



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 08, 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: 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in continuation to our letter dated February 12, 2025, intimating that the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mrs. Sunita Baljee (DIN-00080737) as an Additional Director (Non-Executive, Woman Director), would be Non-Executive Director liable to retire by rotation, subject to shareholders approval, we are enclosing herewith a copy of the Postal Ballot Notice dated March 31, 2025, along with the Explanatory Statement ("Postal Ballot Notice"),(Enclosed as **Annexure-1**) being despatched today i.e. April 08, 2025, for seeking the approval of the members on the Special Business 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, 04th April, 2025 (Cut-off date).

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to its members. The Notice is also available on the Company's website www.royalorchidhotels.com.

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**

**RANABIR SANYAL
COMPANY SECRETARY & COMPLIANCE OFFICER
FCS 7814**

Encl: as above

Annexure -1



ROYAL ORCHID HOTELS LTD

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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 Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with 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, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, Circular no. 11/2022 dated December 28, 2022, General Circular no. 09/2023 dated September 25, 2023 and 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 (the "**LODR Regulations**") 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.

The Board of Directors of the Company has appointed Mr. G. Shanker Prasad (Membership No. ACS 6357, C.P No. 6450), Company Secretary in Wholetime Practice, 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 evoting facility to the Members of the Company. The period of voting through Postal Ballot and e-voting shall commence on **Wednesday, April 09, 2025 at 09:00 A.M. (IST)** and end on **Thursday, May 08, 2025 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 him, after completion of scrutiny of the Postal Ballot including e-voting. The results of the



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Postal Ballot shall be declared **on or before Saturday, May 10, 2025 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. <https://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. APPOINTMENT OF MRS. SUNITA BALJEE (DIN: 00080737) AS A NON-EXECUTIVE, WOMEN DIRECTOR:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and all other applicable provisions of the Act and the respective Rules thereunder (if any), Regulation 17(1)(a) and 17(1C) and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force made thereunder and all other applicable statutory regulations (including any modifications or re-enactments thereof) and regulation 45 of the AOA and all other applicable regulations of the AOA and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors at their meeting held on February 12, 2025 (as detailed in the explanatory statement), Mrs. Sunita Baljee (DIN: 00080737) who was appointed as an Additional director in the capacity of Non-Executive, Women Director of the Company with effect from February 12, 2025 by the Board of Directors, be and is hereby approved as a Non-Executive, Women Director of the Company liable to retire by rotation, pursuant to the terms and conditions given in the explanatory statement annexed to this Notice dated March 31, 2025”

“RESOLVED FURTHER THAT the Board or any Committee duly authorized by the Board or any Independent Director(s) of the Company so authorized by the Board or Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

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

**Date: 31.03.2025
Place: Bangalore**

Sd/-

**Ranabir Sanyal
Company Secretary and Compliance Officer**



NOTES:

1. The Explanatory Statement pursuant to Section 102, 110 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. G. Shanker Prasad (Membership No. ACS 6357, C.P No. 6450) 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 an 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, April 04, 2025 (“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 of the Cut-off date should treat this Postal Ballot Notice for information purposes only. This Notice is also available on the Company’s website i.e. www.royalorchidhotels.com and also on the website of Stock Exchanges i.e. www.bseindia.com & www.nseindia.com and on the CDSL E-voting India website i.e. 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 Saturday, May 10, 2025.** The said results along with the Scrutinizer’s Report would be uploaded on the website of the Company i.e. www.royalorchidhotels.com and on the website of the Stock Exchanges i.e. www.bseindia.com & www.nseindia.com and on the website of CDSL E-voting India i.e. 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. **Thursday, May 08, 2025.**
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 Wednesday, April 09, 2025 and ends at 5:00 P.M. on Thursday, May 08, 2025.** 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, April 04, 2025**, 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 evoting is in progress as per the information provided by company. On clicking the evoting 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. 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 a e-Voting link available on www.cdslindia.com home page or click on 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by</p>



<p>holding securities in demat mode with NSDL Depository</p>	<p>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/IdeasDirectReg.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 1800225533.
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 favor 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 at the email address viz; gsp@graplind.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 irq@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.



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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 Futurex, 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 1800225533.

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

Sd/-

**Date: 31.03.2025
Place: Bangalore**

**Ranabir Sanyal
Company Secretary and Compliance Officer**

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

Regarding Item No 1:

Mrs. Sunita Baljee is Master in Business Administration from the University of Raipur and a co-promoter of Royal Orchid Hotels Limited. She has served as a Director of the Company from September 1999 till July 2005 and from April 2015 till November 2019. She has vast experience in Hospitality Industry and has made tremendous contributions to the Company during incorporation, IPO at various stages of business and has also been regular in attending board meetings.

The Nomination and Remuneration Committee of the Board in their meetings held on February 12, 2025 reviewed the proposal for appointment of Mrs Sunita Baljee and based on her profile, experience and contributions made to the Company / Group, recommended the appointment of Mrs. Sunita Baljee as a Non- Executive, Women Director.

The Board in their meetings held on February 12, 2025, based on the recommendation of Nomination and Remuneration Committee, considers that given her skills, integrity, expertise and experience, the association of Mrs. Sunita Baljee would be beneficial to the Company and it is desirable to avail her services as a Non-Executive, Women Director.

