubtful receivables and advances / receivables and advances written off	53.35	106.35
Interest expense	746.00	910.19
Interest expense on lease liabilities	1,079.69	694.83
Interest income	(375.74)	(395.48)
Provisions / liabilities no longer required, written back	(225.46)	(1.85)
Interest income on present value accounting of security deposits	(40.51)	(31.57)
Net foreign exchange difference (unrealised)	82.41	(96.08)
Income on account of rent concessions	-	(13.13)
Guarantee commission income	(0.64)	(4.21)
Gain on lease modification	(121.30)	-
Operating profit before working capital changes	8,888.11	9,366.64
Changes in working capital:		
Increase in inventories	(31.99)	(33.08)
Increase in trade receivables	(139.45)	(1,151.87)
Increase in other current and non-current assets	(1,059.67)	(1,092.71)
Increase in provisions	43.93	48.10
Increase / (Decrease) in trade payables and other financial liabilities	38.50	(105.82)
Decrease in other current and non-current liabilities	(359.77)	(17.06)
Cash generated from operations	7,379.66	7,014.20
Direct taxes paid (net)	(1,440.25)	(1,462.33)
Net cash generated from operating activities (A)	5,939.41	5,551.87
B. Cash flows from investing activities		
Payment for purchase of property, plant and equipment (including changes in capital work-in-progress, net of project creditors and retention money payable)	(1,175.90)	(1,076.57)
Proceeds from sale of property, plant and equipment	-	1.33
Investment in subsidiary	(3,342.86)	-
Loans received from associate / others	-	173.60
Interest received	388.90	310.83
Change in other bank balances	398.52	(296.10)
Net cash used in investing activities (B)	(3,731.34)	(886.91)
C. Cash flows from financing activities		
Interest paid	(925.97)	(822.63)
Repayment of borrowings to related parties	-	(37.00)
Proceeds from borrowings from banks	1,833.49	2,210.81
Repayment of borrowings to banks	(2,645.62)	(2,677.73)
Dividend paid	(548.50)	-
Payment of lease liabilities (principal)	(505.25)	(511.69)
Payment of lease liabilities (interest)	(1,060.29)	(679.40)
Net cash used in financing activities (C)	(3,852.14)	(2,517.64)
Net changes in cash and cash equivalents (A+B+C)	(1,644.07)	2,147.32
Cash and cash equivalents at the beginning of the year	4,034.66	1,887.34
Cash and cash equivalents at the end of the year	2,390.59	4,034.66
Cash and cash equivalents as per Consolidated Balance Sheet	2,390.59	4,034.66



Notes:

- 1 The consolidated financial results ('the Statement') for the quarter and year ended 31 March 2024 have been prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards specified under Section 133 of the Companies Act 2013 (the 'Act') read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India and is in compliance with presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (as amended).
- 2 The consolidated financial results ('the Statement') for the quarter and year ended 31 March 2024 have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 30 May 2024. The Statutory Auditors of the Holding Company have carried out audit of the above financial results and have issued a qualified report. The consolidated financial results for the quarter and year ended 31 March 2024 can be viewed on the website of the Holding Company, National Stock Exchange of India Limited ('NSE') and BSE Ltd ('BSE') at www.royalorchidhotels.com, www.nseindia.com and www.bseindia.com respectively.
- 3 The Group has evaluated its Operating segments in accordance with Ind AS 108 and has concluded that it is engaged in a single operating segment viz. hospitality business.
- 4 The figures for the quarter ended 31 March 2024 and 31 March 2023 are the balancing figures between the audited figures in respect of the full financial years and published unaudited year to date figures upto third quarter of the respective financial years. Also the figures upto the end of third quarter were subjected to limited review and were not subjected to audit.
- 5 During the previous quarters, the Group had accounted for lease modification in accordance with Ind AS 116 due to change in certain lease terms for one of its leased premise. The gain on such modification amounting to ₹ 121.30 lakhs had been recorded under other income.
- 6 The Securities and Exchange Board of India ('SEBI') on 31 March 2023 issued an Interim Order cum Show Cause Notice to the Holding Company, its Managing Director, a Director and its Chief Financial officer (collectively called 'Notices') for not considering Ksheer Sagar Developers Private Limited ('KSDPL') as a subsidiary of Royal Orchid Hotels Limited and treating it as an associate and thereby overstating the consolidated net profit of the Royal Orchid Group and misrepresenting the consolidated financial statements for the financial year ended 31 March 2022. The interim order has directed the Holding Company to restate its consolidated financial statements for the year ended 31 March 2022 and prepare its consolidated financial statements for the year ended 31 March 2023 after considering KSDPL as a subsidiary.

