



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: August 12, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in continuation to our letters dated February 12, 2025, May 27, 2025 and August 11, 2025, we attach herewith a copy of the Postal Ballot Notice dated August 11, 2025, along with the Explanatory Statement (Enclosed as **Annexure-1**), being dispatched today i.e. August 12, 2025, for seeking the approval of the members on the Special Businesses as contained in the Postal Ballot Notice.

In accordance with circulars issued by Ministry of Corporate Affairs, from time to time, the postal ballot notice is being sent only in electronic form to Members whose email addresses are registered with their depository participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding) and whose names are recorded in the Register of Members/List of Beneficial Owners as on Friday, August 08, 2025 (Cut-off date).

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

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

You are requested to take note of the above.

Yours faithfully,

For **ROYAL ORCHID HOTELS LIMITED**

RANABIR SANYAL
COMPANY SECRETARY & COMPLIANCE OFFICER
FCS 7814

Encl: as above

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 Whole time 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, August 13, 2025 at 09:00 A.M. (IST)** and end on **Thursday, September 11, 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 Postal Ballot shall be declared **on or before Saturday, September 13, 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 available at CDSL E-voting India website i.e. www.evotingindia.com

SPECIAL BUSINESS:

1. APPOINTMENT OF MR. SUNIL SIKKA (DIN - 00083032) AS A NON-EXECUTIVE DIRECTOR:

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

“RESOLVED THAT pursuant to the provisions of Section 152 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(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 all other applicable regulations of the AOA and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the company as detailed in the explanatory statement, Mr. Sunil Sikka (DIN - 00083032) be and is hereby approved as a Non-Executive Director of the company w.e.f September 15, 2025 liable to retire by rotation, pursuant to the terms and conditions given in the explanatory statement annexed to this Notice dated August 11, 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.”

2. APPROVAL FOR INCREASE IN MANAGERIAL REMUNERATION OF MR. CHANDER K. BALJEE, MANAGING DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 197, 198, and other applicable provisions of the Companies Act, 2013 and the respective rules thereunder (if any), Regulation 17(6) (e) and other applicable regulations of the SEBI (Listing Obligation 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 all other applicable regulations of the AOA and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company as detailed in the explanatory statement and subject to such approvals as may be necessary, the revision in remuneration of Mr. Chander K. Baljee (DIN 00081844), Managing Director of the Company, be and is hereby approved with effect from 1st April 2025, pursuant to the terms and conditions given in the explanatory statement annexed to this notice dated August 11, 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: 11.08.2025
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, August 08, 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, September 13, 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, September 11, 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, August 13, 2025**

and ends at 5:00 P.M. on Thursday, September 11, 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, August 08, 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 holding securities in demat mode	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial</p>

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

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

iii) **Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800225533.</p>

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
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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 irg@integratedindia.in.
2. For Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manger, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon 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: 11.08.2025
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:

Mr. Sunil Sikka is the member of the Promoter Group and he was initially appointed as a Promoter Director in the Board at Annual General Meeting (AGM) held for the F.Y 1999-2000 i.e. 30.09.2020. Subsequently, he was also served as a Whole Time Director from 08.08.2007 to 07.08.2015 but due to various other commitment, he stepped down from the position and continued as a Non-Executive Director in the Board of the company till the Annual General Meeting (AGM) held for the F.Y 2023-24 i.e. 30.09.2024

Mr. Sunil Sikka is a Post Graduate in Commerce from University of Delhi Bachelor of Laws from Andhra University.

Mr. Sikka has played a key role in the growth and development of the Company's managed properties in the Northern region of Goa. He has been assisting the Company with liaison activities, property identification, and local body coordination. The company is adding additional facilities like 44 rooms and a banquet hall in its existing south goa property. Mr. Sikka will be of value addition in getting the land converted and construction with his local liaison contacts in goa.

Mr. Sunil Sikka has played a pivotal role in supporting the Company's growth and development initiatives. He has been actively involved in the identification of new properties, finalisation of contracts, interior planning, and resolving local operational issues. His well-established presence and strong network in Goa have enabled effective liaison with local authorities and stakeholders. Additionally, he has contributed to shaping the Company's policies and has provided strategic oversight in project execution. His efforts have been instrumental in the successful development and launch of properties such as Regenta Central Imperial Candolim, and Regenta Baywatch Resorts.

Mr. Sunil Sikka has made tremendous contributions to the Company from the time of formation of the Company, during the IPO and throughout his tenure. Mr. Sikka was instrumental in procurement of land for the Jaipur & Goa Project. He is actively involved in resolving local issues in both these places. His commitment to the company is proven by his spotless record in attendance at the Board meetings.

