



ROYAL ORCHID HOTELS LTD

Regd. Office:
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HAL Airport Road, Kodihalli, Bangalore - 08, India.
T: +91 80 406 12345
CIN: L55101KA1986PLC007392
E: investors@royalorchidhotels.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Serial No. :

1. Name and Registered address of the Sole/First Member:
(in BLOCK letters)
2. Name(s) of the Joint Member(s), if any
3. Folio No /DP ID No./ Client ID No.*:
(*Applicable to members holding shares in dematerialized form)
4. Number of Equity Shares held :
5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot as stated in the Postal Ballot Notice of the Company dated 12th February, 2020 by conveying my /our "assent" or "dissent" to the said Resolution by placing a tick (✓) at the appropriate box below:

Description	Number of Shares	I/We Assent to the Resolution	I/We Dissent to the Resolution
To Re-appoint Mr. Chander K. Baljee (DIN:00081844) as the Managing Director of the Company and Approval of the Remuneration.			

Date:

Place:

(Signature of the member)

Note: Last date for receipt of postal ballot form by the Scrutinizer 25th March, 2020

PARTICULARS OF VOTING THROUGH ELECTRONIC MEANS

For those opting to vote through electronic means, instead of voting by the above postal ballot, facility is available at the web link www.evotingindia.com

Particulars for electronic voting are as under:

EVSN	USER ID	PASSWORD
200214006		

The E-Voting facility will be available during the following period:

Commencement of E-Voting	End of E-voting
On 25th February 2020 at 9.00 A.M.(IST)	On 25th March 2020 at 5.00 P.M.(IST)

Notes:

1. Please read the instructions printed below carefully before exercising the vote through this form.
2. For E-Voting facility, please refer Instructions for E-voting.
3. E-Voting shall be disabled at 5.00 p.m. on Wednesday, 25th March 2020.



GENERAL INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the member, will also be accepted.
2. Alternatively, a member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self-addressed envelope addressed to Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his / her absence, by the next named member.
5. Consent must be accorded by placing a tick mark [✓] in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark [✓] in the column, 'I dissent to the resolution'
6. The votes of a member will be considered invalid on any of the following grounds:
 - a) if the Postal Ballot form has not been signed by or on behalf of the member;
 - b) if the member's signature does not tally;
 - c) if the member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held;
 - d) if the member has made any amendment to the resolution or imposed any condition while exercising his vote.
 - e) if the Postal Ballot Form is incomplete or incorrectly filled;
 - f) if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
 - g) if the form other than the one issued by the Company is used;
 - h) if any competent authority has given directions in writing to the Company to freeze the voting rights of the Member.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before Wednesday 25th March, 2020 by 5.00 p.m. (IST). If any Postal Ballot Form is received after this date, it will be considered that no reply from such member has been received.
8. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in item (7) above.
9. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney/ attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at gsp@graplind.com, with a copy marked to helpdesk.evoting@cdslindia.com in, or deposited at the registered office of the Company.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
12. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member on the relevant date, i.e 14th February, 2020.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final.
14. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.
15. Unsigned/Incomplete postal forms will be rejected.
16. Equity shareholders are requested to fill the postal ballot form in indelible ink and avoid filling it by erasable writing medium(s) like pencil.
17. There will be one postal ballot form for every folio/Client Id, irrespective of the no. of joint holders.