The order also contains show cause notices to show cause as to why suitable directions/prohibitions under Sections 11 (1), 11 (4) and 11B (1) of SEBI Act should not be issued against the Notices. The order also contains show cause notices to show cause as to why inquiry should not be held in terms of Rule 4 of Securities and Exchange Board of India (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 and penalty be not imposed on them under Sections 11 (4A) and 11 B (2) read with Section 15HA and/or 15HB of the SEBI Act, 1992 for the above alleged violations of provisions of the SEBI Act, LODR Regulations and PFUTP Regulations.

The Holding Company, its Board and its Audit Committee had carried out a detailed evaluation of the above order cum show cause notice and on the advice from its legal counsel had filed an appeal with the Securities Appellate Tribunal ('SAT') against the order cum show cause notice issued by SEBI. The SAT on 9 May 2023 had stayed the effect and operation of the order cum show cause notice issued by SEBI till 30 June 2023 which was further extended till 17 August 2023. On 17 August 2023, the Holding Company had requested an opportunity to be heard and respond to the show cause notice issued by SEBI which was granted by the SAT and the stay granted by SAT on 9 May 2023 continued to stay in effect. Consequently, the Holding Company has responded to show cause notice issued by SEBI and the matter was heard by SEBI on 30 October 2023. The Holding Company had been given time till 15 November 2023 to make its additional submissions before SEBI. The Holding Company has submitted its response and is awaiting further communication from SEBI.

In the year ended 31 March 2022, the management had assessed that due to change in the composition of the Board of Directors of the aforesaid investee company, the Holding Company lost control of the investee company and had accounted for such 'loss of control' in accordance with the 'control assessment' principles enunciated under Ind AS 110, Consolidated Financial Statements and accordingly the management is of the view that SEBI's contention, as included in the aforesaid interim order is not tenable.

Based on the Managements evaluation of loss of control and that the above mentioned Interim Order cum Show Cause Notice has been stayed by the SAT, no adjustments, as directed by the said order, had been considered in the consolidated financial results of the Holding Company for the year ended 31 March 2024.

- 7 On 22 February 2024, few shareholders comprising of 50% of the shareholding (collectively called as 'the Tambi Group') in Ksheer Sagar Developers Private Limited ('KSDPL') filed a petition with the Hon'ble National Company Law Tribunal ('NCLT') under Sections 241 and 242 of the Companies Act, 2013 ('the Act') pertaining to Oppression and Mismanagement in the affairs of KSDPL. The matters raised in the said petition included matters relating to related party transactions, delayed appointment of independent directors, change in status of the KSDPL from subsidiary to associate, wrongful conduct of independent directors, process to appoint independent directors, conduct of chairman of the Board of KSDPL amongst others. Amongst the various reliefs sought, one of the relief sought was to halt the Extra Ordinary General Meeting ('EOGM') on 1 March 2024 from taking place. Royal Orchid Hotels Limited ('ROHL') on 28 February 2024 filed its response to the said petition with the NCLT disputing all the claims made by the Tambi Group.

The NCLT on 29 February 2024 directed all the parties to carry out the EOGM as planned and comply with the provisions of Companies Act 2013.

The EOGM was duly conducted on 1 March 2024 with the independent director as the Chairman. Only one business relating to the appointment of a new independent director was conducted and an ordinary resolution was duly passed. With effect from 2 March 2024, board of KSDPL has only one independent director. Also, ROHL's Administrative Committee has resolved that the current independent Director shall be the Chairman in the Board and General Meetings of KSDPL.

