



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: November 21, 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 November 12, 2025, we attach herewith a copy of the Postal Ballot Notice dated November 18, 2025, along with the Explanatory Statement (Enclosed as **Annexure-1**), being dispatched today i.e. November 21, 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, November 14, 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](#)

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

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

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

The Company has engaged the services of Central Depository Services (India) Limited, ("**CDSL**") as its agency for providing e-voting facility to the Members of the Company. The period of voting through Postal Ballot and e-voting shall commence on **Saturday, November 22, 2025 at 09:00 A.M. (IST)** and end on **Sunday, December 21, 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 the Board, after completion of scrutiny of the Postal Ballot including e-voting. The results of the Postal Ballot shall be declared on or before **Tuesday, December 23, 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. www.nseindia.com where the shares of the Company are listed. A copy of the results will also be available at CDSL E-voting India website i.e. www.evotingindia.com

SPECIAL BUSINESS:

1. APPOINTMENT OF MR. RAKESH MEHTA (DIN: 00002676) AS AN INDEPENDENT DIRECTOR:

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

***"RESOLVED THAT** pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (including any statutory modification(s) or enactment(s) thereof for the time being in force), Mr. Rakesh Mehta (DIN: 00002676), is hereby appointed as an Independent Director of the Company, for a period of 2 (Two) year with effect from October 06, 2025 to October 05, 2027, not liable to retire by rotation as per the terms given in the explanatory statement;*

***RESOLVED FURTHER THAT** the Board or any Committee thereof, be and is 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. APPOINTMENT OF MS. NITHYALAKSHMI SUBRAMANIAN (DIN - 11183504) AS AN INDEPENDENT WOMEN DIRECTOR:

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

***"RESOLVED THAT** pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (including any statutory modification(s) or enactment(s) thereof for the time being in force), Ms. Nithyalakshmi Subramanian (DIN - 11183504), is hereby appointed as an Independent Women Director of the Company, for a period of 2 (Two) year with effect from October 20, 2025 to October 19, 2027, not liable to retire by rotation as per the terms given in the explanatory statement;*

***RESOLVED FURTHER THAT** the Board or any Committee thereof, be and is 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**

Sd/-

**Date: 18.11.2025
Place: Bangalore**

**Ranabir Sanyal
Company Secretary and Compliance Officer**



NOTES:

1. The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Companies Act 2013 (the "Act") read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto. All documents referred to in this Postal Ballot Notice shall be available for inspection without any fees by the Members. Members seeking to inspect the same can send an email to investors@royalorchidhotels.com.
2. The Board of Directors has appointed Mr. Pradeep B. Kulkarni (Membership No. FCS 7260; CP 7835) Company Secretary, partner at V Sreedharan & Associates, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency to provide e-voting facility enabling the members to cast their votes electronically in a secure manner.
3. In conformity with the prevailing regulatory requirements, the Postal Ballot notice is being sent only through electronic mode to those members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on **Friday, November 14, 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 on the Cut-off date should treat this Postal Ballot Notice for information purposes only. This Notice is also available on the Company's website www.royalorchidhotels.com and also on the website of Stock Exchange i.e. www.bseindia.com & www.nseindia.com and on the website of CDSL at www.evotingindia.com.
5. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.
6. The Scrutinizer will submit the results of the remote e-voting along with his report to the Chairman of the Company or any person authorized by the Board upon completion of the scrutiny of the votes cast through remote e-voting. **The results of the Postal Ballot will be announced on or before 5.00 P.M. on Tuesday, December 23, 2025.** The said results along with the Scrutinizer's Report would be uploaded on the website of the Company www.royalorchidhotels.com and also would be communicated to the Stock Exchange at www.bseindia.com & www.nseindia.com and Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com.
7. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last day of voting i.e. **Sunday, December 21, 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 Saturday, November 22,**



2025 and ends at 5:00 P.M. on Sunday, December 21, 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, 14th November 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 e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>Additionally, there is also links provided to access the system of all e- Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com homepage or click on https://evoting.cdslindia.com/Evoting/EvotingLogin the system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which</p>



	<p>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.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3.Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.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 18002109911.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>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</p>



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

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

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

- v) After entering these details appropriately, click on "SUBMIT" tab.
- vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii) Click on the EVSN "ROYAL ORCHID HOTEL LIMITED".
- ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the



system.

xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xvi) Additional Facility for Non- Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; pbk@sreedharancs.com & investors@royalorchidhotels.com, if they have voted from individual tab & not uploaded same in the CDSL e- voting system for the scrutinizer to verify the same.

