



## ROYAL ORCHID HOTELS LIMITED

### Notice

Notice is hereby given that the Thirty First Annual General Meeting of the Members of ROYAL ORCHID HOTELS LIMITED will be held on Wednesday, THE 27<sup>TH</sup> DAY OF SEPTEMBER, 2017 AT 09.30 A. M. at **ROYAL ORCHID RESORT AND CONVENTION CENTER, ALLALSANDRA, BELLARY ROAD, YELAHANKA, NEAR JAKKUR FLYING CLUB, BENGALURU – 560 065, KARNATAKA** to transact the following businesses:

#### **ORDINARY BUSINESSES:**

1. To consider and adopt:
  - (a) the Audited Financial Statements of the Company for Financial Year ended March 31, 2017, together with 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, 2017, together with reports of the Auditors thereon.

2. To appoint a Director in place of Ms. Sunita Baljee (DIN: 00080737), who retires by rotation and being eligible, offers herself for re-appointment.

3. To ratify the appointment of Statutory Auditors of the Company.

To ratify the appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Bengaluru as Statutory Auditors of the Company to hold office from the conclusion of Thirty First Annual General Meeting upto the conclusion of the Thirty Second Annual General Meeting and to authorize the Board of Directors or any Committee thereof to fix their remuneration, in consultation with the Auditors.

To consider and if thought fit, pass with or without modification(s), following as an **“ORDINARY RESOLUTION”**:

**“RESOLVED THAT** pursuant to Sections 139, 142 of the Companies Act, 2013 (“the Act”), the Companies (Audit and Auditors) Rules, 2014 (“the Rules”), Schedules attached thereto, (including any statutory modification(s) or enactment(s) or re-enactment(s) thereof, for the time being in force), pursuant to the recommendation of Audit Committee of the Company and that of the Board and pursuant to the approval of Members at the Twenty Ninth Annual General Meeting held on September 29, 2015, consent of the Members of Company be and is hereby accorded to ratify the appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Bangalore (Firm Registration Number: 117366W/W-100018) as Statutory Auditors of the Company, to hold office as Statutory Auditors from the conclusion of Thirty First Annual General Meeting till the conclusion of Thirty Second Annual General Meeting of the Company at a remuneration to be decided by the Board of Directors or any Committee thereof in consultation with the Auditors.”

#### **SPECIAL BUSINESSES:**

4. **To appoint Mr. Naveen Jain as an Independent Director of the Company.**

To consider and if thought fit, pass with or without modification(s), following resolution as an **“ORDINARY 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 (including any statutory modification(s) or enactment(s) thereof for the time being in force), Mr. Naveen Jain (DIN: 00051183), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective October 25, 2016 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Naveen Jain (DIN: 00051183), as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of 3 (Three) years with effect from October 25, 2016 and the term shall not be subject to retirement by rotation;

**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.”

5. **To Borrow money exceeding paid-up capital and free reserves upto ₹ 150 crore**

To consider and if thought fit, pass with or without modification(s), following resolution as a **“SPECIAL RESOLUTION”**:

**“RESOLVED THAT** pursuant to Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions (including any statutory modification or re-enactment thereof, for the time being in force) and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to borrow moneys whether rupee loans or foreign currency loans or other external commercial borrowings, from time to time, together with the moneys to be borrowed/ already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) either from the Company’s Bankers and/or any one or more persons or Financial Institutions or from any other sources abroad, such as, Foreign Banks, Foreign Investment/Financial Institutions or Funds or other Bodies, Authorities/Entities abroad

## Notice (continued)

whether by way of cash credit, advance, loans and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge on the Company's assets and properties whether movable or immovable or stock-in-trade (including raw materials, stores, spare parts and components or stock in transit) and work-in-progress of the Company on such terms and conditions as may be considered suitable by the Board of Directors in excess of the aggregate of the paid up-capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose upto a limit of ₹. 150 Crores outstanding at any one point of time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution the Board of Directors of the Company be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid Borrowing and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to delegate such powers to any Committee as it may deem necessary or appropriate in relation to the aforesaid Borrowing."

