



ROYAL ORCHID HOTELS LIMITED

Notice

Notice is hereby given that the THIRTIETH Annual General Meeting of the Members of ROYAL ORCHID HOTELS LIMITED will be held on THURSDAY, THE 29TH DAY OF SEPTEMBER, 2016 AT 10:00 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, 2016, 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, 2016, together with reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Sikka (DIN: 00083032), who retires by rotation and being eligible, offers himself 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 Thirtieth Annual General Meeting upto the conclusion of the Thirty First 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 Thirtieth Annual General Meeting till the conclusion of Thirty First 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 Dr. Vivek Mansingh as 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), Dr. Vivek Mansingh (DIN: 06903079), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective August 12, 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 Dr. Vivek Mansingh (DIN: 06903079), 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 5 (Five) years with effect from August 12, 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 Re-appoint Mr. Vijay Rekhi as Independent Director of the Company for a second term.**

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

"RESOLVED THAT pursuant to Sections 149, 150 and 152 of the Companies Act, 2013 ("the Act"), Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Rules") , Schedule IV to the Act, (including any statutory modification(s) or enactment(s) thereof for the time being in force) and all the other applicable provision(s), if any, of the Act, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Vijay Rekhi (DIN: 00191298), to the office of

Notice *(continued)*

Independent Director, for a second term up to September 30, 2017 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."

6. **To authorise Board of Directors for payment of remuneration to Non-executive Directors 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 197 and 198 of the Companies Act, 2013 ("the Act"), rules made there under ("the Rules"), including any statutory modification(s) or re-enactment(s) thereof, the members of the Company be and hereby accord their consent and authorise that, the Board may, in its absolute discretion, fix the actual remuneration/commission to Non-executive Directors and Independent Directors of the Company, as may be determined and revised from time to time and in such a manner as the Board may decide, an aggregate amount not exceeding 1 % (One percent) of the Net Profit of the Company for all such Non-executive Directors and Independent Directors of the company collectively;

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."

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

C. K. BALJEE
DIN: 00081844
MANAGING DIRECTOR

Date: August 12, 2016
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

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 6 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 Enterprises (India) Limited.
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



Notice *(continued)*

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 **Thursday, the 22nd**

Day of September, 2016 to Thursday, the 29th Day of September, 2016 (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.
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 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 28, 2016 at 17:00 Hrs.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Monday, the 26th Day of September, 2016 at 09:30 Hrs** and ends on **Wednesday, the 28th Day of September, 2016 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 **Thursday, the 22nd Day of September, 2016** 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.
- (iii) Click on Shareholders.

Notice *(continued)*

- (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 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"> 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. 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.
Dividend Bank Details OR 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"> 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).

- (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.
- (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



Notice *(continued)*

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.

(xx) **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 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.
- 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 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.

(xxi) 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, under help section or write an email to helpdesk.evoting@cdslindia.com or send email to Company at inverstor@royalorchidhotels.com or contact the Company or Registrar & Share Transfer Agent.

(xxii) 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 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 August 12, 2016 has appointed Dr. Vivek Mansingh (DIN: 06903079) 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 Dr. Vivek Mansingh as an Independent Director of the Company for a period of 5 (Five) years, w.e.f. August 12, 2016 and the term is not liable to retire by rotation. A brief resume of Dr. Mansingh is attached herewith.

Dr. Vivek Mansingh 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, Dr. Vivek Mansingh 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. Dr. Vivek Mansingh 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 Dr. Vivek Mansingh 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 Dr. Vivek Mansingh 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**.

Notice *(continued)*

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

Except Dr. Vivek Mansingh, 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

Mr. Vijay Rekhi (DIN: 00191298) was appointed as Non-Executive Independent Director of the Company on July 06, 2011 and his term is expiring on September 30, 2016 and the Board, on recommendation by Nomination and Remuneration Committee hereby proposes his appointment for a second term up to September 30, 2017 and the term is not liable for retirement by rotation. A brief resume of Mr. Rekhi is attached herewith.

Mr. Vijay Rekhi (DIN: 00191298) 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. Vijay Rekhi 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. He has submitted his 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, his consent to act as Director in prescribed Form DIR-2 and his disclosure of interest in prescribed Form MBP-1.

The terms and conditions of appointment of Mr. Rekhi 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. Vijay Rekhi is deemed to be interested in the resolution set out respectively at Item No. 05 of this Notice with regard to his respective appointments.

Except Mr. Vijay Rekhi, 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 special resolution, for your approval.

Item No. 6

It is proposed to authorise Board of your Company to fix and pay any remuneration/commission to Non-executive Directors (including Independent Directors) of the Company as the Board deem fit. However aggregate amount of such remuneration shall not exceed more than 1 (One) percent of the Net Profit of the Company, calculated in accordance with Section 198 of the Companies Act and rules made there under. Such payment will be in addition to the sitting fees for attending Board/Committee meetings. The said resolution is being proposed in accordance with the consent and approval of the Nomination and Remuneration Committee and Board of Directors of the Company.