The Resolution for appointment of Mr. Sunil Sikka as a Director, who retired by rotation and being eligible for the re-appointment was proposed for re-appointment but did not receive the requisite affirmative vote by shareholders in the AGM held on 30.09.2024. The Scrutinizer Report and details of voting results of for the aforesaid AGM is available at the websites of the Company i.e. <https://www.royalorchidhotels.com/investors> Stock Exchanges i.e. <https://www.bseindia.com> and <https://www.nseindia.com>.

The Nomination and Remuneration Committee & Board of Directors at their meetings held on February 12, 2025 and May 27, 2025 after due evaluation of Mr. Sunil Sikka's qualifications, his long association with the company as promoter Director, Contributions made for the Company as summarised above, experience and suitability, recommends the appointment of Mr. Sunil Sikka as a Non-Executive Director on the Board of the Company.

For the purpose of independence, transparency and governance, Mr. Sunil Sikka will **not** be a member/chairperson of the Audit committee or Nomination and Remuneration Committee of the company.

Further details as required under the applicable regulations of the Act, LODR Regulations and Secretarial Standard-2 for General Meetings are provided in **Annexure B** to this Notice. The

terms and conditions of appointment of Mr. Sunil Sikka as a Non-Executive 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 Chander K. Baljee, Chairman and Managing Director, Mrs. Sunita Baljee, 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. Mr. Sunil Sikka is the brother of Mrs. Sunita Baljee, Director, brother-in-law of Mr. Chander K. Baljee, Chairman & Managing Director and maternal uncle of Mr. Keshav Baljee, Director of the Company.

Annexure - B

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	Mr. Sunil Sikka (DIN - 00083032)
Date of Birth and Age	24/08/1958 (66 Years)
Nationality	Indian
Date of first appointment on the Board of Directors of the Company	September 30, 2000
Qualifications	Given in the Explanatory Statement
Experience (including nature of expertise in specific functional areas)/ Brief Resume	Given in the Explanatory Statement
Number of shares held in the Company	19,000 equity shares of 10/ – each
List of directorships held in other companies	1. Baljees Hotels and Real Estates Private Limited 2. Knotty Home Private Limited
Chairman/Member of the Committees of the Boards of the Companies in which he is 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	Mr. Sunil Sikka is the brother of Mrs. Sunita Baljee, Additional Director, brother-in-law of Mr. Chander K. Baljee, Chairman & Managing Director and maternal uncle of Mr. Keshav Baljee, Director. Mr Sunil Sikka will not be a member of the Nomination and Remuneration Committee, and of the Audit Committee
Number of meetings of the Board attended during the year 2024-2025	3 Meetings were attended during the FY 2024-2025 (Only 3 meetings were there during his tenure)
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 on the website of the Company i.e. www.royalorchidhotels.com/investors . The Board on the recommendation of Nomination and Remuneration Committee, vide circular resolution passed on August 11, 2025, proposed September 15, 2025, as the effective date of appointment of Mr. Sunil Sikka.

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 sitting fees, if any)	Sitting fee details for the Board and Committee Meeting held & attended during the FY 2024-2025:					
	Meeting Date	Board Meeting	Audit Committee Meeting	Nomination and Remuneration Committee Meeting	Stakeholders Relationship Committee Meeting	Grand Total
	30.04.24	55,000	-	-	-	55,000
	29.05.24	55,000	-	-	-	55,000
	14.08.24	55,000	-	-	-	55,000

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>

Regarding Item No 2:

Mr. Chander K. Baljee was re-appointed by the shareholders as Managing Director for the period April 01, 2025 to March 31, 2030 via special resolution passed at the 38th Annual General Meeting held on September, 30 2024. Mr. Chander K. Baljee's remuneration was approved for the period April 01, 2025 to March 31, 2028.

The details of the remuneration approved by the shareholders for the previous 6 years are as follows:

Particulars	Financial Year	Amount in Rupees
Salary	01.04.2019 - 31.03.2025	Rs. 23,14,737 per month, Rs. 2,77,76,844 p.a.
Note- The below mentioned perquisites and other benefits are common for the whole period of 6 years from 01.04.2019 till 31.03.2025.		
Perquisites & Allowances		
Leave Encashment		Upto 2 months' salary
Reimbursement of Entertainment Expense for business purpose		10,000/-
Leave Travel Concession		Upto 2 months' salary
Gratuity		Half months' salary for each completed year of service

Considering that Mr. Chander K. Baljee is being paid the same remuneration from past 6 years and **he was not given any increase in his salary for last 6 years**. Now after considering the fact that the company has grown immensely due to the rigorous efforts of Mr. Chander K. Baljee in last 6 years and same is visible in the company's financials, the Nomination and Remuneration Committee and Board in their meeting held on February 12, 2025 and May 27, 2025 has recommended the following increase in the remuneration of Mr. Chander K. Baljee for the period **01.04.2025 - 31.03.2028**.