### 6. To authorise Grant Loans , make Investment and give Corporate Guarantee on loans taken by subsidiary and Joint Venture Companies upto ₹ 350 Crore

To consider and if thought fit, pass with or without modification(s), following resolution as a **"SPECIAL RESOLUTION"**:

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013) read with rule no. 11 & 13 the Companies (Meeting of Board and its Powers) Rules, 2014 and all other applicable provisions (as amended or re-enacted from time to time) and subject to such approvals, consents, sanctions and permissions of the appropriate authorities, departments or bodies as may be necessary, the consent of the Members be and is hereby accorded to grant loans or make investment or provide security or guarantee on loans taken by subsidiary and Joint Venture Companies for an amount(s) exceeding 60% of paid-up capital , free reserves and securities premium account or 100% of free reserves and securities premium account but not exceeding ₹ 350 Crores outstanding at any one point of time."

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution the Board of Directors of the Company be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Investment, Corporate Guarantee and to do all such acts, deeds, matters and things as they may, in their absolute discretion

deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to delegate such powers to any Committee as it may deem necessary or appropriate in relation to the aforesaid loans, investments and Corporate Guarantee."

### 7. To Pay Remuneration to Mr. C. K. Baljee as Managing Director for the years 2018-20

To consider and if thought fit, pass with or without modification(s), following resolution as **"SPECIAL RESOLUTION"**:

**"RESOLVED THAT** pursuant to Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to approval of the Central Government and such other consents and permission as may be required, Mr. C. K. Baljee (holding DIN: 00081844) be paid consolidated remuneration of ₹. 2,41,53,777/- for the year ended March 2019 and ₹ 2,77,76,844/- for the year ended March 2020 ; by way of salary and perquisites over and above the aforesaid amount as set out in the Explanatory Statement annexed to this Notice, with liberty to the Board/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said remuneration in such manner as may be agreed be and between the Board/ Nomination and Remuneration Committee and Mr. C. K. Baljee".

**"RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

### For and on behalf of the Board of ROYAL ORCHID HOTELS LIMITED

**Ranabir Sanyal**  
Company Secretary &  
Compliance Officer

Date: 10.08.17  
Place: Bengaluru

**Registered Office:** No.1, Golf Avenue,  
Adjoining KGA Golf Course, Kodihalli,  
HAL Airport Road, Bengaluru - 560 008, Karnataka  
CIN: L55101KA1986PLC007392  
E-mail: [investors@royalorchidhotels.com](mailto:investors@royalorchidhotels.com)



## Notice *(continued)*

### Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF ITSELF AND THE PROXY NEED NOT BE A MEMBER.** The instrument appointing Proxy as per the format included in the Annual Report should be returned to the Registered office of the Company not less than **48 (FORTY-EIGHT) HOURS** before the time for holding the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued by the member organization. A person can act as a proxy on behalf of Members not exceeding **50 (Fifty)** and holding in the aggregate not more than **10 (Ten)** percent of the total share capital of the Company carrying voting rights. A member holding more than **10 (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 a Member.
2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the business under Item Nos. 4 to 7 set out above and details as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to Directors seeking appointment/re-appointment at this Annual General Meeting are annexed hereto as **ANNEXURE - A**.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL).
4. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail addresses either with the Company or with the Depository or with Company's Registrar and Share Transfer Agent ("RTA"), Integrated Registry Management Services Pvt. Ltd.
5. In respect of Members whose e-mail ids are registered with the Company/the Depositories the Annual Report is sent in electronic mode. The Members who have not registered their e-mail ID are requested to register the same with Company's Registrars and Transfer Agents/Depositories. The Members who are desirous of receiving the full Annual Report may write to the Company's Registrar for a copy of the same.
6. Members, who are holding Company's shares in physical form and have not registered/updated their e-mail addresses, addresses and bank mandates with the Company, are requested to submit their requests to Company's RTA for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. Members, who are holding Company's shares in Demat form, are requested to register/update the same with their Depository Participant(s) directly.
7. 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.
8. As an austerity measure, members/proxies are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
9. Corporate members intending to send their authorized representatives to attend the meeting are requested to lodge a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate not later than 48 (forty eight) hours before commencement of the meeting authorizing such person to attend and vote on its behalf at the meeting.
10. 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.
11. Relevant documents referred to in the accompanying Notice and the Statement, are 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.
12. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
13. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, the 20<sup>th</sup> Day of September, 2017 to Wednesday, the 27<sup>th</sup> Day of September, 2017 (both days inclusive)** for the purpose of Annual General Meeting.
14. Members may also note that Notice calling the Meeting will be available on Company's website viz., [www.royalorchidhotels.com](http://www.royalorchidhotels.com).
15. Mr. G. Shanker Prasad (ACS 6357), Company Secretary in whole time practice has been appointed as the Scrutinizer to scrutinize the e-voting and poll process in a fair and transparent manner.
16. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its

