



ROYAL ORCHID HOTELS LTD.,

Regd. Office:
1, Golf Avenue, adjoining KGA Golf Course,
HAL Airport Road, Kodihalli, Bangalore - 08, India.
T: +91 80 406 12345, F: +91 80 25203366
CIN: L55101KA1986PLC007392
E: investors@royalorchidhotels.com

Date: April 02, 2026

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

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

Dear Sir/Ma'am,

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

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in continuation to our letters dated February 14, 2026, we attach herewith a copy of the Postal Ballot Notice dated April 02, 2026, along with the Explanatory Statement (Enclosed as **Annexure-1**), being dispatched today i.e. April 02, 2026, for seeking the approval of the members on the Special Businesses as contained in the Postal Ballot Notice.

In accordance with circulars issued by Ministry of Corporate Affairs, from time to time, the postal ballot notice is being sent only in electronic form to Members whose email addresses are registered with their depository participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding) and whose names are recorded in the Register of Members/List of Beneficial Owners as on Friday, March 27, 2026 (Cut-off date).

The Company has engaged the services of Central Depository Services (India) Limited to provide e-voting facility to its members. The Notice is also available on the Company's website [POSTAL BALLOT NOTICE](#)

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

You are requested to take note of the above.

Yours faithfully,

For **ROYAL ORCHID HOTELS LIMITED**

AMIT JAISWAL
CHIEF FINANCIAL OFFICER

Encl: as above



Annexure-1

Postal Ballot Notice

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

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April, 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued from time to time, the latest one being General Circular no. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (the "**MCA Circulars**"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below are proposed to be passed by the members of the Company (as on the Cut-off Date) ("**Members**"), through postal ballot (the "**Postal Ballot**") only by way of remote e-voting ("**e-voting**") process and the notice would be circulated via email only. An Explanatory Statements pertaining to the said resolutions setting out the material facts and the reasons thereof form part of this Postal Ballot notice ("**Postal Ballot Notice**").

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. In compliance with the MCA Circulars, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / depository participant(s). However if any member requires hard copy of the Notice for reference then he may send their request to the company at investors@royalorchidhotels.com and if the member is entitled to exercise its vote as on the date of request then printout of the notice shall be sent to the shareholder at their registered address. Pursuant to the Rule 22(3) of the Companies (Management and Administration) Rules, 2014, the Company will be published the mandatory advertisement in English and Kannada newspapers.

The Board of Directors of the Company has appointed Mr. Pradeep B. Kulkarni (Membership No. FCS 7260; CP 7835) Company Secretary, partner at V Sreedharan & Associates, as the Scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot including e-voting process in a fair and transparent manner.

The Company has engaged the services of Central Depository Services (India) Limited, ("**CDSL**") as its agency for providing e-voting facility to the Members of the Company. The period of voting through Postal Ballot and e-voting shall commence on **Saturday, April 04, 2026 at 09:00 A.M. (IST)** and end on **Sunday, May 03, 2026 at 5:00 P.M. (IST)**. The e-voting module shall be disabled for voting thereafter.



The Scrutinizer will submit his report to the Chairman or to any other person authorized by the Board, after completion of scrutiny of the Postal Ballot including e-voting. The results of the Postal Ballot shall be declared on or before **Tuesday, May 05, 2026** by 5.00 p.m. at the Registered Office of the Company. The said results along with the Scrutinizer Report will be displayed at the Registered Office along with the website of the Company i.e. www.royalorchidhotels.com and will also be uploaded at BSE Limited ("BSE") i.e. www.bseindia.com and National Stock Exchange of India Limited ("NSE") i.e. www.nseindia.com where the shares of the Company are listed. A copy of the results will also be available at CDSL E-voting India website i.e. www.evotingindia.com

SPECIAL BUSINESS:

1. TO CONSIDER AND APPROVE THE PROPOSAL FOR CHANGE IN DESIGNATION OF MR. KESHAV BALJEE (DIN: 00344855) FROM NON-EXECUTIVE DIRECTOR TO WHOLE-TIME DIRECTOR DESIGNATED AS AN EXECUTIVE DIRECTOR.

