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

Date: August 11, 2026

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

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

Dear Sir/Madam,

Sub: Outcome of the Board Meeting.

With reference to our letter dated August 06, 2026 and Pursuant to Para A of Part A of Schedule III, read with, Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Board, in its Meeting held today i.e. August 11, 2026, has inter alia approved the following items: -

1. **Un-audited Financial Results (Standalone & Consolidated) for the Quarter ended on June 30, 2026.**

A copy of Un-audited Financial Results (Standalone & Consolidated) for the Quarter ended on June 30, 2026, as approved by the Board is enclosed for your information and record.

Further, pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are also enclosing herewith in '**Annexure A'** a copy of the 'Limited Review Report' received from Statutory Auditors, on the Standalone & Consolidated Un-audited financial results.

2. **Record Date and Dividend Payout date**

Record date for the purpose of payment of Final Dividend for the year 2025-26 has been fixed as August 28, 2026. Hence, dividend, if approved by the shareholders at the ensuing AGM, will be paid to those members whose name appear in the register of members/ beneficial owners as on August 28, 2026.

The date of payment of dividend, if approved by the shareholders at the ensuing Annual General Meeting, will be paid to shareholders on or after September 26, 2026.

3. **Re appointment of Mr. Venkata Ramana Murthy Pinisetti (DIN - 03483544) as an Independent Director of the Company for a Second Term**

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform that based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on August 11, 2026, has considered and approved the re-appointment of Mr. Venkata Ramana Murthy Pinisetti (DIN: 03483544) as Independent

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Director of the Company for a further period of 2 years with effect from October 9, 2026 to October 8, 2028, subject to approval of the shareholders.

Details required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-POD-1/P/CIR/2023/123 dated 13 July 2023 ("SEBI Circular") is enclosed herewith as **'Annexure B'**.

4. <u>Annual General Meeting (AGM)</u>

Convening of the 40th Annual General Meeting of the Company on Saturday, September 26, 2026 through Video-Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in accordance with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India.

5. <u>Appointment of Nodal Officer of the Company</u>

Pursuant to rule 7(2A) of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, consent of the board be and is hereby accorded to nominate Ms. Padmini V. Krupanidhi, Company Secretary & Compliance Officer of the company and Ms. Padmini V. Krupanidhi be and is hereby authorized to coordinate with IEPF (Investor Education and Protection Fund) Authority in regard to verification of all cases related to refund to claimants from the IEPF Fund.

The Board meeting commenced at 12:46 P.M. and concluded at 12:56 P.M.

You are requested to take the above on record.

Thanking you,

Yours Sincerely,

For Royal Orchid Hotels Limited

Padmini V Krupanidhi
Digitally signed by Padmini V Krupanidhi
Date: 2026.08.11 13:31:09 +05'30'

Padmini V Krupanidhi
Company Secretary & Compliance Officer
M No. A52709

Encl: as above

Walker Chandiok & Co LLP

Annexure A

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

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

Independent Auditor’s Review Report on Standalone Unaudited Quarterly Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of Royal Orchid Hotels Limited

1. We have reviewed the accompanying statement of standalone unaudited financial results (‘the Statement’) of Royal Orchid Hotels Limited (‘the Company’) for the quarter ended 30 June 2026, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (‘Listing Regulations’).

2. The Statement, which is the responsibility of the Company’s Management and approved by the Company’s Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting (‘Ind AS 34’), prescribed under Section 133 of the Companies Act, 2013 (‘the Act’), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. As described in Note 9 to the accompanying Statement, certain shareholders of Ksheer Sagar Developers Private Limited (‘KSDPL’), an associate of the Company, together holding 50% of voting power in such investee company, had filed a petition before the Hon’ble National Company Law Tribunal (‘NCLT’) under Sections 241 and 242 of the Act with respect to certain allegations against the Company as detailed in the said note. Further, as described in the said note, the Management during the year ended 31 March 2024 in its response to NCLT had considered KSDPL as a ‘private company’, instead of considering it as a “deemed public company” for assessing applicability of the compliance requirements under the Act.