## Notice *(continued)*

members, the facility for transacting all the businesses set out in this Notice, through electronic voting system (to cast their vote electronically from a place other than the venue of Annual General Meeting) by using the electronic voting facility provided by Central Depository Services Limited ("CDSL").

17. The members, who are not able to attend the Annual General Meeting, can exercise their vote through poll/ballot form attached to the notice and send the same to Scrutinizer, Mr. G. Shanker Prasad, Practicing Company Secretary at No. 10, AGs Colony, Anand Nagar, Bengaluru – 560 024, so as to reach him on or before September 26, 2017 at 17:00 Hrs.

### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Thursday, the 21<sup>st</sup> Day of September, 2017 at 09:30 Hrs** and ends on **Tuesday, the 26<sup>th</sup> Day of September, 2017 at 17:00 Hrs**. 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, the 19<sup>th</sup> Day of September, 2017** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (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) If you are a first time user follow the steps given below:

### For Members holding shares in Demat Form 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) <ul style="list-style-type: none"> <li>Members who have not updated 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> 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. <ul style="list-style-type: none"> <li>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 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 directly reach the Company EVSN selection screen. However, members 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. 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **ROYAL ORCHID HOTELS LIMITED** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.



## Notice *(continued)*

- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non-Individual Shareholders and Custodians**
  - a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - b) 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).
  - c) 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.
  - d) The list of accounts linked in the login 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.
  - e) 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.
- (xx) 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 [investors@royalorchidhotels.com](mailto:investors@royalorchidhotels.com) or contact the Company or Registrar & Share Transfer Agent.
- (xxi) 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.

## ANNEXURE - A

### EXPLANATORY STATEMENTS

(Pursuant to Section 102 of the Companies Act, 2013)

#### Item No. 4

Your Board, on recommendation by Nomination and Remuneration Committee, at its meeting held on October 25, 2016 has appointed Mr. Naveen Jain as an Additional Director on the Board of Company to hold office till the next Annual General Meeting of the Company and therefore, his office is liable to be vacated at this Annual General Meeting. Your Board recommends appointment of Mr. Naveen Jain as an Independent Director of the Company for a period of 3 (Three) years, w.e.f. October 25, 2016 and the term is not liable to retire by rotation. A brief resume of Mr. Naveen Jain is attached herewith.

Mr. Naveen Jain has submitted a declaration to the Company to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act.

In the opinion of the Board, Mr. Naveen Jain fulfils the conditions specified in the Act and the Rules framed there under for appointment as Non-Executive Independent Director and he is independent of the management. Mr. Naveen Jain has submitted, a declaration in prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act, consent to act as Director in prescribed Form DIR-2 and disclosure of interest in prescribed Form MBP-1.

The Company has received a notice, in writing, from a member along with the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Mr. Naveen Jain for the office of Non-Executive Independent Director of the Company. In compliance with the provisions of Section 149 of the Act read with Schedule IV of the Act, the appointment of Mr. Naveen Jain as Non-Executive and Independent Director is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. Brief resume and other details of the Independent Director whose appointment is proposed are provided in the annexure to the Explanatory Statement attached herewith as **Annexure - 1**.

Mr. Naveen Jain is deemed to be interested in the resolution set out respectively at Item No. 04 of this Notice with regard to its respective appointment.



## Notice *(continued)*

Except Mr. Naveen Jain, none of the Director(s) and/or Key Managerial Personnel(s) and their relative(s) is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution.

Your Board recommends the said resolution, as ordinary resolution, for your approval.