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

***"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendations of the Board, Audit Committee and Nomination and Remuneration Committee in their respective meetings held on February 14, 2026, approval of the shareholders be and is hereby accorded for change in designation and appointment of Mr. Keshav Baljee (DIN: 00344855) from Non-Executive Director to Whole-Time Director designated as an Executive Director of the Company for a period of 5 years for a monthly remuneration of ₹10,00,000/- (Rupees Ten Lakhs only), effective February 14, 2026;*

***RESOLVED FURTHER THAT** all the Independent Directors of the Company be and are hereby severally authorized to issue and execute the appointment letter and to sign, execute and deliver all such documents, letters and writings and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."*

2. TO CONSIDER AND APPROVE THE PROPOSAL FOR INCREASING THE REMUNERATION OF MR. ARJUN BALJEE, PRESIDENT OF THE COMPANY WHO IS HOLDING OFFICE/ PLACE OF PROFIT:

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

***"RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendations of the Board, Audit Committee and Nomination and Remuneration Committee in their respective meetings held on February 14, 2026, approval of the shareholders be and is hereby accorded for increase in the monthly remuneration of Mr. Arjun Baljee, President, from ₹5,00,000/- to ₹7,50,000/- , such that his total monthly remuneration from the Company and its subsidiary, Maruti Comforts & Inn Private Limited shall be ₹10,00,000/- per month, with effect from February 14, 2026, and recommend the same to the shareholders for their approval at the ensuing general meeting/ postal ballot;*



RESOLVED FURTHER THAT all the Independent Directors of the Company be and are hereby severally authorized to issue and execute the appointment letter and to sign, execute and deliver all such documents, letters and writings and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution.”

**By Order of Board of Directors
Royal Orchid Hotels Limited
Sd/-**

**Date: 02.04.2026
Place: Bangalore**

**Amit Jaiswal
Chief Financial Officer**

NOTES:

1. The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Companies Act 2013 (the “Act”) read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto. All documents referred to in this Postal Ballot Notice shall be available for inspection without any fees by the Members. Members seeking to inspect the same can send an email to investors@royalorchidhotels.com.
2. The Board of Directors has appointed Mr. Pradeep B. Kulkarni (Membership No. FCS 7260; CP 7835) Company Secretary, partner at V Sreedharan & Associates, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) as the agency to provide e-voting facility enabling the members to cast their votes electronically in a secure manner.
3. In conformity with the prevailing regulatory requirements, the Postal Ballot notice is being sent only through electronic mode to those members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on **Friday, March 27, 2026 (“Cut-off date”)** and who have registered their e-mail addresses with the Company or with the Depositories.
4. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the “Cut-off date”. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. This Notice is also available on the Company’s website www.royalorchidhotels.com and also on the website of Stock Exchange i.e. www.bseindia.com & www.nseindia.com and on the website of CDSL at www.evotingindia.com.
5. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.
6. The Scrutinizer will submit the results of the remote e-voting along with his report to the Chairman of the Company or any person authorized by the Board upon completion of the scrutiny of the votes cast through remote e-voting. **The results of the Postal Ballot will be announced on or before 5.00 P.M. on Tuesday, May 05, 2026.** The said results along with



the Scrutinizer’s Report would be uploaded on the website of the Company www.royalorchidhotels.com and also would be communicated to the Stock Exchange at www.bseindia.com & www.nseindia.com and Central Depository Services (India) Limited (“CDSL”) at www.evotingindia.com.

- 7. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last day of voting i.e. **Sunday, May 03, 2026.**
- 8. The instructions for Shareholders for remote e-voting are as under:
 - i) **The remote e-voting period commences from 09:00 A.M. on Saturday, April 04, 2026 and ends at 5:00 P.M. on Sunday, May 03, 2026.** During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-Off Date of **Friday, March 27, 2026**, may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter. Once the vote on the resolution is cast by member, he/she shall not be allowed to change it subsequently or cast the vote again.
 - ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Pursuant to aforesaid SEBI Circular, login method for remote e-voting for Individual shareholders holding securities in demat mode with CDSL/ NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon & select New System Myeasi.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e- Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>Additionally, there is also links provided to access the system of all e- Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com homepage or click on</p>



	<p>https://evoting.cdslindia.com/Evoting/EvotingLogin the system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2.If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp</p> <p>3.Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

iii) Helpdesk for Individual Shareholders holding securities in demat mode for any technical



issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 18002109911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

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

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

- v) After entering these details appropriately, click on "SUBMIT" tab.
- vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii) Click on the EVSN "ROYAL ORCHID HOTEL LIMITED".



- ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvi) Additional Facility for Non- Individual Shareholders and Custodians:**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; pbk@sreedharancs.com & investors@royalorchidhotels.com, if they have voted from individual tab & not uploaded same in the CDSL e- voting system for the scrutinizer to verify the same.

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

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

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr.Manger, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai- 400 013 or send an email to helpdesk.evoting@cdslindia.com or call on 18002109911.



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

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

Sd/-

**Date: 02.04.2026
Place: Bangalore**

**Amit Jaiswal
Chief Financial Officer**



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES
ACT, 2013**

ITEM NO 1:

The Board of Directors of the Company, based on the recommendations of the Audit Committee and the Nomination and Remuneration Committee at their respective meetings held on February 14, 2026, and subject to the approval of the Members of the Company, has approved the change in designation of Mr. Keshav Baljee as a Whole-Time Director, designated as Executive Director, for a period of five (5) years, with effect from February 14, 2026.

Mr. Keshav Baljee is a graduate from Wharton school, University of Pennsylvania, USA and holds an MBA Finance from the Indian School of Business (ISB), Hyderabad, and has been pursuing his professional career since 2007. He satisfies all the conditions specified under Section 196 read with Schedule V of the Companies Act, 2013, and is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Upon appointment, he shall not be liable to retire by rotation.

Mr. Keshav Baljee (DIN: 00344855) was appointed as a Non-Executive Director of the Company on November 11, 2019, and has since been providing continuous strategic guidance to the Company. Considering the operational requirements of the Company to operate 120+ Hotels and the need for dedicated executive oversight of the operations of Royal Orchid Hotels Limited, the management has proposed to induct him in an executive capacity for a period of five (5) years.

The proposed CTC is lower compared to remuneration levels drawn by similar senior management roles of the company, such as the Chief Operating Officer who was drawing Rs 11 lacs per month.

Based on the recommendations of the Audit Committee and the Nomination and Remuneration Committee, and after due consideration of the aforesaid factors, the Board of Directors approved the proposal, subject to the approval of the Members of the Company.

In terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the fees or compensation payable to executive directors who are promoters or members of the promoter group shall be subject to the approval of the shareholders by way of a special resolution in a general meeting, where there is more than one such director and the aggregate annual remuneration payable to such directors exceeds five percent (5%) of the net profits of the listed entity.

Further, the approval of the shareholders under this provision shall be valid only till the expiry of the term of such director. Accordingly, it is proposed to seek approval of the Members by way of special resolution for the change in designation of Mr. Keshav Baljee as a Whole-Time Director, designated as Executive Director of the Company, for a period of five (5) years, at a monthly remuneration of ₹10,00,000/- (Rupees Ten Lakhs only).



No Directors and Key Managerial Personnel of the Company are concerned or interested, financial or otherwise except Mr. Keshav Baljee (along with his respective relatives i.e. Mr. Chander K. Baljee and Mrs. Sunita Baljee), who is interested in or concerned in the aforesaid Resolution.

Your Board of Directors recommends the Special Resolution set forth in Item No. 1 of the notice for your approval.

STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013

I. General information:

1.	Nature of industry	Hospitality Industry
2.	Date or expected date of commencement of commercial production	February 3, 1986
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
4.	Financial performance based on given indicators	Details are provided in the quarterly results that are available on the website of the company at https://www.royalorchidhotels.com/investors .
5.	Foreign investments or collaborations, if any.	The Company had one overseas subsidiary, namely Multi Hotels Limited, which ceased to be a subsidiary of the Company with effect from January 29, 2026.