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

5. Based on our review conducted as above, except for the possible effects of the matter described in Paragraph 4, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Act, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. We draw attention to Note 8 to the accompanying Statement, which describes that an 'interim order cum show cause notice' dated 31 March 2023 was issued by the Securities and Exchange Board of India ('SEBI') to the Company, its Managing Director, Director and Chief Financial Officer regarding alleged incorrect accounting of 'loss of control' with respect to an erstwhile subsidiary of the Company, Ksheer Sagar Developers Private Limited ('KSDPL'), in the year ended 31 March 2022. The Company had filed an appeal before the Securities Appellate Tribunal ('SAT') against the interim order which was stayed by the SAT on 17 August 2023. SEBI on 11 October 2024 issued the final order on this matter against which the Company had filed an appeal before the SAT. The SAT on 5 November 2024 had stayed the final order issued by SEBI in respect of the aforesaid matter.

   As further described in aforementioned note, the Management is of the view that evaluation of 'loss of control' and classification of KSDPL as an associate during the year ended 31 March 2022 is appropriate in accordance with the 'control assessment' principles enunciated under Ind AS 110, Consolidated Financial Statements and accordingly, no adjustments are required to be made in respect of this matter in the accompanying Statement. Our conclusion is not modified with respect to this matter.

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

HEMANT MAHESHWARI
Digitally signed by HEMANT MAHESHWARI
Date: 2026.08.11 13:23:07 +05'30'

Hemant Maheshwari
Partner
Membership No. 096537
UDIN: 26096537VJIFMS6415

Bengaluru
11 August 2026

ROYAL ORCHID HOTELS LIMITED

Registered Office : No.1, Golf Avenue, Adjoining KGA Golf Course, Airport Road, Bengaluru - 560 008.
INDIA. T: +91 80 25205566, F: +91 80 25203366, www.royalorchidhotels.com
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STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30 JUNE 2026

(₹ in lakhs except per share data)

Sl. No.	Particulars	Quarter ended			Year ended
		30 June 2026	31 March 2026	30 June 2025	31 March 2026
		(Unaudited)	(Audited) (Refer note 4)	(Unaudited)	(Audited)
1	**Income**				
	(a) Revenue from operations	5,222.11	5,386.36	4,755.85	20,844.50
	(b) Other income	129.29	112.12	89.76	445.27
	Total Income	**5,351.40**	**5,498.48**	**4,845.61**	**21,289.77**
2	**Expenses**				
	(a) Food and beverages consumed	493.38	462.46	482.16	1,958.44
	(b) Employee benefits expense	1,200.95	1,105.90	1,092.33	4,438.89
	(c) Rent expense	386.77	357.85	357.48	1,518.16
	(d) Power and fuel expense	486.90	394.72	422.97	1,642.21
	(e) Other expenses	1,680.05	1,738.29	1,302.06	6,147.64
	Expenses before depreciation and amortisation and finance costs	**4,248.05**	**4,059.22**	**3,657.00**	**15,705.34**
3	**Profit before depreciation and amortisation, finance costs and taxes (1-2)**	**1,103.35**	**1,439.26**	**1,188.61**	**5,584.43**
4	Finance costs	308.54	325.28	318.64	1,335.73
5	Depreciation and amortisation expense	420.23	418.99	390.46	1,660.12
6	**Total expenses (2+4+5)**	**4,976.82**	**4,803.49**	**4,366.10**	**18,701.19**
7	**Profit before exceptional items and tax (1-6)**	**374.58**	**694.99**	**479.51**	**2,588.58**
8	Exceptional items (Refer Note 5)	-	1,495.03	-	1,495.03
9	**Profit before tax (7+8)**	**374.58**	**2,190.02**	**479.51**	**4,083.61**
10	**Tax expense**				
	(a) Current tax	109.80	220.66	138.75	744.67
	(b) Deferred tax credit	(17.71)	(15.08)	(20.77)	(69.34)
	Total tax expense	**92.09**	**205.58**	**117.98**	**675.33**
11	**Profit for the period / year (9-10)**	**282.49**	**1,984.44**	**361.53**	**3,408.28**
12	**Other Comprehensive Income / (Loss)**				
	Items that will not be reclassified to profit or loss	-	11.55	-	30.32
	Income tax relating to items that will not be reclassified to profit or loss	-	(2.91)	-	(7.63)
	Total Other Comprehensive Income / (Loss)	**-**	**8.64**	**-**	**22.69**
13	**Total Comprehensive Income for the period / year (11+12)**	**282.49**	**1,993.08**	**361.53**	**3,430.97**
14	Paid-up equity share capital (Face Value ₹ 10/- each)	2,742.52	2,742.52	2,742.52	2,742.52
15	Other equity				25,012.37
16	**Earnings Per Share of ₹ 10 each: ***				
	(a) Basic (₹)	1.03	7.24	1.32	12.43
	(b) Diluted (₹)	1.03	7.24	1.32	12.43