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

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

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr.Manger, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon 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 18002109911.

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

Sd/-

**Date: 18.11.2025
Place: Bangalore**

**Ranabir Sanyal
Company Secretary and Compliance Officer**



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

ITEM NO 1:

The Board of Directors of the Company had appointed Mr. Rakesh Mehta (DIN 00002676), based on the recommendations of the Nomination and Remuneration Committee via passing the Circular Resolution dated September 30, 2025, as an Additional Director of the Company, for a period of 2 (Two) year with effect from October 06, 2025. Subject to the approval of the Members, Mr. Rakesh Mehta was appointed as an Independent Director for a period commencing from October 06, 2025, upto October 05, 2027, not liable to retire by rotation. In terms of Section 161(1) of the Act, Mr. Rakesh Mehta, being an Additional Director, holds office subject to the approval of shareholders under Section 161(1) of the Companies Act, 2013 ('the Act') and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is eligible for appointment as an Independent Director.

The Company has received a declaration from his to the effect that he meets the criteria of independence as provided in Section 149(6) and all applicable provisions of the Act and Rules framed thereunder and Regulation 16(1)(b) and all applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 In terms of Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 , he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and is independent of the management of the Company.

The Board, based on the recommendation of Nomination and Remuneration Committee, considers that given his skills, integrity, expertise and experience, the association of Mr. Rakesh Mehta would be beneficial to the Company and it is desirable to avail his services as an Independent Director.

Further details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 for General Meetings are provided in Annexure to this Notice. The terms and conditions of appointment of Mr. Rakesh Mehta as an Independent Director i.e appointment letter is available at the website of the Company at <https://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. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Rakesh Mehta as an Independent Director is being placed before the Members for approval.

Accordingly, the Board recommends the Special Resolution as set out in the accompanying Notice in relation to appointment of Mr. Rakesh Mehta as an Independent Director, for a period commencing from October 06, 2025, upto October 05, 2027, for approval of the Members.

Except Mr. Rakesh Mehta, 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. Rakesh Mehta is not related to any other Director or Key Managerial Personnel of the Company.



Annexure-A

Details of Director seeking Appointment

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

Name of the Director	Mr. Rakesh Mehta (DIN - 00002676)
Date of Birth and Age	August 01, 1963 and 62 years
Nationality	Indian
Date of first appointment on the Board of Directors of the Company	October 06, 2025
Qualifications	<ol style="list-style-type: none"> 1. Owners / President Management – Harvard Business School (HBS), April 2023 2. Chartered Accountant – The Institute of Chartered Accountants of India, May 1988 3. Bachelor in Commerce – Jodhpur University, April 1983
Experience (including nature of expertise in specific functional areas)/ Brief Resume	<p><u>PROFESSIONAL ACCOMPLISHMENTS</u></p> <ol style="list-style-type: none"> 1. Represented time to time on various committees of Bombay Stock Exchange (BSE), Central Depository Services (India) Ltd (CDSL & Institute of Chartered Accountants on India (ICAI). 2. Member of business organization such as IMC, ASSOCHAM, FICCI, CII, AIAI and IBG <p><u>SOCIAL ACCOMPLISHMENTS</u></p> <ol style="list-style-type: none"> 1. Advisor - Jain International Trade Organization (JITO) 2. Advisor - Bharat Jain Mahamandal 3. Trustee - JITO Administrative Training Foundation (JATF) 4. Vice President / Managing Trustee - Shree Jain Shwetamber Khatargach Sangh 5. Former President - Jain International Trade Organization (JITO) 6. Former President - Bharat Jain Mahamandal 7. Former Working President - International Vaish Federation (IVF) 8. Former Vice President - All India Vaish Federation 9. Former President / Secretary General - Jodhpur Association, Mumbai 10. Founder President - Mumbai Pradesh Vaish Federation 11. Founder General Secretary - Shree Jain Shwetamber Khatargach Sangh



