



Notice is hereby given that the **Twenty Ninth** Annual General Meeting of the Members of **ROYAL ORCHID HOTELS LIMITED** will be held on Tuesday, September 29, 2015 at 11.00 a.m. at the Registered Office of the Company at No. 1, Golf Avenue, Adjoining KGA Golf Course, HAL Airport Road, Bangalore - 560 008, to transact the following businesses:

#### **ORDINARY BUSINESSES:**

1. To consider and adopt:
  - (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and
  - (b) the Audited Consolidated Financial Statement of the Company for the Financial year ended March 31, 2015.
2. To appoint a Director in place of Mr. Sunil Sikka, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of 32nd Annual General Meeting and to fix their remuneration, and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:

**"RESOLVED THAT**, pursuant to Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee of the Board, M/s Deloitte Haskins & Sells LLP, Chartered Accountants, having Firm's Registration No: 117366W/ W-100018 allotted by The Institute of Chartered Accountants of India (ICAI) be and are hereby appointed as the Auditors of the Company in place of the retiring Auditors M/s. Walker Chandio & Co. LLP, Chartered Accountants, Bangalore, having registration LLP No. N500013 allotted by ICAI, who shall hold office from the conclusion of this 29th Annual General Meeting for a term of consecutive five years till conclusion of the 34th Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and that the Board be and is hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company."

#### **SPECIAL BUSINESSES:**

4. **To appoint Mrs. Sunita Baljee (DIN: 00080737) as a Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

**"RESOLVED THAT** Ms. Sunita Baljee, (holding DIN 00080737), appointed as an Additional Director of the Company under section 161 of the Companies Act, 2013 with effect from April 01, 2015 and who holds office upto the date of conclusion of this General Meeting pursuant to the applicable provisions of the Companies Act, 2013 including schedules and relevant rules thereof and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 and the rules thereof proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company."

5. **To alter the term of office of Mr. R. V. S. Rao (DIN: 00061599) as an Independent Director.**

To consider and if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and subject to approval of the Central Government, if any, the approval and consent of the Members of the Company be and is hereby accorded for the alteration of appointment to the office of Independent Director of Mr. R.V.S. Rao (holding DIN 00061599), as an Independent Director, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who was appointed as an Independent Director of the Company with effect from August 27, 2005 and whose term of office as an Independent Director was liable to determination by retirement of Directors by rotation, and further accorded that Mr. R. V. S. Rao shall continue to hold office of an Independent Director upto September 30, 2016, his term of office as an Independent Director shall not be liable to determination by retirement of Directors by rotation at such remuneration and on such terms and conditions approved by the Board or any Committee thereof, subject to all appropriate and/or authorized deductions as per the prevailing law(s).

**RESOLVED FURTHER THAT** the Board or any 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."

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### 6. To alter the term of office of Mr. Vijay K. Rekhi (DIN: 00191298) as an Independent Director.

To consider and if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and subject to approval of the Central Government, if any, the approval and consent of the Members of the Company be and is hereby accorded for the alteration of appointment to the office of Independent Director of Mr. Vijay K. Rekhi (holding DIN 00191298), as an Independent Director, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who was appointed as an Independent Director of the Company with effect from July 06, 2011 and whose term of office as an Independent Director was liable to determination by retirement of Directors by rotation, and further accorded that Mr. Vijay K. Rekhi shall continue to hold office of an Independent Director upto September 30, 2016, his term of office as an Independent Director shall not be liable to determination by retirement of Directors by rotation at such remuneration and on such terms and conditions approved by the Board or any Committee thereof, subject to all appropriate and/or authorized deductions as per the prevailing law(s).

**RESOLVED FURTHER THAT** the Board or any 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."

### 7. To alter the term of office of Mr. K. Jairaj (DIN: 01875126) as an Independent Director.

To consider and if thought fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and subject to approval of the Central Government, if any, the approval and consent of the Members of the Company be and is hereby accorded for the alteration of appointment to the office of Independent Director of Mr. K. Jairaj (holding DIN 01875126), as an Independent Director, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who was appointed as an Independent Director of the Company with effect from July 06, 2011 and whose term of office as an Independent Director was liable to determination by retirement of Directors by rotation, and further accorded that Mr. K. Jairaj shall continue to hold office of an Independent Director upto September 30, 2016, his term of office as an Independent Director shall not be liable to determination by retirement of Directors by rotation at such remuneration and on such terms and conditions approved by the Board or any Committee thereof, subject to all appropriate and/or authorized deductions as per the prevailing law(s).