### Item No. 5 & 6

For expansion of Business and Operations renovations, maintenance of various properties are required by the Company, its Subsidiary and Joint Venture Companies. The company, its Subsidiary and Joint Venture Companies, may be required to Borrow money for the aforesaid purpose. As per Section 180 (1) (c) of the Companies Act, 2013 the approval of Shareholders are required to borrow money exceeding paid-up capital and free reserves. Further since most of the subsidiaries, Joint Ventures are small, just commenced its operations they may require Loans, subscription to its Securities, Corporate Guarantee from the Company to raise funds. As per the provisions of Section 186 of the Companies Act, 2013 approval of members via special resolution is required for providing guarantee in excess of 60% of the paid-up capital, free reserves and securities premium or 100% of the free reserves and securities premium. Hence approval of members are sought for compliance of the aforesaid provisions.

The status of Borrowings, Loans, Investment and Corporate Guarantee on loans to subsidiaries and Joint Venture Companies as on March 31, 2017 are as follows:

Sr. No.	Particulars	Amount (₹ in crores)	Total Amount (₹ in crores)
1	Borrowings	43.01	43.01
2 a)	Loans	14.15	
b)	Investments	168.17	
c)	Corporate Guarantee	63.00	245.32
	<b>Total</b>		<b>288.33</b>

None of the Director(s) and/or Key Managerial Personnel(s) and their relative(s) is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution.

Your Board recommends the said resolutions, as special resolutions, for your approval.

### Item No. 7

Mr C. K. Baljee was re-appointed as Managing Director of the Company for a period of 5 years from April 01, 2015 to March 31,

2020. The Central Government vide Letter dated November 03, 2015 has approved the remuneration of Mr. Baljee from April 01, 2015 till March 31, 2018 which is given in clause 2) II of Information pursuant to Section II of Schedule V of the Companies Act, 2013:

The following remuneration has been recommended by the Nomination and Remuneration Committee and proposed by the Board

	Finan- cial Year	Amount in Rupees
Salary	2018-19	20,12,815/- p.m.. i.e. 2,41,53,777/- p. a
	2019-20	23,14,737/- p.m. i.e 2,77,76,843/- p.a.
Perquisites & Allowances		
Leave Encashment		Upto 2 months salary
Reimbursement of Entertainment Expense for business purpose		10,000/-
Leave Travel Concession		Upto 2 months salary
Gratuity		Half months salary for each completed year of service

As per the provisions of Section 197 read with Schedule V of the Companies Act, 2013 approval of members and Central Government are required for payment of remuneration in case of inadequate profits. Thus, the Board of Directors recommends the resolution set out at Item no.7 of the notice for your approval.

No Directors and Key Managerial Personnel of the Company are concerned or interested, financial or otherwise other than Mr. C. K. Baljee (along with his respective relatives), who is interested in or concerned in the aforesaid Resolution.

### Information pursuant to Section II of Schedule V of the Companies Act, 2013

#### I. General Information:

- (1) Nature of industry: Hospitality Industry
- (2) Date of commencement of commercial production: February 3, 1986
- (3) Financial performance based on given indicators: Details are given under the Directors report under the heading financial performance.
- (4) Foreign investments or collaborations: The Company has invested in one subsidiary abroad.



## Notice *(continued)*

### II. Information about the appointee:

- (1) Background details: An MBA from IIM, Ahmedabad, Mr. C. K. Baljee is the Founder and Managing Director of Royal Orchid Hotels Limited. He has over three decades of experience in hospitality industry.
- (2) Past remuneration of Mr. C. K. Baljee for 3 preceding Financial Years:

Remuneration approved by the Central Government vide Letter dated November 03, 2015		Amount in (₹)
<b>Salary</b>	<b>2015-16</b>	1,58,81,500
	<b>2016-17</b>	1,82,63,725
	<b>2017-18</b>	2,10,03,284
<b>Perquisites &amp; Allowances</b>		
Leave Encashment		Upto 2 months salary
Reimbursement of Entertainment Expense for business purpose		10,000/-
Leave Travel Concession		Upto 2 months salary
Gratuity *		Half months salary for each completed year of service

\* As per clause IV of Schedule V to the Companies Act, 2013 the ceiling on managerial remuneration does not cover gratuity. Hence member's approval at 28<sup>th</sup> AGM may be referred to in this regard.

