



**ROYAL ORCHID HOTELS LTD**

Regd. Office:  
1, Golf Avenue, adjoining KGA Golf Course,  
HAL Airport Road, Kodihalli, Bangalore - 08, India.  
T: +91 80 406 12345  
CIN: L55101KA1986PLC007392  
E: investors@royalorchidhotels.com

**Date: August 27, 2021**

**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 Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)***

In furtherance to our intimation dated August 21, 2021, this is to inform you that in compliance with Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular No.14/2020 dated 8th April, 2020, the General Circular No.17/2020 dated 13th April, 2020, the General Circular No.22/2020 dated 15<sup>th</sup> June, 2020, the General Circular No. 33/2020 dated 28th September, 2020, the General Circular No.39/2020 dated 31st December, 2020 and the General Circular No.10/2021 dated 23rd June, 2021 issued by the Ministry of Corporate Affairs and Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Royal Orchid Hotels Limited (“the Company”) has completed dispatch of Postal Ballot Notice dated August 26, 2021 along with the explanatory statement on August 27, 2021, only through electronic mode to all those members of the Company whose email addresses are registered with the Company’s Registrar and Share Transfer Agent and with the Depositories/Depository Participant as on August 20, 2021, (“cut off date”)., seeking their approval to acquire 100% stake in its subsidiary company i.e. Cosmos Premises Pvt Ltd from its current 50% stake in lieu of disposing its entire stake in wholly owned subsidiary i.e. Rivershore Developers Pvt Ltd ( “ RSDPL “) along with settling of the liabilities of RSDPL and proposal to re-borrow Rs. 10.06 Crores from Baljees Hotels and Real Estates Pvt Ltd.

Further, in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith a copy of the Postal Ballot Notice along with the Explanatory Statement for your records.



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The Postal Ballot Notice is also uploaded on the Company's website at <https://www.royalorchidhotels.com/investors>

The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members. The voting through postal ballot and through e-voting will commence from Monday, 30th August, 2021 (9:00 A.M. IST) and shall end on Wednesday, 29th September, 2021 (5:00 P.M. IST). The results of the postal ballot will be announced on or before Thursday, 30th September, 2021.

We request you to take the above on records.

Thanking you

Yours sincerely,

For **ROYAL ORCHID HOTELS LIMITED**

**RANABIR SANYAL**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**

Encl: as above



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## **NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013 Rules 20 & 22 of Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India

To The Members,

Royal Orchid Hotels Limited

Notice is hereby given that pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") including any statutory modification(s) or re-enactment thereof for the time being in force and other applicable provisions, if any, of the Act and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules") as amended from time to time read with the General Circular No. 14/2020 dated 8th April, 2020, the General Circular No. 17/2020 dated 13th April, 2020, the General Circular No. 22/2020 dated 15th June, 2020, the General Circular No. 33/2020 dated 28th September, 2020, the General Circular No. 39/2020 dated 31st December, 2020 and the General Circular No. 10/2021 dated 23rd June, 2021 issued by the Ministry of Corporate Affairs (herein after referred to as "MCA Circulars") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), resolutions as set out in this Notice for approval of Memorandum of Understanding, *to acquire 100% stake in its subsidiary company i.e. Cosmos Premises Pvt Ltd from its current 50% stake in lieu of disposing its entire stake in wholly owned subsidiary i.e. Rivershore Developers Pvt Ltd ( "RSDPL ") along with settling of the liabilities of RSDPL and Royal Orchid Hotels Limited ("ROHL / Company") proposal to Borrow/ re-borrow Rs. 10.06 Crores from Baljees Hotels and Real Estates Pvt Ltd*, on the terms which are set out in the Explanatory Statement attached to this Notice, is proposed for consideration by members of ROHL for passing by means of Postal Ballot through voting by electronic means only ("remote e-voting"). Members are requested to read the instruction in the Notes under the section "Instruction for Voting through Electronic Means". The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode only to those Members whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company/ Depository Participant. If Member's e-mail address is not registered with the Registrar and Share Transfer Agent of the Company/ Depository Participant., then please follow the process provided in the Notes to register the email addresses.