Details of sitting fees paid to Non-Executive Directors and Independent Directors during the Financial Year 2015 - 2016 is provided in the Annexure IV to the Boards' Report and the Corporate Governance Report.

Except all of the Non-Executive and Independent Directors of the Company to whom the resolution relates, 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 Resolution mentioned at Item No. 06 of the notice.

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



Notice *(continued)*

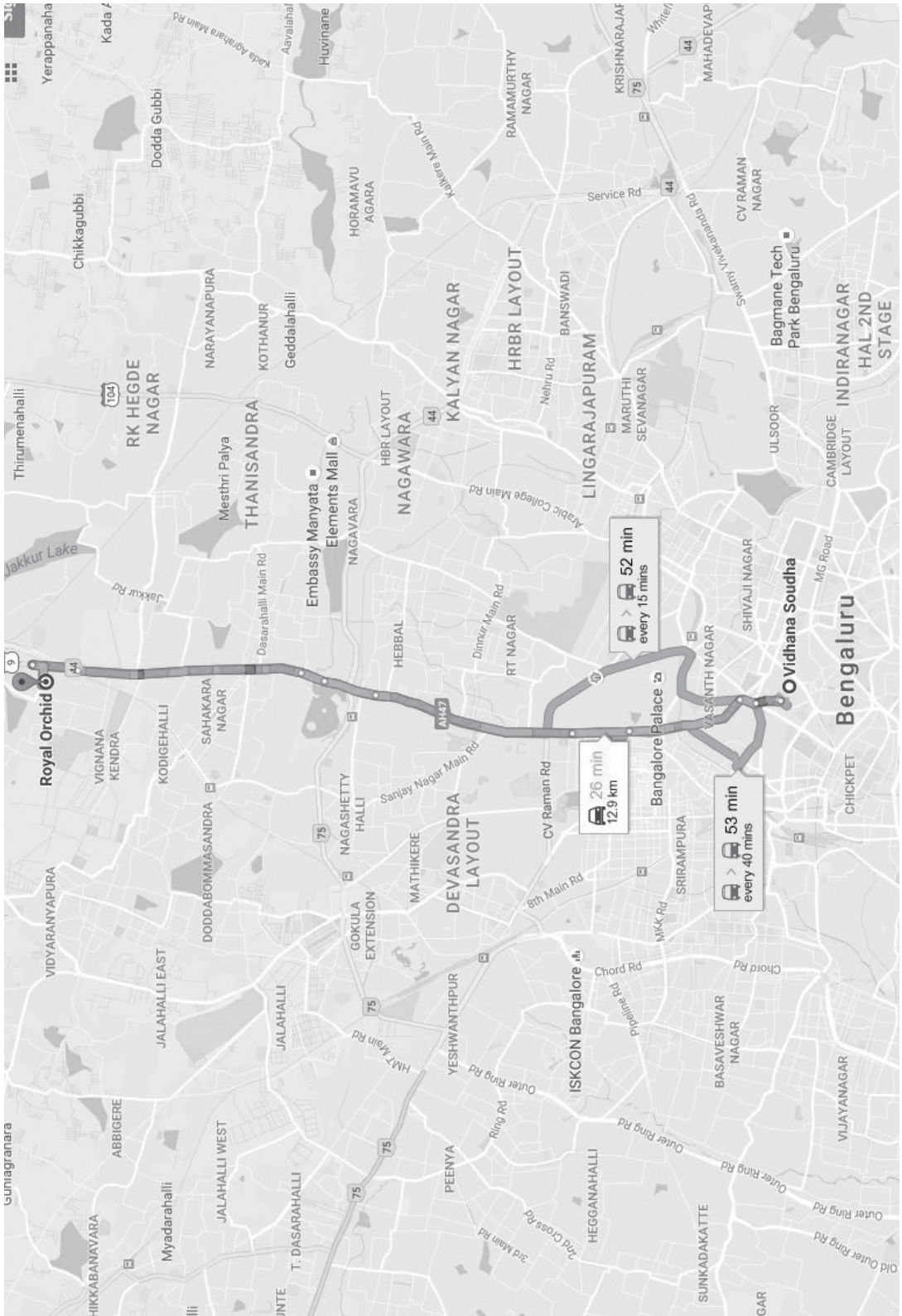
ANNEXURE - 1

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	Mr. Sunil Sikka
Current Position	Mr. Sikka is presently a Director of Royal Orchid Hotels Limited and also serving the Board of India Exposition Mart Limited.
Qualification	Post Graduate in Commerce.
Experience	Vast experience in Export Industry
Shareholding in the Company	15,296 equity shares of ₹ 10/- each
Name of the Director	Dr. Vivek Mansingh
Qualification	Dr. Mansingh is a Gold Medalist engineer from NIT Allahbad (1978). Also Ph. D from the Queen's University, Kingston, Canada in 1986 and completed an Executive Business Management Program with the Stanford University in 1996.
Current position	Dr. Vivek Mansingh is presently the Chairman of the Board of AxisCades Engineering Technologies Limited and is also a member of the Board and engaged Angel Investor of Innovatia, Janaagraha, EnCloudEn, Arthayantra, Golfan, Wolken Software, Teamtoq, Smartbuildings and KlickH.
Experience	Dr. Mansingh, has served as President of Collaboration & Communications Group at Cisco India, from 2010 to 2014. Before joining Cisco Systems, Dr. Mansingh has served as Country Head, Dell India R & D Center. Between 2003- 2005, he worked as VP and MD of Portal Software, India. In the year 2001, Dr. Mansingh worked with Ishoni Networks, as VP and MD, where he led the development of a platform of embedded software for Ishoni's broadband and VoIP system on a chip. In 1997, he founded ATTI, a subsidiary of Aavid, Santa Clara, California where he held the role of an Executive Vice President. In the year 1991, Dr. Mansingh worked as Director of Marketing and Sales at Fujitsu, USA, he led a team of R&D engineers, marketing and sales managers, in US & Japan. Before that Dr. Mansingh worked with Hewlett Packard, as Senior Scientist.
Accolades	<ul style="list-style-type: none"> • Dr. Mansingh was listed as honored professional in "National Who's Who for the United States" in the year 2000. • Dr. Mansingh is a member of the Board of Governors, National Institute of Technology, Allahabad, India (One of the top engineering institutions in India); and a Charter Member of TiE (The Indus Entrepreneur, a worldwide organization for developing entrepreneurship headquartered in Silicon Valley). • Dr. Mansingh is also a recipient of Rotary Club's prestigious Paul Harris Fellow Award for contribution to community service, 2008. • Recipient of "INNOVATIVE LEADERSHIP" CHANAKYA Award for National Achievers in 2013.
Shareholding in the Company	NIL
Name of the Director	Mr. Vijay K. Rekhi
Qualification	Mr. Rekhi is a Post Graduate in Economics from Delhi School of Economics. He obtained his Masters in Business Administration from the Indian Institute of Management, Ahmedabad and attended an Export Management Development Programme at the International Trade Centre at Geneva and Advanced Management Program at Harvard Business School.
Current Position	Mr. Rekhi is presently a Non-executive Independent Director of the Company, and also a member of the Board of Royal Orchid Associated Hotels Private Limited and Viznar Alcobev & FMCG Advisors Limited