* not annualised for quarters

See accompanying notes to the standalone financial results.

Notes:

1 The standalone financial results ('the Statement') for the quarter ended 30 June 2026 have been prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards specified under Section 133 of the Companies Act 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India and is in compliance with presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (as amended).

2 The standalone financial results ('the Statement') for the quarter ended 30 June 2026 have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 11 August 2026. The Statutory Auditors of the Company have carried out limited review of the above financial results and have issued a qualified report. The standalone financial results for the quarter ended 30 June 2026 can be viewed on the website of the Company, National Stock Exchange of India Limited ('NSE') and BSE Ltd ('BSE') at www.royalorchidhotels.com, www.nseindia.com and www.bseindia.com respectively.

3 The Company has evaluated its operating segments in accordance with Ind AS 108 and has concluded that it is engaged in a single operating segment viz. hospitality business.

4 The figures for the quarter ended 31 March 2026 are the balancing figures between the audited figures in respect of the full financial year and published unaudited year to date figures upto third quarter of the previous financial year ended 31 March 2026.

5 Exceptional items comprise of the following:

(₹ in lakhs)

Particulars	Quarter ended			Year ended
	30 June 2026	31 March 2026	30 June 2025	31 March 2026
	(unaudited)	(Audited) (Refer Note 4)	(unaudited)	(Audited)
Reversal of impairment of investments (Refer Notes 6 & 7 below)	-	1,495.03	-	1,495.03
Total	**-**	**1,495.03**	**-**	**1,495.03**

6 During the previous year The Company in its Board of Director's meeting held on 28 January 2026 approved the sale of its subsidiary - Multi Hotels Limited. On 29 January 2026, the Company entered into an agreement to sell its 100% stake in the said subsidiary. The Company is in the process of completing all formalities to conclude the sale. Basis this transaction, the Company has reassessed the recoverable amount of its investment in the said subsidiary and has reversed the impairment provision amounting to ₹ 397.83 lakhs recorded earlier. In accordance with Ind AS 105- 'Non-current Assets Held for Sale and Discontinued Operations', the Company has classified its investment as an asset held for sale.

7 During the previous year, the Company has reassessed the recoverable amount of its investment made in an associate and has reversed the previously recorded impairment provision amounting to ₹1,097.20 lakhs.

8 The Securities and Exchange Board of India (SEBI) on 31 March 2023 issued an Interim Order cum Show Cause Notice to the Company, its Managing Director, a Director and its Chief Financial officer (collectively called 'Noticees') for not considering Ksheer Sagar Developers Private Limited ('KSDPL') as a subsidiary of Royal Orchid Hotels Limited and treating it as an associate and thereby overstating the consolidated net profit of the Royal Orchid Group and misrepresenting the consolidated financial statements for the financial year ended 31 March 2022. The Interim Order had directed the Company to restate its consolidated financial statements for the year ended 31 March 2022 and prepare its consolidated financial statements for the year ended 31 March 2023 after considering KSDPL as a subsidiary.