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company vide Resolution dated 14th August, 2021 has appointed Mr. G Shanker Prasad, Practicing Company



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Secretary (Membership No. 6357), as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

The Company has availed electronic voting platform of Central Depository Services (India) Limited ("CDSL"), for facilitating remote e-voting.

The remote e-voting period commences at 9:00 a.m. (IST) on Monday, 30th August, 2021 and will end at 5:00 p.m. (IST) on Wednesday, 29th September, 2021, when the remote e-voting will be blocked and voting shall not be allowed beyond the said time. Upon completion of the process, the Scrutinizer will submit his report to the Chairman or any other person authorised by the Chairman/ Board. The results of the Postal Ballot would be announced on Thursday, 30th September, 2021.

The declared result, along with the Scrutinizer's Report, will be available forthwith on the ROHL's website [www.royalorchidhotels.com](http://www.royalorchidhotels.com) and will also be forwarded to BSE Limited and National Stock Exchange of India Limited where the Company's shares are listed. Central Depository Services (India) Limited, engaged by the Company for facilitating e-voting, will also display the result on its website [www.evotingindia.com](http://www.evotingindia.com).

### Special Business:

1. **To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company.**

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

**"RESOLVED THAT** the Memorandum of Understanding dated August 21, 2021 to acquire 100% stake in its subsidiary company i.e. Cosmos Premises Pvt Ltd from its current 50% stake in lieu of disposing its entire stake in wholly owned subsidiary i.e. Rivershore Developers Pvt Ltd ( " RSDPL ") along with settling of the liabilities of RSDPL be and is hereby ratified."

**RESOLVED FURTHER THAT** pursuant to Section 180 of the Companies Act 2013 and all the applicable provisions of the Companies Act 2013 , and the Rules thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ( LODR ) and all other applicable regulations of LODR and all other applicable statutory regulations the approval of the Members be and is hereby accorded to acquire 100% stake in its subsidiary company i.e. Cosmos Premises Pvt Ltd from its current 50% stake in lieu of disposing its entire stake in wholly owned subsidiary i.e. Rivershore Developers Pvt Ltd ( " RSDPL ") along with settling of the liabilities of RSDPL.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance, Share Purchase/ Transfer Agreement and other ancillary documents,



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in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to Acquisition/ sale and transfer/ Disposal of the Undertaking and amending any of the aforesaid agreements as they may in their absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, arranging delivery and execution of contracts, deeds, agreements and instruments.”

### 2. Approval to re-borrow / borrow a loan of Rs. 10.06 Crores from Baljees Hotels and Real Estates Private Limited.

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

**“RESOLVED THAT** pursuant to all the applicable provisions of the Companies Act 2013, and the Rules thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ( “LODR” ) and all other applicable regulations of LODR and all other applicable statutory regulations and subject to such approvals as may be required the approval of the Members be and is hereby accorded to Re-borrow / Borrow Rs. 10.06 Crores from Baljees Hotels and Real Estates Private Ltd. on such terms and conditions as detailed in the Explanatory Statement annexed to this Notice.”

**RESOLVED FURTHER THAT** Board of Directors (which term shall be deemed to include any Committee thereof or any one or more Directors of the Company or any other person authorised by the Board) be and are hereby authorized to perform and execute all such acts, deeds, matters and things including delegation of authority as may be deemed necessary, desirable, expedient or incidental for the purpose of giving effect to this resolution.”