The same is based on the Compensation **Benchmarking Report of Deloitte** based on Market Capitalization dated March 11, 2025 (“Deloitte Report”).

Fixed Pay	10% increase based on present Income (I.e., INR. 2,77,76,844 /-)
Commission	2% of Net Profits of the company of the respective Financial Year, which would be paid FY2025-26 onwards.
Annual Increment	Approval of an annual salary increment of up to 8%, as recommended by the Nomination & Remuneration Committee (NRC) and approved by board, based on the performance of the Company. However, every year the NRC will review the percentage of the increment that will be given based on the performance of the company and in all circumstances the same will be a maximum of 8%. This does not construe to be a guaranteed increment

Significant Business Growth:

Under the leadership of the Managing Director, the company has expanded its hotel portfolio from **54 properties in 2019 to over 117 by 2025**. This remarkable growth demonstrates effective strategic direction, operational excellence, and strong execution capabilities.

The following Revenue share and/or Leased Properties hotels have been successfully launched (includes through subsidiaries):

- Regenta Suites Element One, Gurugram
- Regenta Central, Pimpri, Pune
- Regenta Central, Candolim, Goa
- Regenta Resort, Sakleshpur

Upcoming Hotel:

ICONIQA, Hotel Mumbai International Airport, Mumbai's first upscale lifestyle hotel with 292 rooms is a testament to the visionary leadership and unwavering commitment of Mr. Chander K. Baljee. He played a decisive role in identifying and securing the Mumbai asset, demonstrating not only strategic foresight, deep industry insight, and hands-on involvement were pivotal in bringing this flagship property. This milestone not only reinforces the brand's presence in a key metropolitan market but also marks a defining moment in ROHL's growth journey—setting the foundation for future premium offerings under the Royal Orchid portfolio.

Under the leadership of Mr. Chander K. Baljee, the company expanded its footprint beyond India, marking its foray into the international hospitality market with the launch of hotels in Nepal and Sri Lanka. This strategic move reflects his vision to position Royal Orchid Hotels as a globally recognized brand.

Royal Orchid Hotels' recognition and inclusion in the list of “Great Places to Work” for 2024–25 is a testament to Mr. Chander K. Baljee's commitment to building a people-first, high-trust workplace culture.

Below is the Revenue, EBITA and Market capital trends in last 6 years:

(INR in Crores)

Particulars	2018-19	2024-25
Revenues	219.20	343.20
EBITA	48.74	96.80
Market Capital	316.21	1070.27

The Details (Extract/relevant section) of remuneration of Other Chairman & Managing Director as given in the Deloitte Report are as follows:

Company	Designation	Incumbent Name	Cost to Company - CTC (INR)
Lemon Tree	Chairman & MD	Mr. PG Keswani	4,29,25,000
Ventive Hospitality	Chairman	Mr. Atul Chordia	1,20,00,000
Juniper Hotels	Chairman & MD	Mr. Arun K Saraf	8,61,57,500
SAMHI Hotels	Chairman, MD & CEO	Mr. Ashish Jakhanwala	9,09,69,138
Apeejay Surendra Hotels	Chairperson	Ms. Priya Paul	7,81,00,000
Royal Orchid	Chairman & MD	Mr. Chander K Baljee	2,77,77,000

Further the Details of compensation Benchmarking as given in the Deloitte Report are as follows:

Figures in INR pa	Total Fixed Pay	Total Cost to Company including Commission
10th Percentile	12,000,000	12,000,000
25 th Percentile	12,000,000	12,000,000
50 th Percentile	25,326,319	29,020,500
Average	36,729,392	43,658,455
60th Percentile	37,014,310	49,960,000
66 th Percentile	40,117,422	64,733,500
75 th Percentile	51,718,750	80,114,375
90 th Percentile	80,517,250	87,600,991
Royal Orchid Compensation Data	27,777,000	27,777,000
Royal Orchid Compensation Positioning	52%	49%

As per the provisions of Section 197 read with Schedule V of the Companies Act 2013 approval of members is required for payment of remuneration in case of inadequate profits. Further Regulation 17(6) (e) of the SEBI LODR states the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher.