- (3) Recognition or awards: Mr. C. K. Baljee has been featured in the IIM Ahmedabad book 'Stay Hungry Stay Foolish' which chronicles the rise of 25 entrepreneurs. He is an active member of the All India Management Association, the Greater Mysore Chamber of Commerce and Industry, and the Confederation of Indian Industry. He is a certified Hotel Administrator from American Hotel and Lodging Association (AH & LA). Mr. C. K. Baljee was facilitated as the "Hero of Bengaluru" at Bengaluru Management Association's 61st Anniversary Awards 2014 where Royal Orchid Hotels was recognized as one of the strongest pillars of Bengaluru's Business World.
- (4) Job profile and his suitability: The position of Managing Director of a Company is entrusted with substantial powers of management having total control on general conduct and management of the business affairs of the Company. Mr. C. K. Baljee being an MBA from IIM, Ahmedabad, and is the Founder & Managing Director of the Company from its inception. Moreover, he possesses over three decades of experience in hospitality industry.
- (5) The said remuneration comparable with respect to industry, size of the Company, profile of the position and person.

### III. Other information:

Sr. No.	Particulars	
1	Reasons of loss or inadequate profits	The hospitality business has seen significant downturn due to global recession. This has resulted in inadequacy in profits. Currently, the hospitality business is in the course of recovery.
2	Steps taken or proposed to be taken for improvement	The Company plans to improve operating cash flows through cost synergies and exploring avenues of enhancing revenues.
3	Expected increase in productivity and profit in measurable terms	The overall productivity and profits are expected to increase as per the business outlook provided in the Management Discussion and Analysis Report.

## ANNEXURE - 1

### Details of the Directors seeking appointment / re-appointment / alter in their tenure at the forthcoming Annual General Meeting of the Company (Pursuant to Section 102 of the Companies Act, 2013, and the LODR)

Name of the Director	Mrs. Sunita Baljee
Current Position	Mrs. Sunita Baljee is a Non-Executive Director on the Board of Royal Orchid Hotels. She is also on Board of other Subsidiaries and Associated Companies of Royal Orchid Hotels
Qualification	Master in Business Administration from the University of Raipur.
Experience	Mrs. Baljee is a co-promoter of Royal Orchid Hotels Limited. She was a Director of the Company from September 1999 till July 2005. She has vast experience in Hospitality Industry
Shareholding in the Company	2,26,260 equity shares of ₹. 10/- each
Terms and conditions of Appointment / re-appointment	Non-Executive Director Liable to retire by rotation