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

The Company, its Board and its Audit Committee had carried out a detailed evaluation of the above order cum show cause notice and on the advice from its legal counsel had filed an appeal with the Securities Appellate Tribunal ('SAT') against the order cum show cause notice issued by SEBI. The SAT on 9 May 2023 had stayed the effect and operation of the order cum show cause notice issued by SEBI till 30 June 2023 which was further extended till 17 August 2023. On 17 August 2023, the Company had requested an opportunity to be heard and respond to the show cause notice issued by SEBI which was granted by the SAT and the stay granted by SAT on 9 May 2023 continued to stay in effect. Consequently, the Company has responded to show cause notice issued by SEBI and the matter was heard by SEBI on 30 October 2023. The Company had been given time till 15 November 2023 to make its additional submissions before SEBI. The Company had submitted its response basis which SEBI issued its final order on 11 October 2024 stating that while the company had classified KSDPL incorrectly as an associate, it could not conclude that this incorrect classification resulted in an illegal gains made by the Noticees. Accordingly, the final order directed the Noticees to:

(a) File a public disclosure to the stock exchanges containing the directions of the order within 7 days of the receipt of Order.

(b) Disclose the financial statements and audit report for FY 2021-22, 2022-23 and 2023-24 to the stock exchanges.

(c) File a report detailing the impact on the Consolidated Financial Statements of the Company for FY 2021-22, 2022-23 and 2023-24 had KSDPL been considered a subsidiary of the Company.

(d) Pay monetary penalties of ₹5 lakhs and ₹1 lakh each under Section 15HA and 15HB of the SEBI Act within 45 days of the order.

The Company carried out a detailed evaluation of the final order and on advice from its legal counsel filed an appeal with the SAT. The SAT on 5 November 2024 has admitted the appeal filed by the Company and has stayed the above order with respect to directions listed in points (b) and (c) above till the date of next hearing. The final order on the monetary penalties levied has been stayed on the condition that 50% of the penalties imposed are deposited by the Noticees. The Noticees on the date of the SAT stay order have deposited the said amounts. Amounts as considered necessary have been provided for by the Company. The SAT has given the Company four weeks to file its responses from date of its order. The Company has filed a public disclosure to the stock exchanges containing the directions of the final order. On 7 January 2025, SEBI filed an affidavit in response to the appeal filed with the SAT by the Company. Consequently, on 8 January 2025, the Company was given two weeks to file a rejoinder and the next hearing date was set to 29 January 2025. The Company filed the rejoinder on 28 January 2025 and currently the matter will be heard on 13 August 2026.

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

Based on the Management's evaluation of loss of control and that the above mentioned final order has been stayed by the SAT, no adjustments, as directed by the said order, has been considered in the consolidated financial results of the Company for the quarter ended 30 June 2026. Accordingly, no adjustments have been considered necessary in respect of classification of the said investment, in these standalone financial results.

Notes (Cont'd) :

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

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

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

Subsequent to the EOGM, the Tambi Group filed an Interlocutory Application on 11 March 2024 with the NCLT stating that the appointment of independent director was not in accordance with the Act. A Compliance Affidavit on 16 April 2024 was filed on behalf of KSDPL submitting how the interim order of NCLT dated 29 February 2024 was complied with. On 23 May 2024, the Tambi Group filed another Interlocutory Application requesting the NCLT to halt the approval of the independent director of KSDPL as the Chairman of the Board of KSDPL. The NCLT on 28 May 2024 directed all the parties to carry out the Board Meeting as planned. During the previous and current year, the Tambi group has filed various additional Interlocutory Applications with the NCLT which has been responded to by the Company and the matter is currently pending with the NCLT. The next hearing date is 20 August 2026.

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

10 The Board of Directors of the Company, in its meeting held on 25 May 2026, proposed a final dividend of 25% (₹ 2.5 per equity share). The proposal is subject to the approval of shareholders at the upcoming Annual General Meeting and if approved would result in a cash outflow of ₹ 685.63 lakhs.

Place: Bengaluru
Date: 11 August 2026

For Royal Orchid Hotels Limited

CHANDER KAMAL BALJEE

Digitally signed by CHANDER KAMAL BALJEE
Date: 2026.08.11 13:16:24 +05'30'

C K Baljee
Managing Director
DIN: 00081844

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

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

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

To the Board of Directors of Royal Orchid Hotels Limited

1. We have reviewed the accompanying statement of unaudited consolidated financial results ('the Statement') of Royal Orchid Hotels Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), its associate (refer Annexure 1 for the list of subsidiaries and an associate included in the Statement) for the quarter ended 30 June 2026, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations').