By Order of Board of Directors  
Royal Orchid Hotels Limited

Date: 26/08/2021  
Place: Bangalore

Ranabir Sanyal  
Company Secretary and Compliance Officer



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### Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the Resolutions in the accompanying Notice, is annexed hereto.
2. In compliance with Sections 110 and 108 of the Act and Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically through e-voting facility provided by CDSL. The instructions for Voting through electronic means are annexed to this Notice.
3. 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 Friday, 20th August, 2021 (“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.
4. The remote e-voting period commences at 9:00 a.m. (IST) on Monday, 30th August, 2021 and will end at 5:00 p.m. (IST) on Wednesday, 29th September, 2021, when the remote e-voting will be blocked and voting shall not be allowed beyond the said date and time. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 20th August, 2021, may cast their vote electronically. Once the member casts the vote on the Resolution, he or she will not be allowed to change it subsequently.
5. Mr. G Shanker Prasad, Company Secretary (Membership Number: 6357), Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting vote through the e-voting system in a fair and transparent manner.
6. In conformity with the applicable 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 20th August, 2021 and who have registered their e-mail addresses with the Company or with the Depositories.
7. Those Members whose email IDs are not registered can get their Email ID registered as follows:
  - Members holding shares in Demat form can get their E-mail ID registered by contacting their respective Depository Participant.
  - Members holding shares in the physical form can get their E-mail ID registered by contacting our Registrar and Share Transfer Agent “Integrated Registry Management Services Private Limited” on their email id [irg@integratedindia.in](mailto:irg@integratedindia.in) or by sending the duly filled in E-communication registration form enclosed with this Notice to our RTA on their email id [irg@integratedindia.in](mailto:irg@integratedindia.in)



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8. Members may note that this Postal Ballot Notice will also be available on the Company's website at [www.royalorchidhotels.com](http://www.royalorchidhotels.com), website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and website of National Stock Exchange of India Limited at <https://www.nseindia.com/>. Also the notice shall be displayed on website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

9. All material documents referred to in the accompanying Notice and the explanatory statement are open for inspection by the Members at the Registered Office of the Company during business hours on any working day, up to closure of remote e-voting on 29th September, 2021.

10. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. Wednesday, 29th September, 2021.

11. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.

### Instructions for voting through electronic means:

(The e-voting instruction of CDSL are also available at the website of the Company <https://www.royalorchidhotels.com/>).

1. The voting period begins on Monday, 30th August, 2021 at 9:00 a.m. (IST) and ends on Wednesday, 29th September, 2021 at 5.00 p.m. (IST). During this period, shareholders of the Company holding shares, either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 20th August, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.

Pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules") as amended from time to time and read with the General Circular No. 14/2020 dated 8th April, 2020, the General Circular No. 17/2020 dated 13th April, 2020, the General Circular No. 22/2020 dated 15th June, 2020, the General Circular No. 33/2020 dated 28th September, 2020, the General Circular No. 39/2020 dated 31st December, 2020 and the General Circular No. 10/2021 dated 23rd June, 2021 issued by the Ministry of Corporate Affairs (herein after referred to as "MCA Circulars") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), resolutions are proposed for consideration by members of Royal Orchid Hotels Limited ("the Company") to be passed by means of Postal Ballot through voting by electronic means only ("remote e-voting").



- 2. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- 3. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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 above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:**

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users of who have opted for CDSL’s 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 URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/ her holdings along with links of the respective e-Voting service provider as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers’ site directly.</p> <p>3) If the user is not registered for Easi / Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.</p>





<p>Individual Shareholders holding securities in demat mode with NSDL</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: <a href="https://eservices.nsd.com">https:// eservices.nsd.com</a> 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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</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’s website for casting your vote during the remote e-Voting period.</p>



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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website. 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

4. Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - Click on "Shareholders" module.
  - 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.
  - Next enter the Image Verification as displayed and Click on Login.
  - If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 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 Participants are requested to use the sequence number in the PAN field. The sequence number is mentioned in the email of "Postal Ballot Notice" sent to the shareholders on their registered e-mail IDs. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the



	number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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 as mentioned in instruction (4).

- vii) After entering these details appropriately, click on “SUBMIT” tab.
- viii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- viii) 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.
- ix) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN for the relevant on which you choose to vote.
- xi) 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.
- xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii) 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.
- xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv) If a demat account holder has forgotten the changed 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.