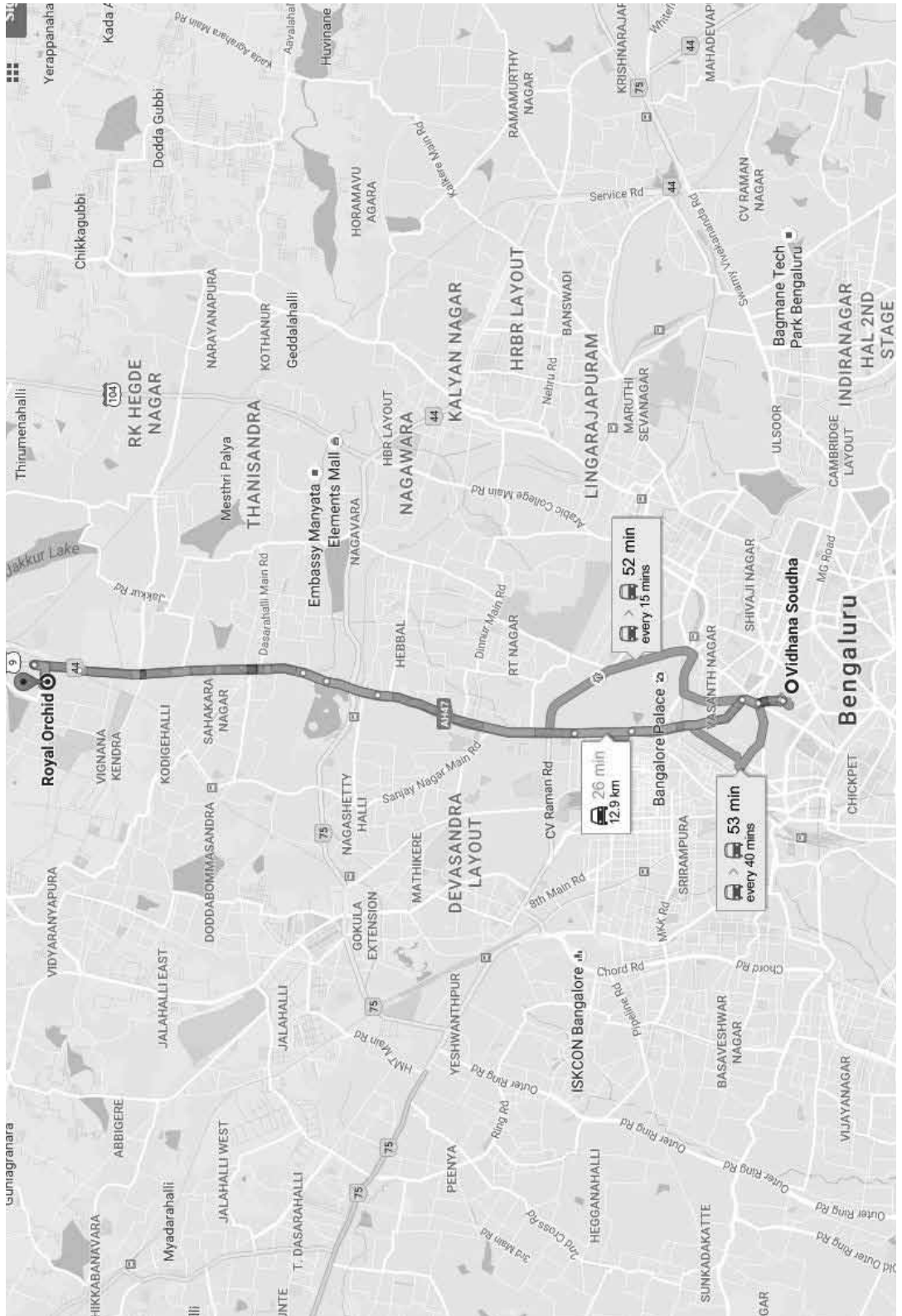
Name of the Director	Mr. Naveen Jain
Current position	Mr. Naveen Jain is heading Duet India Hotels, as President of the Company.
Qualification	Mr. Jain is a Fellow Member of the Institute of Chartered Accountants of India.
Experience	Prior to joining Duet, Mr. Jain has worked with leading hotel Companies in India, namely, The Oberoi Group, and The Leela Hotels Group, leading several functions including hotel investments, treasury, corporate finance, operational finance, project execution and general management. Mr. Jain has more than 3 decades of experience.
Shareholding in the Company	NIL
Terms and conditions of Appointment / re-appointment	Independent Director Not liable to retire by rotation

Note: Details of no. of meetings attended, Directorships, Membership and Chairmanship in Committees of Other Indian public companies are given in Corporate Governance Report.



**ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING**

Venue: Royal Orchid Resort and Convention Centre, Allalsandra, Bellary Road, Near Jakkur Flying Club, Yelahanka, Bengaluru - 560 065, Karnataka.  
 Landmark: Near Jakkur Flying Club, Yelahanka.







## ROYAL ORCHID HOTELS LIMITED

Corporate Identity Number (CIN): L55101KA1986PLC007392

Registered Office: No.1, Golf Avenue, Adjoining KGA Golf Course, HAL Airport Road, Bengaluru - 560 008, Karnataka

Telephone: +91 080 41783000, Website: www.royalorchidhotels.com Email: investors@royalorchidhotels.com

### THIRTY FIRST ANNUAL GENERAL MEETING – SEPTEMBER 27, 2017

#### 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 THIRTY FIRST ANNUAL GENERAL MEETING of the Company held on Wednesday, the 27<sup>th</sup> Day of September, 2017 at 09:30 A. M. at Royal Orchid Resort and Convention Center, Allalsandra, Bellary Road, Yelahanka, Near Jakkur Flying Club, Bengaluru - 560 065, Karnataka.

Signature of the Shareholder/Proxy present:

\* Applicable for investors holding Shares in Electronic Form.