Subsequent to the EOGM, the Tambi Group filed an Interlocutory Application on 11 March 2024 with the NCLT stating that the appointment of independent director was not in accordance with the Act. A Compliance Affidavit on 16 April 2024 was filed on behalf of KSDPL submitting how the interim order of NCLT dated 29 February 2024 was complied with. On 23 May 2024, the Tambi Group filed another Interlocutory Application requesting the NCLT to halt the approval of the independent director of KSDPL as the Chairman of the Board of KSDPL. The NCLT on 28 May 2024 directed all the parties to carry out the Board Meeting as planned. The matter is currently pending with the NCLT.

In the responses filed with the NCLT, ROHL has stated before the NCLT that relevant provisions of the Act as applicable to a deemed public company are not applicable to KSDPL. ROHL believes that there has been no change in its assessment of control as per 'control assessment' principles enunciated under Ind AS 110 and accordingly continues to disclose and account for KSDPL as an associate in the Consolidated Financial Statements.

- 8 The Holding Company, on 4 October 2023 entered into a share purchase agreement with the minority shareholders of one of its subsidiary - Icon Hospitality Private Limited to acquire the remaining shares of the subsidiary. Post the fulfillment of the conditions precedent in the Share Purchase Agreement, the subsidiary has become a wholly owned subsidiary of the Holding Company with effect from 11 October 2023. Accordingly, the accompanying consolidated financial results have been adjusted to give effect of such arrangement.
- 9 The Board of Directors of the Company, in its meeting held on 30 May 2024, proposed a final dividend of 25% (₹ 2.5 per equity share). The proposal is subject to the approval of shareholders at the upcoming Annual General Meeting and if approved would result in a cash outflow of ₹ 685.63 lakhs.

Place: Bengaluru
Date: 30 May 2024



For Royal Orchid Hotels Limited

C K Baljee
Managing Director
DIN: 00081844



Statement on Impact of Audit Qualifications for the Financial Year ended 31 March 2024

(₹ in lakhs)

I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1.	Total income	31,269.92	NA
	2.	Total Expenditure	25,565.78	NA
	3.	Net Profit	5,082.35	NA
	4.	Earnings Per Share	17.68	NA
	5.	Total Assets	46,995.54	NA
	6.	Total Liabilities	26,185.24	NA
	7.	Net Worth	20,810.30	NA
	8.	Any other financial item(s) (as felt appropriate by the management)	-	-
II.	Audit Qualification:			
	<p>a. Details of Audit Qualification: Following qualification has been given by the Auditors in the audit report on Consolidated Financial Results of the Company:</p>			
	<p>As described in Note 7 to the accompanying Statement, certain shareholders of Ksheer Sagar Developers Private Limited ('KSDPL'), an associate of the Group, together holding 50% of voting power in such investee company, have filed a petition before the Hon'ble National Company Law Tribunal ('NCLT') under Sections 241 and 242 of the Companies Act, 2013 ('the Act') with respect to certain allegations against the Group as detailed in the said note. Further, as described in the said note, management in the current year in its response to NCLT has considered KSDPL as a 'private company', hitherto being considered as 'deemed public company' for assessing applicability of the compliance requirements under the Act.</p>			
	<p>Considering the aforesaid ongoing litigation between the shareholders of KSDPL in respect of the allegations raised in the said petition, the outcome of which is presently unascertainable, and inconsistent legal assessment with respect to status of KSDPL under the Act, we are unable to comment upon the legal compliance by KSDPL with respect to applicable provisions of the Act.</p>			
	<p>b. Type of Audit Qualification: Qualified Opinion</p>			
	<p>c. Frequency of qualification: first time</p>			
	<p>d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: NA</p>			
	<p>e. For Audit Qualification(s) where the impact is not quantified by the auditor:</p>			
	<p>(i) Management's estimation on the impact of audit qualification: NA</p>			
	<p>(ii) If management is unable to estimate the impact, reasons for the same: The likely impact if any, will only be known upon adjudication of the ongoing litigation by the Hon'ble NCLT.</p>			
	<p>(iii) Auditors' Comments on (i) or (ii) above: Considering the ongoing litigation between the shareholders of KSDPL in respect of the allegations raised in the petition filed with NCLT, the outcome of which is presently unascertainable, and inconsistent legal assessment with respect to status of KSDPL under the Act, we are unable to comment upon the legal compliance by KSDPL with respect to applicable provisions of the Act.</p>			
III.	Signatories:			
	<p style="text-align: center;">   Chander K Baljee Managing Director </p>			