	CSR (CORPORATE SOCIAL RESPONSIBILITIES) ACTIVITY
	<ol style="list-style-type: none"> 1. Mehta Foundation, Managing Trustee 2. Mumbai Vaish Seva Sansthan, Founder and Managing Trustee. 3. Epilepsy Foundation, Founder Trustee. 4. Bhagwan Mahaveer Shikshan Sansthan 5. Netraheen Shikshan Sansthan, Patron Member
Number of shares held in the Company	None
List of directorships held in other companies	<ul style="list-style-type: none"> • Mehta Financial Services Private Limited • MERO Asset Management IFSC Private Limited. • Jai Gurudev Consultancy Services Private Limited. • Mehta Foundation. • Mumbai Vaish Seva Sansthan. • Epilepsy Foundation. • Jodhpur Education Founadation • Abhiyan Capital (India) Private Limited • Mehta Equities Limited
Chairman/Member of the Committees of the Boards of the Companies in which he is Director	<ul style="list-style-type: none"> • Member of the CSR Committee for Mehta Equities Limited. • Member of the Technology Committee for Mehta Equities Limited.
Listed entities from which the person has resigned in the past three years	NA
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
Number of meetings of the Board attended during the year 2024-2025	None
Number of ESOPs granted	Nil
Terms and conditions of Appointment	<ul style="list-style-type: none"> • Appointment shall be valid for a period of 2 (Two) years with effect from October 06, 2025, upto October 05, 2027 and you shall be a Director not liable to retire by rotation. • Sitting fees and as such other benefits as approved by the Nomination & Remuneration Committee and Board from time to time and subject to all applicable regulations and approval, if required under the Act. • Detailed Appointment Letter is available at the website of the Company i.e. www.royalorchidhotels.com/investors
Details of Remuneration sought to be paid	Sitting fees and as such other benefits as approved by the Nomination & Remuneration Committee and Board 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)	Nil

ITEM NO 2:

The Board of Directors of the Company had appointed Ms. Nithyalakshmi Subramanian (DIN - 11183504), based on the recommendations of the Nomination and Remuneration Committee via passing the Circular Resolution dated October 17, 2025, as an Additional Women Independent Director of the Company, for a period of 2 (Two) year with effect from October 20, 2025. Subject to the approval of the Members, Ms. Nithyalakshmi Subramanian was appointed as an Independent Women Director for a period commencing from October 20, 2025, upto October 19, 2027, not liable to retire by rotation. In terms of Section 161(1) of the Act, Ms. Nithyalakshmi Subramanian, being an Additional Director, holds office subject to the approval of shareholders under Section 161(1) of the Companies Act, 2013 ('the Act') and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is eligible for appointment as an Independent Director.

The Company has received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) and all applicable provisions of the Act and Rules framed thereunder and Regulation 16(1)(b) and all applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 . In terms of Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. In the opinion of the Board, she fulfills the conditions specified in the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and is independent of the management of the Company.

The Board, based on the recommendation of Nomination and Remuneration Committee, considers that given her skills, integrity, expertise and experience, the association of Ms. Nithyalakshmi Subramanian would be beneficial to the Company and it is desirable to avail her services as an Independent Director.

Further details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 for General Meetings are provided in Annexure to this Notice. The terms and conditions of appointment of Ms. Nithyalakshmi Subramanian as an Independent Director i.e appointment letter is available at the website of the Company at <https://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. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Ms. Nithyalakshmi Subramanian as an Independent Director is being placed before the Members for approval.

Accordingly, the Board recommends the Special Resolution as set out in the accompanying



Notice in relation to appointment of Ms. Nithyalakshmi Subramanian as an Independent Director, for a period commencing from October 20, 2025, upto October 19, 2027, for approval of the Members.

Except Ms. Nithyalakshmi Subramanian, 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. Ms. Nithyalakshmi Subramanian is not related to any other Director or Key Managerial Personnel 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	Ms. Nithyalakshmi Subramanian (DIN - 11183504)
Date of Birth and Age	September 24, 1982 and 43 years
Nationality	Indian
Date of first appointment on the Board of Directors of the Company	October 20, 2025
Qualifications	<ul style="list-style-type: none"> Berkeley Executive Program in Management, Haas Business School, UC Berkeley B.E. in Electronics & Telecommunication College of Engineering, Pune
Experience (including nature of expertise in specific functional areas)/ Brief Resume	<p>Senior Director – Data & AI COE Best Buy India, Bangalore Mar 2025 – Present As a Senior Executive, Building the Digital and Analytics Teams, Lead the Digital Transformation Strategy for the India GCC, Collaborating with the Global Partners, Leveraging the Innovation Ecosystem and Driving Sustainable Value for Best Buy</p> <ul style="list-style-type: none"> Enabling value & impact by establishing a Digital, Data, and AI Center of Excellence for Best Buy. Empowering business and increasing speed to value by creating Data Products for self-service analytics for democratizing access and fostering a strong data-driven culture. Ensuring outcomes and innovation for multiple retail functions like ECom. Merchandising, Retail Ops., Supply Chain, Retail Ads etc <p>Head of Data & Analytics – AMEA Kellanova (formerly Kellogg Company), Bangalore Jun 2023 – Mar 2025</p>



