



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: May 27, 2025

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: Intimation under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board of Directors of the Company in the Board Meeting held on May 27, 2025 have considered and revised the Policy on Related Party Transactions in accordance to the Notification No. SEBI/LAD-NRO/GN/2024/218 vide dated 12th December, 2024 and Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2025/18 vide dated 14th February, 2025 issued by the Securities and Exchange Board of India, which is available on the website of the company at the following link:

<https://www.royalorchidhotels.com/Images/factsheet/Policy%20on%20Related%20Party%20Transaction.pdf>

We are also enclosing herewith copy of the aforesaid policy.

You are requested to take the above on record.

Thanking you,

Yours Sincerely,

For ROYAL ORCHID HOTELS LIMITED

Ranabir Sanyal
Company Secretary & Compliance Officer
FCS 7814

Encl: As above

POLICY ON RELATED PARTY TRANSACTIONS

1. PREAMBLE:

The Board of Directors (the “**Board**”) of Royal Orchid Hotels Limited (the “**Company**”) has adopted this Policy on Related Party Transactions (“the **Policy**”), as required in terms of the Listing Regulations”).

2. PURPOSE:

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), a policy is required to be formulated to deal with Related Party Transactions. The Board has adopted this Policy to ensure that any transaction with Related Parties shall be subject to this policy and approval or ratification in accordance with applicable law. The Objective of this policy is to determine the “Materiality of Related Party Transaction” and to provide the Governance Framework to the Company.

3. DEFINITIONS:

- (i) “**Applicable Law**” means the Companies Act, 2013 and the Rules made thereunder, the Listing Regulations”), and include any other statute, law, standards, regulations or other governmental instruction relating to Related Party Transactions;
- (ii) “**Compliance Officer**” means Compliance Officer as defined under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (iii) “**Key Managerial Personnel**” means key managerial personnel as defined in sub- section (51) of section 2 of the Companies Act, 2013;
- (iv) “**Relative**” means relative as defined under sub-clause (zd) of Regulation 2 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (v) “**Related Party**” means a related party as defined under sub-clause (zb) of Regulation 2 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (vi) “**Related Party Transaction**” means a Related Party Transaction as defined under sub-clause (zc) of Regulation 2 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (vii) “**Material Related Party Transactions**” means such Transactions as defined under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

4. GOVERNANCE FRAMEWORK:

- a) All Related Party transactions shall require prior approval of the Audit Committee which shall be voted only by Independent Directors. Transactions
 - with wholly owned Subsidiaries are exempted from this requirement.
- b) The Audit Committee may grant omnibus approval for Related Party transactions proposed to be entered into by the Company or its subsidiary subject to the conditions mentioned in clause 4(a). The Audit Committee shall review, on a quarterly basis, the details of Related Party transactions entered into by the Company or its subsidiary pursuant to the omnibus approval. Such omnibus approvals shall be valid for a period not exceeding one year.
- c) Any member of the Audit Committee who has a potential interest in any Related Party transaction will abstain from discussion and voting on the approval of the Related Party transaction.
- d) In the event such contract(s) or arrangement(s) is not in the ordinary course of business or not at arm's length, the Company shall comply with the provisions of the applicable regulations and obtain approval of the Board of Directors or its Shareholders, as applicable.

5. PROCEDURES FOR REVIEW AND APPROVAL:

- a) All Related Party Transactions or changes therein must be reported to the Compliance Officer, who shall refer same for prior approval by the Audit Committee in accordance with this Policy. In all related party transactions only independent Directors shall vote
- b) If prior approval of the Audit Committee / Board / General Meeting for entering into a Related Party Transaction is not feasible, then the Related Party Transaction may be ratified by the Audit Committee and the Board / General Meeting, within 3 months of entering in the Related Party Transaction or in the immediate next meeting of the audit committee, whichever is earlier, subject to the conditions mentioned in clause 4(a) of this policy:
 - i. the value of the ratified transaction(s) with a related party, whether entered into individually or taken together, during a financial year shall not exceed rupees one crore;
 - ii. The transaction is not material in terms of the provisions specified in the applicable regulation;
 - iii. Rationale for inability to seek prior approval for the transaction shall be placed before the audit committee at the time of seeking ratification;
 - iv. The details of ratification shall be disclosed along with the disclosures of related party transactions in terms of the applicable regulations;
 - v. any other condition as specified by the audit committee

- c) If prior approval of the Audit Committee / Board / General Meeting for entering into a Related Party Transaction is not ratified within 3 months such Transactions shall be voidable at the option of the audit committee and if the transaction is with a related party to any director, or is authorised by any other director, the director(s) concerned shall indemnify the listed entity against any loss incurred by it.
- c) No director or Key Managerial Personnel shall participate in any discussion or approval of a Related Party Transaction for which he or she is a Related Party, except that the director / Key Managerial Personnel shall provide all material information concerning the Related Party Transaction to the Audit Committee / Board.

If a Related Party Transaction is an ongoing transaction, the Board / Audit Committee may establish guidelines for the Company's management to follow in its ongoing dealings with the Related Party. Thereafter, the Board / Audit Committee, at least on an annual basis, shall review and assess the ongoing relationships with the Related Party to ensure that they are in compliance with the Act and rules made there under, the Listing Regulations, and this Policy and that the Related Party Transaction remains appropriate.

- d) In addition, the Audit Committee / the Board may review any Related Party Transactions involving independent directors as part of the annual determination of their independence.
- e) Nothing in this Policy shall override any provisions of Applicable Law made in respect of any matter stated in this Policy.
- f) Provided further that the remuneration and sitting fees paid by the listed entity or its subsidiary to its director, key managerial personnel or senior management, except who is part of promoter or promoter group, shall not require disclosure under this sub-regulation provided that the same is not material in terms of the provisions of sub-regulation (1) of this regulation.”
- g) Waiver of half yearly disclosure of remuneration and sitting fees as RPTs.

6. DISCLOSURES:

- a) The Company is required to disclose the policy on dealing with Related Party Transactions on its website and a web link thereto shall be provided in the Annual Report of the Company.
- b) Details of all Material Related Party Transactions shall be disclosed quarterly along with the Company's Compliance Report on Corporate Governance/ Integrated Governance Filing, in accordance with the Listing Regulations”), to the Audit Committee.
- c) Every related party transaction, which is required to be approved by the Board/shareholders under this Policy, shall be referred to in the Board's report to the shareholders along with the justification for entering into such contract or

arrangement.

- d) The Company shall keep one or more registers giving separately the particulars of all transactions with any related party.
- e) Disclosures as mandated in SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025, issued by the Securities and Exchange Board of India (SEBI) titled “Industry Standards on minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction.” Shall be complied with.

7. POLICY REVIEW

This Policy shall be subject to review as may be deemed necessary by the Audit Committee/Board of Directors and in accordance with any Regulatory Amendments.

This policy shall be effective from the date when the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 become effective.

In case of any subsequent changes in the provisions of the Regulations or any other Regulations, which make any of the clause / provisions of this policy inconsistent with law, the provisions of such Regulations shall prevail over this policy.

For administrative convenience, any change in the Policy herein shall be made by the Company Secretary in consultation with Managing Director or Chief Financial Officer. Apart from administrative convenience and any statutory amendments, any material change that substantially impacts the implementation of the existing Policy shall be approved by the Board.