**RESOLVED FURTHER THAT** the Board or any 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."

August 25, 2015

**For and on behalf of the Board of Directors of  
Royal Orchid Hotels Limited**

**Chander K Baljee  
Managing Director**

Registered Office: No. 1, Golf Avenue, Adj KGA Golf Course,  
HAL Airport Road, Bangalore – 560 008  
CIN: L55101KA1986PLC007392  
e-mail: [cosec@royalorchidhotels.com/](mailto:cosec@royalorchidhotels.com/)  
[investors@royalorchidhotels.com](mailto:investors@royalorchidhotels.com)

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. THE INSTRUMENT OF APPOINTING THE PROXY/PROXIES SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS (48 HRS) BEFORE THE COMMENCEMENT OF THE MEETING. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting. Only members or proxies will be admitted into the hall for the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 21, 2015 to Tuesday, September 29, 2015 (both days inclusive) for the purpose of the Annual General Meeting of the Company.

6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA. Further the members holding the shares in the physical form are advised to dematerialize their shares to avoid the risk associated with the physical holding of such share certificates.
7. As per Rule 3 of Companies (Management and Administration) Rules, 2014 Register of Members of all the Company now should have additional details pertaining to E-mail ID, PAN, CIN/UID, Occupation/Status, Nationality. Members holding shares in electronic form/physical form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts or to Company / RTA as the case may be and participate in the Green initiative launch by the Ministry of Corporate Affairs in future.
8. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Companies Registrar and Transfer Agent. In respect of shares held in demat form the nomination form may be filed with respective depository participant.
9. Electronic copy of the notice of the 29<sup>th</sup> Annual General Meeting inter-alia indicating the process and manner of E-voting with attendance slip, proxy form and ballot forms is being sent to all members whose e-mail IDs are registered with the Company/ RTA/DP for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. , from the Company electronically.
10. The business set out in the Notice will be transacted through remote electronic voting system and the Company is providing facility for voting by electronic means. Instructions and procedure relating to remote E-voting are given under notes to NOTICE point no 13 which inter alia would contain details about User ID and password along with a copy of this Notice to the members. The Company is also providing the facility of voting at the time of Meeting through ballot paper, however the members who have voted through remote E-voting facility shall be restricted to vote through ballot paper.
11. The explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
12. Relevant documents referred to in the accompanying Notice and the Statement shall be kept open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

**13. Remote E-Voting Procedure**

1. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and amendments to clause 35B of the Listing Agreement vide Circular CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 the Company is pleased to provide members whose names appear in the register of members/list of beneficial owners as on Tuesday, September 22, 2015 ("cut-off date") facility to exercise their right to vote by electronic means at the 29<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through remote E-voting services provided by Central Depository Services (India) Limited (CDSL).
2. The voting period begins on, Friday, September 25, 2015 at 9.30 a.m. and ends on Monday, September 28, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, September 22, 2015, may cast their vote electronically. The remote E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
3. Mr. G. Shanker Prasad, Company Secretary in whole-time practice has been appointed as the Scrutinizer to scrutinize the remote E-voting/ballot papers process in a fair and transparent manner.
4. The scrutinizer shall declare the consolidated scrutinizer report not later than three days of conclusion of the meeting i.e., 01-10-2015.

**5. Steps to cast E-vote:**

- i. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- ii. Click on "Shareholders" tab to cast your votes.
- iii. Now, select the Electronic Voting Sequence Number – "EVSN" along with "Royal Orchid Hotels Limited" from the drop down menu and click on "SUBMIT".
- iv. Now, fill up the following details in the appropriate boxes:

	<b>For members holding shares in demat form</b>	<b>For members holding shares in physical form</b>
User ID	For CDSL: 16 digit beneficiary ID For NSDL: 8 Character DP ID followed by 8 Digits Client ID	Folio Number registered with the Company

## Notice

- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii. **First time Users have to follow steps:**