Experience	<ul style="list-style-type: none"> • Mr. Rekhi served as the Managing Director of United Spirits Limited until April 19, 2011 and served as its President. Mr. Rekhi has been associated with United Breweries for over 38 years including its overseas operations and has vast experience in the manufacturing, marketing and general management, particularly in the liquor industry. • He served as Regional Director of UB International Ltd and held vast experience in the manufacturing, marketing and general management, particularly in FMCG & Beverage Alcohol domains. • He served as the Chairman of the Board of Advisors at Tilaknagar Industries Ltd. since May 1, 2014. • He has been a Non Executive Independent Director of Royal Orchid Hotels Limited since July 6, 2011. • He served as a Director of United Spirits Limited from 1999 to April 19, 2011. He served as a Non Executive Director of United Breweries (Holdings) Limited from August 2, 2011 to May 8, 2014. • He served as a Director of United Breweries Limited until April 29, 2005. He served as a Director of Kingfisher Airlines Limited.
Shareholding in the Company	NIL

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

THIRTIETH ANNUAL GENERAL MEETING – SEPTEMBER 29, 2016

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 THIRTIETH ANNUAL GENERAL MEETING of the Company held on Thursday, the 29th Day of September, 2016 at 10:00 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.

THIRTIETH ANNUAL GENERAL MEETING – SEPTEMBER 29, 2016

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:..... or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the THIRTIETH ANNUAL GENERAL MEETING of the Company held on Thursday, the 29th Day of September, 2016 at 10:00 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 2015 - 2016.	Ordinary		
2	To appoint a Director in place of Mr. Sunil Sikka (DIN: 00083032), who retires by rotation and being eligible, offers himself 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 Thirtieth Annual General Meeting up to the conclusion of the Thirty First 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 Dr. Vivek Mansingh as Independent Director of the Company.	Ordinary		
5	To Re-appoint Mr. Vijay Rekhi as Independent Director of the Company for a second term.	Special		
6	To authorise Board of Directors for payment of remuneration to Non-executive Directors of the Company.	Ordinary		

Signed thisday of2016.

Affix
Revenue
Stamp

Signature of the Shareholder:

Signature of Proxy Holder(s):

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.



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

THIRTIETH ANNUAL GENERAL MEETING – SEPTEMBER 29, 2016**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]

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 for the	Ordinary			
2.	To appoint a Director in place of Mr. Sunil Sikka (DIN: 00083032), who retires by rotation and being eligible, offers himself 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 Thirtieth Annual General Meeting up to the conclusion of the Thirty First 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 Dr. Vivek Mansingh as Independent Director of the Company.	Ordinary			
5.	To Re-appoint Mr. Vijay Rekhi as an Independent Director of the Company for a second term.	Special			
6.	To authorise Board of Directors for payment of remuneration to Non-executive Directors of the Company.	Ordinary			

Place:

Date:

(Signature of the shareholder*)

(*as per Company records)