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### 5. Note for Non – Individual Shareholders and Custodians-Remote Voting:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) .
- 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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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 Company at the email address viz; [cosec@royalorchidhotels.com](mailto:cosec@royalorchidhotels.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding E-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk. [evoting@cdslindia.com](mailto:evoting@cdslindia.com) or call on 022-23058542/43.

### 6. Process for those shareholders whose email addresses/ Mobile Number are not registered with the Registrar and Share Transfer Agent of the Company/ Depository Participant/Depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

- i) 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 our RTA Integrated Registry Management Services Private Limited on their email ID [irg@integratedindia.in](mailto:irg@integratedindia.in) .The RTA shall co-ordinate with CDSL and provide the login credentials to the above-mentioned shareholders.



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ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

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

#### **REGARDING ITEM NO 1 & 2:**

The Members are requested to kindly ratify the Memorandum of Understanding dated August 21, 2021 which is entered with Vascon Engineers Limited ("VEL"), Shri R. Vasudevan HUF (Promoter of VEL) and Conamore Resorts Private Limited (Related Party of Promoter of VEL) hereinafter referred to as “Vascon group” to acquire 100% stake in the subsidiary company i.e. Cosmos Premises Pvt Ltd from its current 50% stake in lieu of disposing its entire stake in wholly owned subsidiary company i.e. Rivershore Developers Pvt Ltd ( “ RSDPL “) along with settling of the liabilities of RSDPL. Further the Memorandum of Understanding (MoU) is available at the website of the Company. (<https://www.royalorchidhotels.com/>)

The details of both the Subsidiary Companies i.e. Cosmos Premises Pvt Ltd and Rivershore Developers Pvt Ltd are available at the Website of the Company (<https://www.royalorchidhotels.com/>)

The information required to be disclosed for acquisition and disposal of subsidiaries pursuant to Regulation 30 of SEBI (LODR), 2015 and **SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015** is annexed hereunder as Annexure I & II respectively for reference.

Pursuant to the aforesaid MOU from the total proceeds of Rs. 52.50 cr. received from sale of RSDPL, all the liabilities of RSDPL shall be paid and the balance amount shall be the share price. Since for the purchase of the remaining stake of Cosmos Premises Pvt Ltd the aforesaid amount of Rs. 52.50 crores would be required to be re-paid to Vascon Group, there will be shortfall for the same. Hence it is proposed that ROHL would re-borrow / borrow the amount of Rs. 10.06 Crores from Baljees Hotels and Real Estates Private Limited (“BHPL”) which BHPL would receive from RSDPL.

The basic terms of the aforesaid loan would be:

Tenure: 2 years

The rate of Interest for the Loan of Rs. 10.06 Crores will be 18% p.a. (the same interest rate is being charged by the BHPL to RSDPL)



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Pursuant to Section 110 readwith Section 180 and Regulation 23(1) of SEBI (LODR), 2015 the approval of members is required to approve the respective resolution set out in the Notice.

Related Party Disclosures for Baljees Hotels and Real Estates Private Ltd are as follows:

Sr. No.	Particulars	Details
1	Name of the Related Party	Baljees Hotels And Real Estates Private Limited
2	Name of Director or Key Managerial Personnel who is related, if any	Mr. Chander K. Baljee Mr. Sunil Sikka Mr. Keshav Baljee
3	Nature of relationship	Promoters of Royal Orchid Hotels Limited Directors of Baljees Hotels And Real Estates Private Limited

Regulation 23 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be applicable and complied with.

The Audit Committee of the Board has Unanimously Approved the aforesaid transaction. The Board recommends the resolutions set out at item no. 1 & 2 of the Notice for approval of members of the Company.

None of Directors are interested in the resolutions proposed in the notice except in Item No. 2 who's Related Party Details are mentioned above.