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have <b>not updated</b> their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- viii. After entering these details appropriately, click on "SUBMIT" tab.
  - ix. Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ % & \*). 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
  - x. Click on the relevant EVSN on which you choose to vote. 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.
  - xi. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
  - xii. 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.
  - xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
6. If Demat account holder has **forgotten the same password** then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
7. **Note for Institutional Shareholder:**
- i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
  - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - iii. After receiving the login details they have to create 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.
  - iv. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - v. 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.
  - vi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or send email to Company at [inverst@royalorchidhotels.com](mailto:inverst@royalorchidhotels.com) or contact the Company or Registrar and Share Transfer Agent.
  - vii. The result of voting shall be declared by the Chairman of the meeting on or after the AGM of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.royalorchidhotels.com](http://www.royalorchidhotels.com) and will be communicated to the NSE Ltd. and BSE Ltd.

August 25, 2015

For and on behalf of the Board of Directors of  
Royal Orchid Hotels Limited

Chander K Baljee  
Managing Director

**Statement annexed to notice pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business mentioned in the notice of the twenty ninth Annual General Meeting of the Company.**

**Item no. 3**

The Statutory Auditors, M/s. Walker Chandiok & Co. LLP, Chartered Accountants, Bangalore (LLP No. N500013) have intimated their unwillingness to be re-appointed as the auditor's of the Company. The Board proposes to appoint M/s Deloitte Haskins & Sells LLP, Chartered Accountants, as the statutory auditors of the Company. This change is in order to remain at the fore front of good governance and in recognition of regulatory changes in India. A Special notice has been received under section 140(4)(i) of the Companies Act, 2013 from a member proposing appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, (Form's Registration No. 117366W/W-100018) as the statutory auditors.

The Audit Committee has considered the qualifications and experience of the proposed auditors and has recommended their appointment. The Board of Directors has also considered the matter and recommends the passing the Special Resolution appointing M/s Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm's Registration No. 117366W/ W-100018) as statutory auditors in place of the retiring auditors M/s. Walker Chandiok & Co. LLP, Chartered Accountants, Bangalore (LLP No. N500013). Consent of the proposed auditors together with the certificate that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 has been received.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 3 of the Notice.

**Note to item no. 4**

**Mrs. Sunita Baljee**

As per the provisions of Section 149(1) of the Act and amended Clause 49 of the Listing Agreement, the Company should have at least one woman director. Ms. Sunita Baljee was appointed as an Additional Director of the Company with effect from April 1, 2015 by the Board of Directors under Section 161 of the Act. In terms of Section 161(1) of the Act, Ms. Sunita Baljee holds office only upto the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying its intention to propose Ms. Sunita Baljee's appointment as a Director.

The Company has received notice under section 160 of the Companies Act, 2013 from a member proposing the appointment of Ms. Sunita Baljee along with the prescribed deposit of Rs. 1,00,000/-. Ms. Sunita Baljee is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Brief profiles of Ms. Sunita Baljee is provided in Annexure I and also available on [www.royalorchidhotels.com](http://www.royalorchidhotels.com)

Ms. Sunita Baljee may be deemed to be concerned or interested, financially or otherwise, to the extent of the aforesaid shareholding in respect of her appointment as a Director.

Save and except Ms. Sunita Baljee and Mr. Chander Kamal Baljee, Mr. Sunil Sikka, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

**Note to item no. 5, 6, 7**

Mr. R.V.S. Rao, Mr. K. Jairaj and Mr. Vijay K Rekhi, were appointed as Independent Directors, who were liable to retire by rotation as Independent Directors of the Company. However, as per provisions of Section 149 of Companies Act, 2013 (which has been notified with effect from April 1, 2014), the Independent Directors shall not retire by rotation.

Hence, to formalize the terms of appointment in term of the provisions of Section 149 and 152 and relevant rules thereof, it is proposed to alter the terms of appointment of Mr. R.V.S. Rao, Mr. K. Jairaj and Mr. Vijay K Rekhi with respect to their term of office as Independent Directors and all other terms being unaltered. Accordingly, the Independent directors continue to hold the office of Independent Director upto September 30, 2016 and shall not be subject to retire by rotation.