2. This Statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013 ('the Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

   We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the Listing Regulations, to the extent applicable.

4. As described in Note 8 to the accompanying Statement, certain shareholders of Ksheer Sagar Developers Private Limited ('KSDPL'), an associate of the Group, together holding 50% of voting power in such investee company, had filed a petition before the Hon'ble National Company Law Tribunal ('NCLT') under Sections 241 and 242 of the Act with respect to certain allegations against the Holding Company as detailed in the said note. Further, as described in the said note, the Management during the year ended 31 March 2024 in its response to NCLT has considered KSDPL as a 'private company', instead of considering it as a 'deemed public company' for assessing applicability of the compliance requirements under the Act.

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

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

5. Based on our review conducted and procedures performed as stated in Paragraph 3 above and upon consideration of the review reports of the other auditors referred to in Paragraph 7 below, except for the possible effects of the matter described in Paragraph 4 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Act, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. We draw attention to Note 7 to the accompanying Statement, which describes that an 'interim order cum show cause notice' dated 31 March 2023 was issued by the Securities and Exchange Board of India ('SEBI') to the Holding Company, its Managing Director, Director and Chief Financial Officer regarding alleged incorrect accounting of 'loss of control' with respect to an erstwhile subsidiary of the Holding Company, Ksheer Sagar Developers Private Limited ('KSDPL'), in the year ended 31 March 2022. The Holding Company had filed an appeal before the Securities Appellate Tribunal ('SAT') against the interim order which was stayed by the SAT on 17 August 2023. SEBI on 11 October 2024 issued the final order on this matter against which the Holding Company had filed an appeal before the SAT. The SAT on 5 November 2024 has stayed the order issued by SEBI in respect of the aforesaid matter.

   As further described in aforementioned note, the Management is of the view that evaluation of 'loss of control' and classification of KSDPL as an associate during the year ended 31 March 2022 is appropriate in accordance with the 'control assessment' principles enunciated under Ind AS 110, Consolidated Annual Financial Statements and accordingly, no adjustments are required to be made in respect of this matter in the accompanying Statement. Our conclusion is not modified in respect of this matter.

7. We did not review the interim financial information of eleven subsidiaries included in the Statement, whose financial information reflects total revenues of ₹ 1,135.71 lakhs, total net profit after tax of ₹ 286.62 lakhs, total comprehensive income of ₹ 286.62 lakhs, for the quarter ended on 30 June 2026, as considered in the Statement. The Statement also includes the Group's share of net profit after tax of ₹ 96.24 lakhs and total comprehensive income of ₹ 96.24 lakhs, for the quarter ended on 30 June 2026, respectively, as considered in the Statement, in respect of one associate, whose interim financial information has not been reviewed by us. These interim financial information have been reviewed by other auditors whose review report has been furnished to us by the Management and our conclusion in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associate is based solely on the review reports of such other auditors and the procedures performed by us as stated in paragraph 3 above.

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

8. The Statement includes the interim financial information of one subsidiary, which has not been reviewed by its auditor, whose interim financial information total revenues of ₹ Nil, net profit after tax of ₹ Nil, total comprehensive loss of ₹ 37.70 lakhs for the quarter ended 30 June 2026 as considered in the Statement and has been furnished to us by the Holding Company's management. Our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on such unreviewed interim financial information. According to the information and explanations given to us by the management, this interim financial information is not material to the Group.

   Our conclusion is not modified in respect of this matter with respect to our reliance on the financial information certified by the management of the Holding Company.

