



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: September 03, 2025

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: Submission of Newspaper Advertisements for attention of Equity Shareholders of the Company in respect of information regarding 39th Annual General Meeting to be held on 25th September, 2025 through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with Ministry of Corporate Affairs General Circular No.20/2020 dated 5th May, 2020, and subsequent circulars issued in this regard, the latest being Circular No. 09/2024 dated 19th September, 2024 issued by Ministry of Corporate Affairs (MCA), please find enclosed herewith the copies of Newspaper Advertisements published in Financial Express (English Version) on Page No. 17 and Vijayavani (Kannada Version) on Page No. 8 on Wednesday, September 03, 2025, with respect to the 39th AGM of the company, scheduled to be held on Thursday, September 25, 2025 through Video Conferencing ("VC") or other Audio Visual Means ("OAVM").

We request you to take the same on record.

Thanking you

Yours sincerely,

For **ROYAL ORCHID HOTELS LIMITED**

RANABIR SANYAL
COMPANY SECRETARY & COMPLIANCE OFFICER
FCS: 7814

Encl: as above

ROYAL ORCHID HOTELS LIMITED

Corporate Identity Number: L35101KA1986PLC07392
 Registered Office: No.1, Golf Avenue, Adjoining KGA Golf Course,
 Bengaluru, - 560 003. Phone: 080-41763008,
 email ID: cosec@royalorchidhotels.com, Website: www.royalorchidhotels.com

**Information regarding
 39th Annual General Meeting of the Company**

The Ministry of Corporate Affairs (the "MCA") vide its General Circulars No. 14/2020, No. 17/2020, No. 20/2020, No. 02/2021, No. 2/2022, No. 10/2022, No. 09/2023 and No. 09/2024 dated April 8, 2020, April 13, 2020, May 1, 2020, January 13, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 respectively (hereinafter collectively referred as the "MCA Circulars") read with the SEBI Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11, No. SEBI/HO/CFD/CMD2/CIR/P/2022/62, No. SEBI/HO/CFD/PoC-2/P/CIR/2023/4, No. SEBI/HO/CFD/CFD-PoC-2/P/CIR/2023/167 and No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated May 12, 2020, January 13, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 respectively (hereinafter, collectively referred as the "SEBI Circulars" and together with the MCA Circulars referred as the "Circulars") has allowed companies to conduct their annual general meeting through Video Conferencing ("VC") or other Audio Visual Means ("OAVM"), thereby dispensing with the requirement of physical attendance of the members at their AGMs, and accordingly, the **39th Annual General Meeting (the "AGM") of Royal Orchid Hotels Limited (the "Company") will be held on Thursday, September 25, 2025 at 11:00 A.M. IST** through VC or OAVM in compliance with the Circulars, the relevant provisions of the Companies Act, 2013 (as amended) (the "Act") and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations").

In compliance with the above Circulars, electronic copies of the Notice of the 39th AGM and Integrated Annual Report for the Financial Year (FY) 2024-25 will be sent to all the Members whose email addresses are registered with the Company/RTA/Depository Participant(s) (DP). The same will also be available on the website of the Company at <https://www.royalorchidhotels.com/investors>. Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. The Notice is also available on the e-voting website of the agency engaged for providing e-voting facility i.e. Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com. The physical copies of the Notice of the 39th AGM along with Integrated Annual Report for the FY 2024-25 shall be sent to those Members who request for the same. Additionally in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to shareholders whose e-mail addresses are not registered with Company/RTA/DP providing the weblink of Company's website from where the Integrated Annual Report for FY 2024-25 can be accessed.

1. Manner of registering/ updating email addresses to receive the Notice of 39th AGM along with the Integrated Annual Report:

- Those Members who are holding shares in physical form and have not updated their e-mail ids with the Company, are requested to update the same by submitting a duly filled and signed Form ISR-1 along with self-attested copy of the PAN Card, and self-attested copy of any document (eg.: Driving License, Voter Identity Card, Passport) in support of the address of the Member, to Integrated Registry Management Services Private Limited, No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore - 560003.
- Members holding shares in dematerialised mode are requested to update their email addresses with the relevant Depository Participants (DP).

2. Manner of casting vote through e-voting:

- Members will have an opportunity to cast their votes remotely on the business as may be set forth in the Notice of the AGM through remote e-voting system.
- The login credentials for casting the votes through e-voting shall be made available through the various modes as may be provided in the Notice as well as through email after successfully registering their email addresses.

3. Final Dividend:

Members may note that the Board of Directors at its meeting held on 27th May, 2025, has recommended a final dividend of Rs. 2.5/- per share. The final dividend, subject to the approval of Members, will be paid on or after, 26th September, 2025 to the Members whose names appear in the Register of Members, as on record date i.e. Friday, 29th August 2025.

4. Manner of registering KYC including bank details for receiving Dividend:

- For Members holding shares in physical mode, SEBI vide its Circular dated 3rd November, 2021 has mandated registration of PAN, KYC details and Nomination. Members holding shares in physical form are requested to submit their PAN, KYC and Nomination details by sending a duly filled and signed Form ISR-1 to Integrated Registry Management Services Private Limited at the address mentioned above or by email to irg@integratedindia.in from their registered email id. As per the said mandate, Members, holding securities in physical form, whose folios are not updated with any of the KYC details, viz. (i) PAN; (ii) Contact Details; (iii) Mobile Number; (iv) Bank Account Details; (v) Signature; and (vi) Choice of Nomination, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from 1st April, 2024. In accordance with the above, dividends, in respect of physical folios wherein any of the above KYC details are not updated before the Record date, will be paid only after the folio becomes KYC compliant.
- Members holding shares in dematerialised mode are requested to update their complete bank details with their DPs to avoid delay in receiving the dividend.

5. Tax on Dividend

Pursuant to the changes introduced by the Finance Act, 2020 in the Income-tax Act, 1961 (the "IT Act") w.e.f. April 1, 2020, the dividend paid or distributed by a company shall be taxable in the hands of the shareholders. Accordingly in compliance with the said provisions, the Company shall make the payment of dividend if approved at the AGM after necessary deduction of tax at source (TDS). The withholding tax rates would vary depending on the residential status of every shareholder and the eligible documents submitted by them and accepted by the Company. Members are hereby requested to refer to the IT Act in this regard. In general, to enable compliance with TDS requirements, Members are requested to update the details like Residential Status, PAN and category as per the IT Act with their Depository Participants or in case shares are held in physical mode, with the Company / the RTA.

For Royal Orchid Hotels Limited

Date: 02.09.2025
 Place: Bengaluru

Ranbir Sanyal
 Company Secretary and Compliance Officer