	<p>As an Executive Leader, Designed Data Analytics & BI Strategies to enable the markets in achieving business targets, drive data culture and foster open innovation across the AMEA Region.</p> <ul style="list-style-type: none">• Ensured Impact, Efficiency, and Innovation by building BI, Data and Analytics Center of Excellence from scratch.• Enabled Enterprise and Self-Serve analytics of a unified data & analytics platform, thereby democratizing data and fostering data culture.• Partnered with multiple cross-functional business stakeholders and vendor partners in order to deliver customized solution <p>Director – Business Analytics Microsoft Corporation, Bangalore Nov 2020 – Feb 2023</p> <p>Designed & Executed Analytics Products and Technology Strategies to enable the Field Functions in achieving their targets and accelerating value generation for Microsoft Customers.</p> <ul style="list-style-type: none">• Transformed Products and Business Processes• Digitize Operations• Comprehensive and Self-Serve Insights Strategy• Connected Data Platform (One-Source-Of-Truth) <p>Analytics Practice Lead – Supply Chain Philips Healthcare, Bangalore Dec 2018 – Nov 2020</p> <p>Developed Analytics and IT Platform Strategies to enable Digital Transformation of Supply Chain to increase efficiency and resilience.</p> <ul style="list-style-type: none">• Forecasting Solutions using Neural Networks• Market Demand Analytics Solution Suite• End-to-End Supply Chain Network Optimization• Procurement Analytics using• Data Strategies to ensure data quality, availability, and discoverability <p>Analytics Program Manager – Supply Chain Cisco Systems, Bangalore Oct 2014 – Dec 2018</p> <p>Designed & Developed Data & Analytics products to execute Digital Transformation roadmap for Supply Chain to achieve strategic priorities</p> <ul style="list-style-type: none">• AI/ML based Multi Echelon Inventory optimization
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	<ul style="list-style-type: none"> • Universal Sales Order Visibility and Management. • Order Management • Logistics Analytics <p>SAP Project Manager IBM, Bangalore Jun 2011 – Oct 2014</p> <p>Empowered customers in achieving business excellence by designing lean, customized & effective ERP solutions.</p> <ul style="list-style-type: none"> • 4+ End-to-End SAP Implementations & Migrations for industry verticals - FMCG, Oil & Gas and Manufacturing. • SME in Functional Domains like Sales, Procurement, Supply Chain, CRM, Finance etc. • ERP strategies for fortune 500 customers. • In Pre-Sales, Enabled the sales team in solution blueprinting. • End-to-End Program Management including Scoping, Planning, Staffing, Execution & Control. • Built and Nurtured Talent in Techno Functional & Industry Specific Competencies. <p>SAP Senior Consultant & Lead Capgemini, Bangalore May 2007 – Jun 2011</p> <p>SAP Techno-Functional Consultant Satyam Computer Services Ltd, Bangalore Aug 2003 – May 2007</p>
Number of shares held in the Company	None
List of directorships held in other companies	Nil
Chairman/Member of the Committees of the Boards of the Companies in which he is Director	NA
Listed entities from which the person has resigned in the past three years	NA
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
Number of meetings of the Board attended during the year 2024-2025	None
Number of ESOPs granted	Nil



Terms and conditions of Appointment	<ul style="list-style-type: none">• Appointment shall be valid for a period of 2 (Two) years with effect from October 20, 2025, upto October 19, 2027 and you shall be a Director not liable to retire by rotation.• Sitting fees and as such other benefits as approved by the Nomination & Remuneration Committee and Board from time to time and subject to all applicable regulations and approval, if required under the Act.• Detailed Appointment Letter is available at the website of the Company i.e. www.royalorchidhotels.com/investors
Details of Remuneration sought to be paid	Sitting fees and as such other benefits as approved by the Nomination & Remuneration Committee and Board 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)	Nil

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

Sd/-

**Date: 18.11.2025
Place: Bangalore**

**Ranabir Sanyal
Company Secretary and Compliance Officer**



E-COMMUNICATION REGISTRATION FORM

(Only for members holding shares in physical form)

Date:

To,

Integrated Registry Management Services Private Limited

No. 30, Ramana Residency, 4th Cross, Sampige Road

Malleswaram, Bangalore - 560003

UNIT – ROYAL ORCHID HOTELS LIMITED

Dear Sir/Madam,

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

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

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