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

HEMANT MAHESHWARI
Digitally signed by HEMANT MAHESHWARI
Date: 2026.08.11 13:23:56 +05'30'

Hemant Maheshwari
Partner
Membership No. 096537
UDIN: 26096537YCLMUE1656

Bengaluru
11 August 2026

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

List of subsidiaries and an associate included in the Statement

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

ROYAL ORCHID HOTELS LIMITED

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

STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30 JUNE 2026

(₹ in lakhs except per share data)

Sl. No.	Particulars	Quarter ended			Year ended
		30 June 2026	31 March 2026	30 June 2025	31 March 2026
		(Unaudited)	(Audited) (Refer note 4)	(Unaudited)	(Audited)
1	**Income**				
	(a) Revenue from operations	10,721.38	11,317.21	7,876.53	38,415.05
	(b) Other income	749.11	575.73	402.99	2,228.12
	Total Income	**11,470.49**	**11,892.94**	**8,279.52**	**40,643.17**
2	**Expenses**				
	(a) Food and beverages consumed	887.50	998.80	734.29	3,468.45
	(b) Employee benefits expense	2,867.25	2,827.16	2,196.65	10,331.04
	(c) Rent expense	416.19	349.74	374.79	1,589.14
	(d) Power and fuel expense	719.57	582.66	537.79	2,283.42
	(e) Other expenses	3,287.11	4,002.40	2,069.11	11,908.46
	Expenses before depreciation and amortisation and finance costs	**8,177.62**	**8,760.76**	**5,912.63**	**29,580.51**
3	**Profit before depreciation and amortisation, finance costs and taxes (1-2)**	**3,292.87**	**3,132.18**	**2,366.89**	**11,062.66**
4	Finance costs	1,322.10	1,308.74	394.00	3,881.76
5	Depreciation and amortisation expense	1,153.20	1,140.99	512.60	3,560.09
6	**Total expenses (2+4+5)**	**10,652.92**	**11,210.49**	**6,819.23**	**37,022.36**
7	**Profit before exceptional items and tax (1-6)**	**817.57**	**682.45**	**1,460.29**	**3,620.81**
8	Exceptional item (Refer Note 5)	-	217.26	-	217.26
9	**Profit before tax (7+8)**	**817.57**	**899.71**	**1,460.29**	**3,838.07**
10	**Tax expense**				
	(a) Current tax	315.87	473.52	360.31	1,600.64
	(b) Deferred tax charge / (credit)	(81.50)	(222.87)	22.03	(618.60)
	Total tax expense	**234.37**	**250.65**	**382.34**	**982.04**
11	**Profit for the period / year after tax before share of associate (9-10)**	**583.20**	**649.06**	**1,077.95**	**2,856.03**
12	Share of profit of associate	96.24	172.80	41.48	476.71
13	**Profit for the period / year (11+12)**	**679.44**	**821.86**	**1,119.43**	**3,332.74**
14	**Other Comprehensive Income / (Loss)**				
	Items that will be reclassified subsequently to profit or loss	(37.70)	(96.06)	23.94	13.33
	Items that will not be reclassified to profit or loss	-	(30.01)	-	(11.25)
	Income tax relating to items that will not be reclassified to profit or loss	-	7.64	-	2.92
	Total Other Comprehensive Income / (Loss)	**(37.70)**	**(118.43)**	**23.94**	**5.00**
15	**Total Comprehensive Income for the period / year (13+14)**	**641.74**	**703.43**	**1,143.37**	**3,337.74**
16	**Total Profit for the period / year attributable to:**				
	Owners of the Company	641.73	794.48	1,093.85	3,218.46
	Non-controlling interest	37.71	27.38	25.58	114.28
		679.44	**821.86**	**1,119.43**	**3,332.74**
17	**Other Comprehensive Income / (Loss) for the period / year attributable to:**				
	Owners of the Company	(37.70)	(117.25)	23.94	6.18
	Non-controlling interest	-	(1.18)	-	(1.18)
		(37.70)	**(118.43)**	**23.94**	**5.00**
18	**Total Comprehensive Income for the period / year attributable to:**				
	Owners of the Company	604.03	677.23	1,117.79	3,224.64
	Non-controlling interest	37.71	26.20	25.58	113.10
		641.74	**703.43**	**1,143.37**	**3,337.74**
19	Paid-up equity share capital (Face Value ₹ 10/- each)	2,742.52	2,742.52	2,742.52	2,742.52
20	Other equity (including non-controlling interest)	-	-	-	24,812.82
	Earnings Per Share of ₹ 10 each: *				
	(a) Basic (₹)	2.34	2.90	3.99	11.74
	(b) Diluted (₹)	2.34	2.90	3.99	11.74

* not annualised for quarters

See accompanying notes to the consolidated financial results

Notes:

1 The consolidated financial results ('the Statement') for the quarter ended 30 June 2026 have been prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards specified under Section 133 of the Companies Act 2013 (the 'Act') read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other accounting principles generally accepted in India and is in compliance with presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (as amended).