By Order of Board of Directors  
Royal Orchid Hotels Limited

Date: 26/08/2021  
Place: Bangalore

Ranabir Sanyal  
Company Secretary and Compliance Officer



**Annexure I**

**Acquisition (including agreement to acquire):**

Sl. No.	Details of events that need to be provided	Information of such Events
1.	Name of the target entity, details in brief such as size, turnover etc	<b>i. Name of Target:</b> Cosmos Premises Private Limited <b>ii. Details of Target:</b> The Cosmos Premises Pvt Ltd is subsidiary of Royal Orchid Hotels Limited.  Turnover in 2020-21 – 900.72 Lakhs Turnover in 2019-20 – 2069.27 Lakhs
2.	Whether the acquisition would fall within related party transaction and whether the promoter/promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;	No  The Cosmos Premises Pvt Ltd (“CPPL”) is Subsidiary of Royal Orchid Hotels Limited but the purchase of shares is from Vascon Engineers Limited Shri R. Vasudevan HUF and Conamore Resorts Private Limited. Which are not related Party of ROHL.
3.	Industry to which the entity being acquired belongs	Hospitality
4.	Objects and effects of acquisition	The company would acquire 100% stake in its subsidiary Cosmos Premises Pvt Ltd from its current 50% stake and in lieu of disposing its entire stake in wholly owned subsidiary i.e. Rivershore Developers Pvt Ltd ( “ RSDPL “) and settling of the liabilities of RSDPL
5.	Brief details of any governmental or regulatory approvals required for the acquisition	NO
6.	Indicative time period for completion of the acquisition	60 Days from the date of signing of Memorandum of Understanding
7.	Nature of consideration-whether cash consideration or share swap and details of the same.	Cash (Through Banking Channels)



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8.	Cost of acquisition or the price at which the shares are acquired	Rs. 52,50,00, 000 (Rs. Fifty Two Crores and Fifty Lakh Rupees Only.)
9.	Percentage of shareholding / control acquired and / or number of shares acquired	100% shareholding is Acquired post the transaction from its current 50% holding.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p><b>Brief Background:</b> The Company owns a hotel with details given in the website of the Company. (<a href="https://www.royalorchidhotels.com/investors">https://www.royalorchidhotels.com/investors</a> ) The Annual Financials of CPPL are also available at the aforesaid link.</p> <p><b>Line of Business:</b> Hospitality</p> <p><b>Date Of Incorporation:</b> 14/07/1997</p> <p><b>Consolidated Turnover of last 3 years:</b> <b>2020-21 : Rs. 900.72 Lakhs</b> <b>2019-20: Rs. 2069.27 Lakhs</b> <b>2018-19: Rs. 2077.22 Lakhs</b></p> <p><b>Country in which acquired company have presence:</b> India</p>





**Annexure II**

**Sale or disposal of unit(s) or division(s) or subsidiary of the listed entity:**

Sl. No.	Details of events that need to be provided	Information of such Events	
1.	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year.	Particulars	Amount (INR Lakhs)
		Turnover	NIL
		Net worth	2663.47 Lakhs
		Profit After Tax / (Loss)	(206.92 Lakhs)
		*Based on last Audited Financial Statements The company has not started its business	
2.	Date on which the agreement for sale has been entered into.	21 <sup>st</sup> August, 2021	
3.	The expected date of completion of sale/disposal	60 Days from the date of Signing of Memorandum Of Understanding	
4.	Consideration received from such sale/disposal	Rs. 52,50,00,000 (Rs. Fifty Two Crores and Fifty Lakh Rupees Only) (Enterprise Value)	
5.	Brief details of buyers and whether any of the buyers belong to the promoter/promoter group /group companies. If yes, details thereof.	Vascon Engineers Ltd is a Listed Company. The Website link of VEL is <a href="https://www.vascon.com/">https://www.vascon.com/</a> Shri R. Vasudevan HUF is the Promoter of VEL and Conamore Resorts Private Limited is the Related Party of Promoter of VEL. The aforesaid buyers are not coming under related party of ROHL or ROHL promoters Group.	
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length".	NO	
7.	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale	N.A.	



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**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