Accordingly, your Directors recommend the passing of the resolutions as specified in Item No. 5, 6 & 7 of the notice convening the Twenty Ninth Annual General Meeting. No Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise other than Mr. R.V.S. Rao, Mr. K. Jairaj and Mr. Vijay K Rekhi (along with their respective relatives), who are interested in or concerned in the aforesaid resolution. In the opinion of the Board Mr. R.V.S. Rao, Mr. K. Jairaj and Mr. Vijay K Rekhi fulfils the conditions specified under the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof (including any statutory modification(s) or re-enactment thereof).

**ANNEXURE I**

Details of the Directors seeking appointment / re-appointment / alter in their tenure at the forthcoming Annual General Meeting of the Company (Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges)

<b>Name of the Director</b>	<b>Mrs. Sunita Baljee</b>
<b>Current Designation</b>	Non-Executive Director

## Notice

Date of Birth	31-08-1954
Date of Appointment	01-04-2015
Qualification	MBA
Expertise in specific functional areas	Vast experience in Hospitality Industry
List of other Companies in which she is a Director	Royal Orchid Hyderabad Pvt. Ltd. Cosmos Premises Pvt. Ltd. Hotel Stay Longer Pvt. Ltd. Harsha Farms Pvt. Ltd. Royal Orchid West Pvt. Ltd. Royal Orchid Resorts Pvt. Ltd.
Chairman / Member of the Committees of other Companies in which she is a Director	Nil
Shareholding in the Company	226260

<b>Name of the Director</b>	<b>Mr. Sunil Sikka</b>
<b>Current Designation</b>	Whole-time Director
Date of Birth	24-08-1958
Date of Appointment	30-09-2000
Qualification	Post Graduate in Commerce
Expertise in specific functional areas	Vast experience in Export Industry
List of other Companies in which he is a Director	India Exposition Mart Limited
Chairman / Member of the Committees of other Companies in which he is a Director	Nil
Shareholding in the Company	Nil

<b>Name of the Director</b>	<b>Mr. R. V. S. Rao</b>
<b>Current Designation</b>	Independent Director
Date of Birth	15-03-1944
Date of Appointment	27-08-2005
Qualification	Commerce and Law Graduate
Expertise in specific functional areas	Vast experience in Finance, Banking and Management Functions
List of other Companies in which he is a Director	Icon Hospitality Private Limited Puravankara Projects Limited Sobha Limited Compassites Software Solutions Private Limited MG Capital Management L. P., New York Sobha Developers ( Pune Ltd. )
Chairman / Member of the Committees of other Companies in which he is a Director	<b>Audit Committee</b> Puravankara Projects Limited – Member Sobha Developers Limited – Chairman <b>Remuneration Committee</b> Sobha Developers Limited – Member <b>Investors Grievance Committee</b> Puravankara Projects Limited – Chairman <b>Compensation Committee</b> Puravankara Projects Limited – Member
Shareholding in the Company	4500

<b>Name of the Director</b>	<b>Mr. Vijay K. Rekhi</b>
<b>Current Designation</b>	Independent Director
Date of Birth	14-09-1945
Date of Appointment	06-07-2011
Qualification	MBA-IIM(A)
Expertise in specific functional areas	
List of other Companies in which he is a Director	Royal Orchid Associated Hotels Private Limited Confederation of Indian Alcoholic Beverage Companies (U/S 25)
Chairman / Member of the Committees of other Companies in which he is a Director	Nil
Shareholding in the Company	Nil

<b>Name of the Director</b>	<b>Mr. K. Jairaj</b>
<b>Current Designation</b>	Independent Director
<b>Date of Birth</b>	25-05-1952
<b>Date of Appointment</b>	05-08-2013
<b>Qualification</b>	Arts Graduate in the field of Economics, Public Policy and Management and a member of the Indian Administrative Service (IAS) of the 1976 batch.
<b>Expertise in specific functional areas</b>	Vast experience in Infrastructure, Energy, Transport and Urban Development.
<b>List of other Companies in which he is a Director</b>	1. Manipal GreenTech India Private Limited 2. NEO Foods Private Limited
<b>Chairman / Member of the Committees of other Companies in which he is a Director</b>	NIL
<b>Shareholding in the Company</b>	NIL

August 25, 2015

For and on behalf of the Board of Directors of  
Royal Orchid Hotels LimitedChander K Baljee  
Managing Director**ROYAL ORCHID HOTELS LIMITED**

Regd. Office: No. 1, Golf Avenue, Adj. KGA Golf Course, Airport Road, Bangalore – 560 008

**GREEN INITIATIVE IN CORPORATE GOVERNANCE**

Dear Shareholder,

**Sub: Electronic Mode of Service of Documents**

The Ministry of Corporate Affairs (MCA), Government of India, has taken 'Green initiative in the Corporate Governance' vide its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, by allowing paperless compliance by the Companies, to enable them to send the documents to the shareholders, through electronic mode as part of its sustainability initiatives in Corporate Governance.