2 The consolidated financial results ('the Statement') for the quarter ended 30 June 2026 have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 11 August 2026. The Statutory Auditors of the Holding Company have carried out limited review of the above financial results and have issued a qualified report. The consolidated financial results for the quarter ended 30 June 2026 can be viewed on the website of the Holding Company, National Stock Exchange of India Limited ('NSE') and BSE Ltd ('BSE') at www.royalorchidhotels.com, www.nseindia.com and www.bseindia.com respectively.

3 The Group has evaluated its Operating segments in accordance with Ind AS 108 and has concluded that it is engaged in a single operating segment viz. hospitality business.

4 The figures for the quarter ended 31 March 2026 are the balancing figures between the audited figures in respect of the full financial year and published unaudited year to date figures unto third quarter of the previous financial year ended 31 March 2026.

5 Exceptional item comprise of the following:

(₹ in lakhs)

Particulars	Quarter ended			Year ended
	30 June 2026	31 March 2026	30 June 2025	31 March 2026
	(unaudited)	(Audited)	(unaudited)	(Audited)
		(Refer note 4)		
Reversal of impairment of investment in subsidiary (Refer Note 6)	-	217.26	-	217.26
	-	-	-	-

6 During the previous year The Holding Company in its Board of Director's meeting held on 28 January 2026 approved the sale of its subsidiary - Multi Hotels Limited. On 29 January 2026, the Holding Company entered into an agreement to sell its 100% stake in the said subsidiary. The Holding Company is in the process of completing all formalities to conclude the sale. Basis this transaction, the Group has reassessed the recoverable amount of the assets in the said subsidiary and has reversed the impairment provision amounting to ₹ 217.26 lakhs recorded earlier. In accordance with Ind AS 105- 'Non-current Assets Held for Sale and Discontinued Operations', the Group has classified the net assets of the subsidiary as an asset held for sale.

7 The Securities and Exchange Board of India (SEBI) on 31 March 2023 issued an Interim Order cum Show Cause Notice to the Company, its Managing Director, a Director and its Chief Financial officer (collectively called 'Noticees') for not considering Ksheer Sagar Developers Private Limited ('KSDPL') as a subsidiary of Royal Orchid Hotels Limited and treating it as an associate and thereby overstating the consolidated net profit of the Royal Orchid Group and misrepresenting the consolidated financial statements for the financial year ended 31 March 2022. The Interim Order had directed the Company to restate its consolidated financial statements for the year ended 31 March 2022 and prepare its consolidated financial statements for the year ended 31 March 2023 after considering KSDPL as a subsidiary.

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

The Company, its Board and its Audit Committee had carried out a detailed evaluation of the above order cum show cause notice and on the advice from its legal counsel had filed an appeal with the Securities Appellate Tribunal ('SAT') against the order cum show cause notice issued by SEBI. The SAT on 9 May 2023 had stayed the effect and operation of the order cum show cause notice issued by SEBI till 30 June 2023 which was further extended till 17 August 2023. On 17 August 2023, the Company had requested an opportunity to be heard and respond to the show cause notice issued by SEBI which was granted by the SAT and the stay granted by SAT on 9 May 2023 continued to stay in effect. Consequently, the Company has responded to show cause notice issued by SEBI and the matter was heard by SEBI on 30 October 2023. The Company had been given time till 15 November 2023 to make its additional submissions before SEBI. The Company had submitted its response basis which SEBI issued its final order on 11 October 2024 stating that while the company had classified KSDPL incorrectly as an associate, it could not conclude that this incorrect classification resulted in an illegal gains made by the Noticees. Accordingly, the final order directed the Noticees to:

(a) File a public disclosure to the stock exchanges containing the directions of the order within 7 days of the receipt of Order.