II. Information about the Whole Time Director:

1.	Background details	Mr. Keshav Baljee is a graduate from Wharton school, University of Pennsylvania, USA and holds an MBA in Finance from the Indian School of Business (ISB), Hyderabad, and has been pursuing his professional career since 2007. He has been serving as a Non-Executive Director of the Company with effect from November 11, 2019.
2.	Past Remuneration	NILL (Excluding Sitting fees)
3.	Job profile and his suitability	Mr. Keshav Baljee is a graduate from Wharton school, University of Pennsylvania, USA and holds an MBA in Finance from the Indian School of Business (ISB), Hyderabad, and has been associated with the Company as a Non-Executive



		Director since November 11, 2019, providing strategic guidance to the Company. The role of Whole-Time Director, designated as Executive Director, would form part of the core management team of the company and would involve such roles as assigned to him by the board/Chairman & Managing Director of the company from time to time. Considering his qualifications, experience and understanding of the Company's operations, the Board believes that his appointment will be beneficial to the Company.
4.	Remuneration Proposed	Rupees 10, 00,000/- (Rs. Ten Lakhs Only)
5.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	NA
6.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Keshav Baljee is the co-promoter of the Company. He is the son of Mr. Chander K. Baljee, (Chairman & Managing Director and Promoter) and Mrs. Sunita Baljee, Non-Executive Director of the Company. He is also the brother of Mr. Arjun Baljee, President and co-promoter of the Company.

III. Other information:

1.	Reasons of loss or inadequate profits	NA
2.	Steps taken or proposed to be taken for improvement	NA
3.	Expected increase in productivity and profits in measurable terms	NA

**DETAILS OF DIRECTOR SEEKING CHANGE IN DESIGNATION AND/OR APPOINTMENT**

(Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings)

Name of the Director	Mr. Keshav Baljee
DIN	00344855
Date of Birth	16/12/1983
Age	42 years, 1 month
Date of first appointment on the Board	09/11/2020
Qualification	MBA, Finance
Experience	<p>(i) CEO, Smaash Entertainment (November 2016 – July 2017)</p> <p>(ii) Non-Executive Director, Ivy Aspire Consulting (2009 - Present),</p> <p>(iii) President (Earlier, Vice President Corporate Affairs) Royal Orchid Hotels, (2007 – 2011).</p>
Nature of expertise in specific functional areas	Hospitality business strategy, financial management, operations oversight and business expansion.
Terms and conditions of appointment	<p>Appointment as Whole-Time Director, designated as Executive Director, Not Liable to retire by rotation for a period of 5 (five) consecutive years effective from February 14, 2026.</p> <p>For further details, refer Notice and Explanatory Statement.</p>
Details of remuneration last drawn (FY 2024-25)	NA
Details of remuneration sought to be paid	₹10,00,000/- (Rupees Ten Lakhs only) Per Month.
Directorships in other Companies (excluding foreign companies)	<p>(i) Ivy Aspire Consulting Private Limited</p> <p>(ii) Baljees Hotels and Real Estates Private Limited</p> <p>(iii) Royal Orchid Hotels Limited</p> <p>(iv) Icon Hospitality Private Limited</p>
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	NILL
Listed entities from which the Director has resigned in last 3 (three) years	NILL
No. of Board Meetings attended during FY 2025-26 (upto the date of this Notice)	6(Six)



Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Mr. Keshav Baljee is the co-promoter of the Company. He is the son of Mr. Chander K. Baljee, (Chairman & Managing Director and Promoter) and Mrs. Sunita Baljee, Non-Executive Director of the Company. He is also the brother of Mr. Arjun Baljee, President and co-promoter of the Company.
No. of shares held (as on the date of this Notice):	NIL

ITEM NO 2:

The Board of Directors of the Company, based on the recommendations of the Audit Committee and the Nomination and Remuneration Committee at their respective meetings held on February 14, 2026, and subject to the approval of the Members of the Company, has approved the increase in the monthly remuneration of Mr. Arjun Baljee, President, from ₹5,00,000/- to ₹7,50,000/- per month, such that his total monthly remuneration from the Company and its subsidiary, Maruti Comforts & Inn Private Limited, shall be ₹10,00,000/- per month, with effect from February 14, 2026.

Mr. Arjun Baljee is a hospitality, real estate, and tech start up professional with over 22 years of experience. Mr. Arjun Baljee is a creative thinker who has worked in and advised across multiple geographies and businesses, from start-ups to large corporations, governments to charities.

Mr. Arjun Baljee is the co-promoter of Royal Orchid Hotels Ltd, and was involved with the development of the first Royal Orchid Hotel in 2001. His role of project implementation with the group saw the company grow from 2 to 10 hotels within a span of 6 years, including working on the immensely successful IPO of the company in 2006.

