



ROYAL ORCHID HOTELS LTD.,

Corporate Office -
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October 01, 2012

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 400051

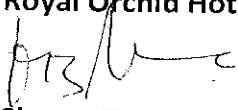
Dear Sir,

Sub: Minutes of Annual General Meeting held on 26.09.2012.

We are enclosing herewith certified copy of the minutes of the 26th Annual General Meeting of the Company held on 26th September, 2012. This is for your information and records.

Thanking you,

Yours truly,
For Royal Orchid Hotels Limited,


K B Shyam Kumar
Company Secretary

MINUTES OF THE 26TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON WEDNESDAY, THE 26TH SEPTEMBER, 2012 AT 11.00 AM AT THE REGISTERED OFFICE OF THE COMPANY AT No. 1, GOLF AVENUE, ADJOINING KGA GOLF COURSE, AIRPORT ROAD, BANGALORE 560008.

DIRECTORS PRESENT:

- | | |
|---------------------------|---|
| 1. Mr. C K Baljee | - Chairman & Managing Director |
| 2. Mr. Naresh K. Malhotra | - Independent Director (Chairman - Audit Committee) |
| 3. Mr. Vijay K Rekhi | - Independent Director |
| 4. Mr. Sunil Sikka | - Whole Time Director |

MEMBERS PRESENT

179 Shareholders in person & 4 shareholders through proxy were present.

IN ATTENDANCE

- | | |
|------------------------|---------------------------------------|
| 1. Mr. Anupam Kumar | - Representing the Statutory Auditors |
| 2. Mr. K B Shyam Kumar | - Company Secretary |

Mr. C.K. Baljee, Chairman & Managing Director occupied the Chair. The requisite quorum being present, the Chairman called the meeting to order at 11:00 AM. The Chairman welcomed the members present at the meeting. With the consent of the shareholders, the Notice convening the meeting was taken as read.

The Chairman delivered a speech on the progress made by the Company as of date, briefly narrating on the status of the various projects and Financial Performance of the Company for the year ended 31st March 2012 and also for the quarter ended 30th June 2012.

As advised by the Chairman, the Company Secretary read out the Report of the Statutory Auditors to the Shareholders, on the Audited Financial Statements of the Company, for the year ended 31st March 2012.

ORDINARY BUSINESS:

1. Adoption of Audited Accounts for the year 2011– 12 (Ordinary Resolution).

The Company Secretary read out the following resolution:

"RESOLVED THAT the Audited Financial Statements of the Company, consisting of the Balance Sheet as at 31st March 2012 and the Profit & Loss account for the year ended on that date, together with the Reports of Directors and Auditors thereon, be and are hereby approved and adopted."

At this juncture, a few queries were raised by the shareholders and the same were suitably answered by the Directors.

Proposed by: Mr. S Saravanan
Seconded by: Mr. B L Kamath

The resolution was put to vote on a show of hands and it was carried unanimously.

CERTIFIED TRUE COPY

For ROYAL ORCHID HOTELS LIMITED


K B SHYAM KUMAR
COMPANY SECRETARY

2. Re-appointment of Mr. Naresh K Malhotra as a Director of the company. (Ordinary Resolution)

The Company Secretary read out the following resolution:

"RESOLVED THAT Mr. Naresh K Malhotra, a Director of the Company, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

Proposed by: Mr. Viswanath

Seconded by: Mr. Satyanarayana

The resolution was put to vote on a show of hands and it was carried unanimously

3. Re-Appointment of Auditors (Ordinary Resolution)

The Company Secretary read out the following resolution:

"RESOLVED THAT the retiring Auditors, M/s Walker, Chandio & Co., Chartered Accountants (Firm Registration No: 001076N) be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this meeting, till the conclusion of the next Annual General Meeting on such remuneration as may be decided by the Board of Directors."

Proposed by: Mr. Thomas

Seconded by: Mr. Surya Prakash

The resolution was put to vote on a show of hands and it was carried unanimously.

4. Re-appointment of Mr. Sunil Sikka as Whole Time Director (Special Resolution)

The Company Secretary read out the following resolution:

"RESOLVED THAT in accordance with Sections 198, 269 and 309 and other applicable provisions, if any, of the Companies Act, 1956 and Schedule XIII to the Act and subject to the approval of the Central Government, if required, Mr. Sunil Sikka be and is hereby appointed as Whole time Director of the company for a period of 5 years commencing from 08.08.2012 and ending on 07.08.2017 and shall be entitled to commission 0.25% of the net profits of the company."

Proposed by: Mr. B L Kamath

Seconded by: Mr. Viswanath

The resolution was put to vote on a show of hands and it was carried unanimously.

Vote of Thanks

The meeting ended with a vote of thanks to the Chairman, Shareholders and invitees to the Meeting.

Place: Bangalore

Date: 27.09.2012

Sd/-
CHAIRMAN

CERTIFIED TRUE COPY

For ROYAL ORCHID HOTELS LIMITED

KB SHYAM KUMAR
COMPANY SECRETARY