(b) Disclose the financial statements and audit report for FY 2021-22, 2022-23 and 2023-24 to the stock exchanges.

(c) File a report detailing the impact on the Consolidated Financial Statements of the Company for FY 2021-22, 2022-23 and 2023-24 had KSDPL been considered a subsidiary of the Company.

(d) Pay monetary penalties of ₹5 lakhs and ₹1 lakh each under Section 15HA and 15HB of the SEBI Act within 45 days of the order.

The Company carried out a detailed evaluation of the final order and on advice from its legal counsel filed an appeal with the SAT. The SAT on 5 November 2024 has admitted the appeal filed by the Company and has stayed the above order with respect to directions listed in points (b) and (c) above till the date of next hearing. The final order on the monetary penalties levied has been stayed on the condition that 50% of the penalties imposed are deposited by the Noticees. The Noticees on the date of the SAT stay order have deposited the said amounts. Amounts as considered necessary have been provided for by the Company. The SAT has given the Company four weeks to file its responses from date of its order. The Company has filed a public disclosure to the stock exchanges containing the directions of the final order. On 7 January 2025, SEBI filed an affidavit in response to the appeal filed with the SAT by the Company. Consequently, on 8 January 2025, the Company was given two weeks to file a rejoinder and the next hearing date was set to 29 January 2025. The Company filed the rejoinder on 28 January 2025 and currently the matter will be heard on 13 August 2026.

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

Based on the Management's evaluation of loss of control and that the above mentioned final order has been stayed by the SAT, no adjustments, as directed by the said order, has been considered in the consolidated financial results of the Company for the quarter ended 30 June 2026.

Notes (Cont'd):

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

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

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

Subsequent to the EOGM, the Tambi Group filed an Interlocutory Application on 11 March 2024 with the NCLT stating that the appointment of independent director was not in accordance with the Act. A Compliance Affidavit on 16 April 2024 was filed on behalf of KSDPL submitting how the interim order of NCLT dated 29 February 2024 was complied with. On 23 May 2024, the Tambi Group filed another Interlocutory Application requesting the NCLT to halt the approval of the independent director of KSDPL as the Chairman of the Board of KSDPL. The NCLT on 28 May 2024 directed all the parties to carry out the Board Meeting as planned. During the previous and current year, the Tambi group has filed various additional Interlocutory Applications with the NCLT which has been responded to by the Company and the matter is currently pending with the NCLT. The next hearing date is 20 August 2026.

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

9 The Board of Directors of the Company, in its meeting held on 25 May 2026, proposed a final dividend of 25% (₹ 2.5 per equity share). The proposal is subject to the approval of shareholders at the upcoming Annual General Meeting and if approved would result in a cash outflow of ₹ 685.63 lakhs.

Place: Bengaluru
Date: 11 August 2026

For Royal Orchid Hotels Limited

CHANDER KAMAL BALJEE
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Date: 2026.08.11 13:16:49 +05'30'

C K Baljee
Managing Director
DIN: 00081844

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 B

The details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, are as given below:

Sr. No	Particulars	Details
1	Reason for change viz. ~~appointment~~, re-appointment, ~~resignation, removal, death or otherwise;~~	Re-appointment of **Mr. Venkata Ramana Murthy Pinisetti (DIN: 03483544)** as an Independent Director of the Company
2	Date of ~~appointment~~/ re-appointment/~~cessation (as applicable)~~ & term of ~~appointment~~/re-appointment;	For a further period of 2 years with effect from October 09, 2026 to October 08, 2028, subject to approval of the shareholders.
3	Brief Profile	Dr PV Ramana Murthy is an HR and Organization Development professional with a strong academic background and corporate work experiences in India, Europe, and USA. He has three and a half decades of corporate experience and has worked with Fortune 500 companies, such as The Coca-Cola Company and Indian Hotels (TATA Group) at CXO level positions. He has the distinction of turning around companies with cutting-edge leadership development and culture building practices. His core competency is developing people through executive education, learning and development and long-term organization development interventions.
4	Disclosure of Relationships between Directors	Mr. Venkata Ramana Murthy Pinisetti is not related to any of the Directors of the Company.