Amit Jaiswal
Chief Financial Officer

Ashutosh Chandra
Audit Committee Chairman

For Walker ChandioK & Co LLP
Chartered Accountants
Firm Registration no.: 001076N/N500013

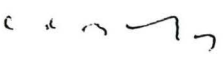
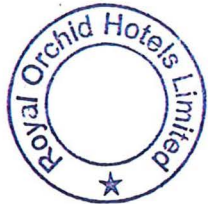

Hemant Maheswari
Partner
Membership No.: 096537


Bengaluru
30 May 2024



Statement on Impact of Audit Qualifications for the Financial Year ended 31 March 2024

(₹ in lakhs)

I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1.	Total income	19,829.36	NA
	2.	Total Expenditure	16,537.28	NA
	3.	Net Profit	2,462.03	NA
	4.	Earnings Per Share	8.98	NA
	5.	Total Assets	44,892.00	NA
	6.	Total Liabilities	21,444.64	NA
	7.	Net Worth	23,447.36	NA
	8.	Any other financial item(s) (as felt appropriate by the management)	-	-
II.	<p>Audit Qualification:</p> <p>a. Details of Audit Qualification: Following qualification has been given by the Auditors in the audit report on Standalone Financial Results of the Company:</p> <p>As described in Note 6 to the accompanying Statement, certain shareholders of Ksheer Sagar Developers Private Limited ('KSDPL'), an associate of the Company, together holding 50% of voting power in such investee company, have filed a petition before the Hon'ble National Company Law Tribunal (NCLT) under Sections 241 and 242 of the Companies Act, 2013 ('the Act') with respect to certain allegations against the Group as detailed in the said note. Further, as described in the said note, management in the current year in its response to NCLT has considered KSDPL as a 'private company', hitherto being considered as 'deemed public company' for assessing applicability of the compliance requirements under the Act.</p> <p>Considering the aforesaid ongoing litigation between the shareholders of KSDPL in respect of the allegations raised in the said petition, the outcome of which is presently unascertainable, and inconsistent legal assessment with respect to status of KSDPL under the Act, we are unable to comment upon the legal compliance by KSDPL with respect to applicable provisions of the Act.</p> <p>b. Type of Audit Qualification: Qualified Opinion</p> <p>c. Frequency of qualification: first time</p> <p>d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: NA</p> <p>e. For Audit Qualification(s) where the impact is not quantified by the auditor:</p> <p>(i) Management's estimation on the impact of audit qualification: NA</p> <p>(ii) If management is unable to estimate the impact, reasons for the same: The likely impact if any, will only be known upon adjudication of the ongoing litigation by the Hon'ble NCLT.</p> <p>(iii) Auditors' Comments on (i) or (ii) above: Considering the ongoing litigation between the shareholders of KSDPL in respect of the allegations raised in the petition filed with NCLT, the outcome of which is presently unascertainable, and inconsistent legal assessment with respect to status of KSDPL under the Act, we are unable to comment upon the legal compliance by the KSDPL with respect to applicable provisions of the Act.</p>			
III.	<p>Signatories:</p> <div style="text-align: center;">   </div> <p>Chander K Baljee Managing Director</p>			


Amit Jaiswal
Chief Financial Officer


Ashutosh Chandra
Audit Committee Chairman

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration no.: 001076N/N500013


Hemant Maheswari
Partner
Membership No.: 096537

Bengaluru
30 May 2024