It is the endeavour of your Company to support the welcome initiative of the Ministry of Corporate Affairs which will effect reduction in paper consumption and contribute to a great extent towards Greener Environment. Accordingly, in future, your company proposes to send the documents such as Notices, Annual Reports and other communication, in electronic form, to e-mail addresses of those shareholders which are available in the records of the Company.

In view of the above, we request you to kindly fill in following details:

<b>Name of the Shareholder</b>	<b>Correspondence Address</b>	<b>DP ID / folio No.</b>	<b>Client ID</b>	<b>E-mail ID</b>	<b>Contact No./ Mobile No.</b>

Or Register your e-mail addresses with your Depository Participants (DPs) or with our Registrars and Share Transfer Agents at [alfint@vsnl.com](mailto:alfint@vsnl.com), [irg@integratedindia.in](mailto:irg@integratedindia.in) or with the Company at [investors@royalorchidhotels.com](mailto:investors@royalorchidhotels.com) as the case may be, in order to receive the documents electronically from the Company, in lieu of physical copies. If you wish to receive the documents in physical form only, you may kindly communicate your intention to the Company at the earliest.

Place:  
Name/Signature of the Shareholder:

Date:

August 25, 2015

For and on behalf of the Board of Directors of  
Royal Orchid Hotels LimitedChander K Baljee  
Managing Director



Route map to reach the venue of Annual General Meeting





# ROYAL ORCHID HOTELS LIMITED

Corporate Identity Number (CIN): L55101KA1986PLC007392  
Regd. Office: No. 1, Golf Avenue, Adj. KGA Golf Course, Airport Road, Bangalore – 560 008

## TWENTY NINTH ANNUAL GENERAL MEETING – SEPTEMBER 29, 2015

### ATTENDANCE SLIP

DPID\*: Folio No. :  
Client ID\*: No. of Shares:  
Name and address of the Shareholder:

I/We hereby record my/our presence at the **29<sup>th</sup> ANNUAL GENERAL MEETING** of the Company held on Tuesday, the 29<sup>th</sup> September, 2015 at 11.00 a.m. at Registered Office: No. 1, Golf Avenue, Adjoining KGA Golf Course, HAL Airport Road, Bangalore – 560 008.

Signature of the Shareholder/Proxy present:

\* Applicable for investors holding Shares in Electronic Form.

## TWENTY NINTH ANNUAL GENERAL MEETING – SEPTEMBER 29, 2015 FORM NO. MGT 11

### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

### ROYAL ORCHID HOTELS LTD.

Corporate Identity Number (CIN): **L55101KA1986PLC007392**

Regd. Office: No. 1, Golf Avenue, Adj. KGA Golf Course, Airport Road, Bangalore – 560 008.

Name of the Member(s): .....  
Registered Address: .....  
E-mail ID: .....  
Folio No./Client ID\*: .....  
DP ID\*: .....  
No. of Shares: .....