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

Mr. Arjun Baljee was appointed as President of the Company with effect from March 19, 2024, and has been drawing remuneration of ₹5,00,000/- per month from the Company. He is also serving as an Operational Analyst in Maruti Comforts & Inn Private Limited, a subsidiary of Royal Orchid Hotels Limited, and draws remuneration of ₹2,50,000/- per month from the said subsidiary.

Since his appointment, he has been entrusted with extensive responsibilities, including oversight of major projects such as the Iconiqa Hotel, Mumbai (300-room Mumbai Masa Hotel). His remuneration was last revised on March 19, 2024. Considering his continued performance, hospitality expertise and contribution towards the growth objectives of the Company, the proposed revision in remuneration is considered appropriate.

The proposed CTC is lower compared to remuneration levels drawn by similar senior management roles of the company, including positions such as the Chief Operating Officer who was drawing Rs 11 lacs per month.



Based on the recommendations of the Audit Committee and the Nomination and Remuneration Committee, and after due consideration of the aforesaid factors, the Board of Directors approved the proposal, subject to the approval of the Members of the Company.

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

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

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

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

S. No.	Particulars	Remark/Response/Reply
1	Name of the related party	Mr. Arjun Baljee
2	Name of the director or key managerial personnel who is related, if any;	Mr. Chander K Baljee; Mr. Keshav Baljee; and Mrs. Sunita Baljee
3	Nature of relationship;	Mr. Arjun Baljee (Co-Promoter and President of Royal Orchid Hotels Ltd) is the son of Mr. Chander K Baljee, (Chairman & Managing Director and Promoter) and Mrs. Sunita Baljee, Non-Executive Director of the Royal Orchid Hotels Limited. He is the elder brother of Mr. Keshav Baljee, Non-Executive Director and co-promoter of the Royal Orchid Hotels Limited.
4	Nature, material terms, monetary value and particulars of the contract or arrangements;	Except increment of salary by Rs. 2.5 Lacs per month, all other material terms and conditions remains unchanged in terms of his appointment as President of the Company.
5	Any other information relevant or important for the members to take a decision on the proposed resolution.	All other relevant details are given in this notice.



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

No Directors and Key Managerial Personnel of the Company are concerned or interested, financial or otherwise except Mr. Chander K. Baljee, Mrs. Sunita Baljee and Mr. Keshav Baljee, who is interested in or concerned in the aforesaid Resolution.

Your Board of Directors recommends the Ordinary Resolution set forth in Item No. 2 of the notice for your approval.

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

Sd/-

**Date: 02.04.2026
Place: Bangalore**

**Amit Jaiswal
Chief Financial Officer**



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/Madam,

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

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

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



ROYAL ORCHID HOTELS LTD.,

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1, Golf Avenue, Adjoining KGA Golf Course,
HAL Airport Road, Kodihalli, Bangalore - 560 008, India.
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www.royalorchidhotels.com
CIN : L55101KA1986PLC007392
email : investors@royalorchidshotels.com

Annexure 2

Calendar of Events for conducting Postal Ballot

The following is the Calendar of Events for conducting the Postal Ballot for change in designation of Mr. Keshav Baljee (DIN: 00344855) from Non-Executive Director to Whole Time Director designated as an Executive Director and for increasing the remuneration of Mr. Arjun Baljee, President of the company who is holding office /Place of Profit.

S. No.	Particulars of Events	Day / Date / Time
1	Cut-off date for ascertaining the list of shareholders to whom the Notice of Postal ballot will be sent / dispatched and also for reckoning voting rights.	Friday, March 27, 2026
2	Date of completion of dispatch of Notice of Postal Ballot along with Postal Ballot Form.	Thursday, April 02, 2026
3	Date of publication of advertisement in newspaper.	Friday, April 03, 2026
4	Date of commencement of voting period for physical Postal Ballot Form / electronic mode.	Saturday, April 04, 2026 at 9:00 A.M.
5	Last date for receiving postal ballot forms by the Scrutinizer / Last date for e-voting.	Sunday, May 03, 2026 at 5:00 P.M.
6	Date on which resolution will be deemed to be passed on approval by requisite majority (last date of receipt of postal ballot form).	Sunday, May 03, 2026
7	Submission of Report by Scrutinizer.	Tuesday, May 05, 2026