As per Section 149(1) of the Companies Act, 2013, read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is required to have a Woman Director on its Board

As per the provisions of the Act, any person appointed as an Additional Director holds office upto the date of Annual General Meeting. Further as per regulation 17 (1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or



within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mrs. Sunita Baljee as a Non-Executive, Women Director of the Company, liable to retire by rotation, by way of Postal Ballot. In the opinion of the Board, she fulfils the conditions specified in the Act and LODR Regulations for appointment as a Non-Executive, Women Director of the Company.

Accordingly, the Board recommends the Ordinary Resolution as set out in the accompanying Notice in relation to the appointment of Mrs. Sunita Baljee as a Non-Executive, Women Director, **liable to retire by rotation** for approval of the Members.

Further details as required under the applicable regulations of the Act, LODR Regulations and Secretarial Standard-2 for General Meetings and the rules thereunder, are provided in **Annexure A** to this Notice. The terms and conditions of appointment of Mrs. Sunita Baljee as a Non-Executive, Women Director is described in the appointment letter, which is available at the website of the Company i.e. www.royalorchidhotels.com/investors and would also be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at investors@royalorchidhotels.com.

Except for Mr. Chander K. Baljee, Chairman and Managing Director, Mrs. Sunita Baljee, Additional Director and Mr. Keshav Baljee, Director none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the Resolution set out in the Notice. Mrs. Sunita Baljee is the wife of Mr. Chander K. Baljee, Chairman & Managing Director and mother of Mr. Keshav Baljee, Non-Executive Director of the company.

Annexure - A

Details of Director seeking Appointment

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meetings)

Name of the Director	Mrs. Sunita Baljee (DIN: 00080737),
Date of Birth and Age	31/08/1954 (70 Years)
Nationality	Indian
Date of first appointment on the Board of Directors of the Company	September 03, 1999
Qualifications	Given in the Explanatory Statement
Experience (including nature of expertise in specific functional areas)/ Brief Resume	Given in the Explanatory Statement.



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Number of shares held in the Company	4,26,260 equity shares of 10/ – each
List of directorships held in other companies	<p>Mrs. Sunita Baljee is a co-promoter and one of the founders of Royal Orchid Hotels Limited. Presently she is a Director in the following Companies:</p> <ul style="list-style-type: none"> • Hotel Stay Longer Pvt. Ltd. • Baljees Hotels and Real Estates Private Limited • Harsha Farms Pvt. Ltd. • Royal Orchid West Pvt. Ltd. • Royal Orchid Resorts Pvt. Ltd. • Royal Orchid Hyderabad Pvt. Ltd. • Maruti Comforts & Inn Private Limited • Cosmos Premises Private Limited
Chairman/Member of the Committees of the Boards of the Companies in which she is a Director	NIL
Listed entities from which the person has resigned in the past three years	NIL
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Mrs. Sunita Baljee is the wife of Mr. Chander K. Baljee, Chairman & Managing Director and mother of Mr. Keshav Baljee, Director of the company.
Number of meetings of the Board attended during the year 2024-2025	NA
Number of ESOPs granted	NIL
Terms and conditions of Appointment	Non-Executive Director Liable to retire by Rotation and as mentioned in the appointment letter, which is available in the website of the Company i.e. www.royalorchidhotels.com/investors .
Details of Remuneration sought to be paid	Sitting Fees as may be decided by the Board from time to time and commission which shall be upto 1% of the net profits of the company for all Non-Executive Directors and Independent Directors collectively pursuant to the approval of Shareholders at 30 th Annual General Meeting of the Company held on September 29, 2016 whose details are available at the website of the Company i.e. www.royalorchidhotels.com/investors
Remuneration last drawn (including sittingfees, if any)	Details of Remuneration drawn during the F.Y 2018-19 & F.Y. 2019-20 is available in the notes to the Standalone Financial Statement of the Annual Report for the F.Y 2019-20 (Point No.38, Page No.108) , which is also available at Company's website i.e. https://www.royalorchidhotels.com/investors



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

Note: All the Details of the proposed Director, related/ Interested Director(s), promoters, promoters group, related party transactions with the proposed director and related directors when the proposed director was in the board of the Company are available in the Annual Reports of the respective years which is available at the website of the Company i.e. <https://www.royalorchidhotels.com/investors>

Registered Office:
NO -1, Golf Avenue, Adjoining KGA
Golf
Course Airport Road Bangalore
KA 560008 IN

E-mail:
investors@royalorchidhotels.com
CIN: L55101KA1986PLC007392
Website: www.royalorchidhotels.com

Date: 31.03.2025
Place: Bangalore

By Order of the Board of Directors
Royal Orchid Hotels Limited

Sd/-

Ranabir Sanyal
Company Secretary & Compliance Officer



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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/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.,

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@royalorchidshotels.com

Annexure 2

Calendar of Events for conducting Postal Ballot

The following Calendar of Events for conducting Postal Ballot for the appointment of Mrs. Sunita Baljee (DIN: 00080737) as a Non-Executive Director:

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, April 04, 2025
2	Date of completion of dispatch of Notice of Postal Ballot along with Postal Ballot Form.	Tuesday, April 08, 2025
3	Date of publication of advertisement in newspaper.	Wednesday, April 09, 2025
4	Date of commencement of voting period for physical Postal Ballot Form / electronic mode.	Wednesday, April 09, 2025 at 9.00 A.M
5	Last date for receiving postal ballot forms by the Scrutinizer / Last date for e-voting.	Thursday, May 08, 2025 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).	Thursday, May 08, 2025
7	Submission of Report by Scrutinizer.	Saturday, May 10, 2025