I/We, being member(s) of ..... shares of ROYAL ORCHID HOTELS LIMITED, the above named Company hereby appoint  
Name: ..... Address: .....  
E-Mail ID: ..... signature: ....., or failing him/her  
Name: ..... Address: .....  
E-Mail ID: ..... signature: ....., or failing him/her  
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Twenty Ninth Annual General Meeting** of the Company, to be held on Tuesday, 29<sup>th</sup> September, 2015 at 11.00 a.m. at Registered Office: No. 1, Golf Avenue, Adjoining KGA Golf Course, Airport Road, Bangalore – 560 008, or at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	Type of resolution (Ordinary / Special)	I/ We assent to the resolution (For)	I/ We dissent to the resolution (Against)
<b>Ordinary Business</b>				
1	Adoption of Financial Statement and reports thereof for the financial year 2014-15	Ordinary		
2	Re-appointment of Mr. Sunil Sikka as Director liable to re-tire by rotation	Ordinary		
3	Appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, having Firm's Registration No. 117366W/W-100018 as the Auditors of the Company in place of the retiring Auditors M/s. Walker Chandio & Co. LLP, Chartered Accountants, Bangalore, having registration LLP No. N500013.	Special		
<b>Special Business</b>				
4	Appointment of Mrs. Sunita Baljee as Director under Sec. 161	Ordinary		
5	To alter the term of office of Mr. R.V.S. Rao (DIN: 00061599) as an Independent Director	Ordinary		
6	To alter the term of office of Mr. Vijay K. Rekhi (DIN: 00191298) as an Independent Director	Ordinary		
7	To alter the term of office of Mr. K. Jairaj (DIN: 01875126) as an Independent Director	Ordinary		

Signed this ..... day of ..... 2015.

Signature of the Shareholder:

Signature of Proxy Holder(s):

Affix  
Revenue  
Stamp

**Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

\* Applicable for investors holding Shares in Electronic Form.

## ROYAL ORCHID HOTELS LIMITED

CIN No: L55101KA1986PLC007392

Registered Office: No. 1, Golf Avenue, Adjoining KGA Golf Course, Bangalore – 560 008.  
Telephone: 080 4178300 Website: www.royalorchidhotels.com E-mail: investors@royalorchidhotels.com

### BALLOT / POLL FORM

(The members who are not able to attend the Annual General Meeting can send their assent or dissent in writing in respect of the resolutions as set out in the Notice by sending the duly filled and signed Ballot / Form to Mr. Shankar Prasad, Practicing Company Secretary (the Scrutinizer): No. 10, AG'S Colony, Anand Nagar, Bangalore –560 024 so as to reach him on or before September 22, 2015.

Name	
Address	
DP Id*	
Client Id*	
Folio No.	
No. of Shares held	

\*Applicable for investors holding Shares in Electronic form.

I/We exercise my / our vote in respect of the Ordinary Resolution(s)/Special Resolution(s) as specified in the Notice of Royal Orchid Hotels Limited dated September 29, 2015 to be passed through Ballot/Poll for the businesses stated in the said Notice by convening my/our assent or dissent to the said Resolution in the relevant box below:

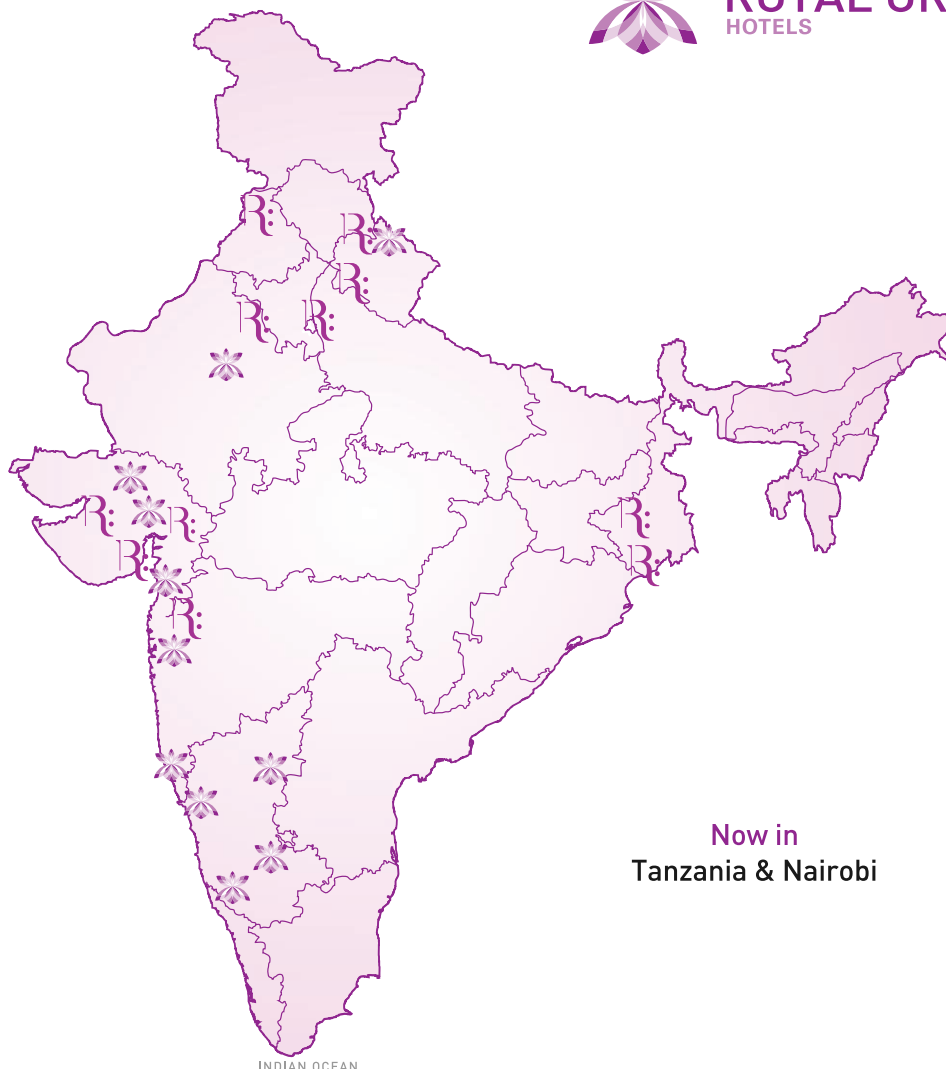
Sl. No.	Resolution	Type of resolution (Ordinary / Special)	I/ We assent to the resolution (For)	I/ We dissent to the resolution (Against)
<b>Ordinary Business</b>				
1	Adoption of Financial Statement and reports thereof for the financial year 2014-15	Ordinary		
2	Re-appointment of Mr. Sunil Sikka as Director liable to retire by rotation	Ordinary		
3	Appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, having Firm's Registration No. 117366W/ W-100018 as the Auditors of the Company in place of the retiring Auditors M/s. Walker Chandiok & Co. LLP, Chartered Accountants, Bangalore, having registration LLP No. N500013.	Special		
<b>Special Business</b>				
4	Appointment of Mrs. Sunita Baljee as Director under Section 161	Ordinary		
5	To alter the term of office of Mr. R.V.S. Rao (DIN: 00061599) as an Independent Director	Ordinary		
6	To alter the term of office of Mr. Vijay K. Rekhi (DIN: 00191298) as an Independent Director	Ordinary		
7	To alter the term of office of Mr. K. Jairaj (DIN: 01875126) as an Independent Director	Ordinary		

Signature: \_\_\_\_\_

Date: \_\_\_\_\_



**ROYAL ORCHID**  
HOTELS



Now in  
Tanzania & Nairobi

## 35 Hotels in 24 cities

**N O R T H**

**AMRITSAR**  
Regenta Central\*

**DEHRADUN**  
Regenta Central\*

**MUSSOORIE**  
Royal Orchid Fort Resort

**HARIDWAR**  
Regenta Orko's

**CHANDIGARH**  
Regenta Central Ashok

**GURGAON**  
Central Blue Stone

**JAIPUR**  
Hotel Royal Orchid  
Royal Orchid Central  
Regenta Central  
Regenta Central, Jhotwara\*

**W E S T**

**GUJARAT**  
Regenta Central Harimangla, Bharuch  
Royal Orchid Central, Vadodara  
Regenta Resort, Bhuj  
Regenta, Ahmedabad  
Regenta Central, Rajkot

**NAVI MUMBAI**  
Royal Orchid Central Grazia

**MAHABALESHWAR**  
Regenta MPG Club

**PUNE**  
Royal Orchid Central  
Royal Orchid Golden Suites

**GOA**  
Royal Orchid Beach Resort & Spa  
Regenta Central, Goa\*

**E A S T**

**SANTINIKETAN**  
Regenta Central

**KOLKATA**  
Regenta Orko's

**BANGALORE**  
Hotel Royal Orchid  
Royal Orchid Central  
Royal Orchid Suites  
Hotel Ramada  
Royal Orchid Resort & Convention Centre  
Regenta Inn

**MYSORE**  
Royal Orchid Brindavan Garden,  
Royal Orchid Metropole

**SHIMOGA**  
Royal Orchid Central

**HOSPET**  
Royal Orchid Central