### THIRTY FIRST ANNUAL GENERAL MEETING – SEPTEMBER 27, 2017

#### 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

Registered Office: No.1, Golf Avenue, Adjoining KGA Golf Course, HAL Airport Road, Bengaluru – 560 008, Karnataka

Telephone: +91 080 41783000, Website: www.royalorchidhotels.com Email: investors@royalorchidhotels.com

I/we being the member(s) of..... shares of the above named company, hereby appoint:

Name:..... Address:.....

E-mail Id:..... Signature:..... or failing him;

Name:..... Address:.....

E-mail Id:..... Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the THIRTY FIRST ANNUAL GENERAL MEETING of the Company held on Wednesday, the 27<sup>th</sup> Day of September, 2017 at 09:30 A. M. at Royal Orchid Resort and Convention Center, Allalsandra, Bellary Road, Yelahanka, Near Jakkur Flying Club, Bengaluru – 560 065, Karnataka. or at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	Resolution Type	For	Against
1	To consider and adopt the Audited Financial Statements and the Audited Consolidated Financial Statements of the Company along with the Report of the Board and Auditor's thereon for the Financial Year 2016 - 2017.	Ordinary		
2	To appoint a Director in place of Ms. Sunita Baljee (DIN: 00080737), who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary		
3	To ratify the appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Bengaluru as Statutory Auditors of the Company to hold office from the conclusion of Thirty First Annual General Meeting upto the conclusion of the Thirty Second Annual General Meeting and to authorize the Board of Directors or any Committee thereof to fix their remuneration, in consultation with the Auditors.	Ordinary		
4	To appoint Mr. Naveen Jain as an Independent Director of the Company	Ordinary		
5	To Borrow money exceeding paid-up capital and free reserves upto ₹ 150 crore	Special		
6	To authorise Grant Loans, make Investment and give Corporate Guarantee on loans taken by subsidiary and Joint Venture Companies upto Rs 350 Crore	Special		
7	To Pay Remuneration to Mr. C. K. Baljee as Managing Director for the years 2018-20	Special		

Signed this .....day of .....2017.

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.**



**THIRTY FIRST ANNUAL GENERAL MEETING – SEPTEMBER 27, 2017****ROYAL ORCHID HOTELS LIMITED**

Corporate Identity Number (CIN): L55101KA1986PLC007392

Registered Office: No.1, Golf Avenue, Adjoining KGA Golf Course, HAL Airport Road, Bengaluru - 560 008, Karnataka

Telephone: +91 080 41783000, Website: www.royalorchidhotels.com Email: investors@royalorchidhotels.com

**Form No. MGT-12****BALLOT / POLL FORM**

[Pursuant to Section 109(5) of The Companies Act, 2013 and Rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

(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 the Scrutiniser, Mr. G. Shanker Prasad, Practicing Company Secretary at No. 10, AGs Colony, Anand Nagar, Bengaluru – 560 024, so as to reach him on or before September 25, 2017)

S. No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal Address	
3.	Registered Folio No. / *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	Resolution Type	No. of Shares held by me	For	Against
1.	To consider and adopt the Audited Financial Statements and the Audited Consolidated Financial Statements of the Company along with the Report of the Board and Auditor's thereon	Ordinary			
2.	To appoint a Director in place of Ms. Sunita Baljee (DIN: 00080737), who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary			
3.	To ratify the appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Bengaluru as Statutory Auditors of the Company to hold office from the conclusion of Thirty First Annual General Meeting upto the conclusion of the Thirty Second Annual General Meeting and to authorize the Board of Directors or any Committee thereof to fix their remuneration, in consultation with the Auditors.	Ordinary			
4.	To appoint Mr. Naveen Jain as an Independent Director of the Company	Ordinary			
5.	To Borrow money exceeding paid-up capital and free reserves upto ₹ 150 crore	Special			
6.	To authorise Grant Loans , make Investment and give Corporate Guarantee on loans taken by subsidiary and Joint Venture Companies upto ₹ 350 Crore	Special			
7.	To Pay Remuneration to Mr. C. K. Baljee as Managing Director for the years 2018-20	Special			

Place:

Date:

**(Signature of the shareholder\*)**

(\*as per Company records)