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

Statement containing additional information as required in Schedule V of the Companies Act, 2013

i. General information:

1.	Nature of industry	Hospitality Industry
2.	Date or expected date of commencement of commercial production	February 3, 1986
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
4.	Financial performance based on given indicators	Details are given under the heading financial performance of Directors report of Annual Report 23-24 on the website of the Company at www.royalorchidhotels.com . Further quarterly results are also available on the aforesaid website.
5.	Foreign investments or Collaborations, if any.	The Company has invested in one subsidiary abroad whose details are available in the aforesaid annual report.

ii. Information about the Managing Director:

1.	Background details	An MBA from IIM, Ahmedabad, Mr. Chander K. Baljee is the Founder and Managing Director of Royal Orchid Hotels Limited. He has almost five decades of experience in hospitality industry.
2.	Past Remuneration	Given above in table.
3.	Recognition or awards	Mr. Chander K. Baljee has been featured in the IIM Ahmedabad book "Stay Hungry Stay Foolish" which chronicles the rise of 25 entrepreneurs. He is an active member of the All India Management Association, the Greater Mysore Chamber of Commerce and Industry, and the Confederation of Indian Industry. He is a certified Hotel Administrator from American Hotel and Lodging Association (AH & LA). Mr. Chander K. Baljee was facilitated as the

		“Hero of Bengaluru” at Bengaluru Management Association’s 61 st Anniversary Awards 2014 where Royal Orchid Hotels was recognized as one of the strongest pillars of Bengaluru’s Business World and Mr. Chander K. Baljee was inducted into the Hotelier India’s HALL OF FAME in 2021.
4.	Job profile and his suitability	The position of Managing Director of a Company is entrusted with substantial powers of management having total control on general conduct and management of the business affairs of the Company. Mr. Chander K. Baljee being an MBA from IIM, Ahmadabad, and is the Founder & Managing Director of the Company from its inception. Moreover, he possesses over five decades of experience in hospitality industry.
5.	Remuneration Proposed	Given in the table above
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Given in the table above
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Promoter of Company, Details of shareholding is given in clause I (A) (7) (f) of the Corporate Governance Report in the aforesaid report. Further quarterly shareholding details are available in shareholding pattern available in the website of the company www.royalorchidhotels.com Mr. Arjun Baljee (Son of Mr. Chander K. Baljee) is the President of the Company. Further Mrs. Sunita Baljee (wife of Mr. Chander K. Baljee) and Mr. Keshav Baljee (Son of Mr. Chander K. Baljee) are the Directors of the Company

iii. Other information:

1.	Reasons of loss or inadequate profits	In case of any Pandemic like COVID, Company may not have adequate profit.
2.	Steps taken or proposed to be taken for improvement	The Company has taken significant steps to reduce costs in line with the projected sales. Business is showed considerable recovery in demand and business results.
3.	Expected increase in productivity and profits in measurable terms	The overall productivity and profits are expected to increase as per the business outlook provided in the Management Discussion and Analysis Report of the Annual Report 23-24 and Investor Presentations which are available on the Website of the Company at www.royalorchidhotels.com .

Other details of the Director seeking re-appointment pursuant to Secretarial Standard 2 and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of the Director and DIN: Mr. Chander K. Baljee (DIN: 00081844)

Date of Birth and Age: 21/02/1951 & 74 years & 5 months

Current Positions: Current Directorship in the following Companies:

- Royal Orchid Jaipur Private Limited
- Royal Orchid Resorts Private Limited
- Royal Orchid Mumbai Private Limited
- Royal Orchid Hyderabad Private Limited
- Royal Orchid South Private Limited
- Royal Orchid West Private Limited
- Royal Orchid Goa Private Limited
- Royal Orchid Maharashtra Private Limited
- Royal Orchid Shimla Private Limited
- Harsha Farms Private Limited
- Hotel Stay Longer Private Limited
- Baljees Hotels and Real Estates Private Limited

The terms and conditions: Managing Director as per the details of remuneration and tenure provided in the explanatory statement.

Shareholding given in clause I (A) (7) (f) of the Corporate Governance Report forming part of Annual Report 23-24 and quarterly shareholding pattern available at the website of the Company www.royalorchidhotels.com.

Note: Details of No of meetings attended, Directorships, Membership and Chairmanship in Committees of other Indian public companies are given in Corporate Governance Report forming part of Annual Report 23-24 and quarterly Corporate Governance Report available at the website of the Company www.royalorchidhotels.com.

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

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

Sd/-

**Ranabir Sanyal
Company Secretary & Compliance Officer**

**Date: 11.08.2025
Place: Bangalore**



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

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 is the Calendar of Events for conducting the Postal Ballot for the appointment of Mr. Sunil Sikka (DIN - 00083032) as Non-Executive Director and for the increase in managerial remuneration of Mr. Chander K. Baljee (DIN - 00081844), Managing 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, August 08, 2025
2	Date of completion of dispatch of Notice of Postal Ballot along with Postal Ballot Form.	Tuesday, August 12, 2025
3	Date of publication of advertisement in newspaper.	Wednesday, August 13, 2025
4	Date of commencement of voting period for physical Postal Ballot Form / electronic mode.	Wednesday, August 13, 2025 at 9:00 A.M.
5	Last date for receiving postal ballot forms by the Scrutinizer / Last date for e-voting.	Thursday, September 11, 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, September 11, 2025
7	Submission of Report by Scrutinizer.	Saturday, September 13, 2025