



**ROYAL ORCHID HOTELS LTD.,**

Regd. Office:  
1, Golf Avenue, adjoining KGA Golf Course,  
HAL Airport Road, Kodihalli, Bangalore - 08, India.  
T: +91 80 406 12345, F: +91 80 25203366  
CIN: L55101KA1986PLC007392  
E: investors@royalorchidhotels.com

**Date: February 24, 2020**

**To,  
The Manager,  
Listing Compliance,  
Department of Corporate Services,  
BSE Limited,  
Floor 25, P. J. Towers,  
Dalal Street,  
Mumbai – 400 001  
BSE Scrip Code: 532699**

**To,  
The Manager,  
Listing Compliance,  
Department of Corporate Services,  
National Stock Exchange of India Limited,  
Exchange Plaza, Plot no. C/1, G Block  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400 051  
NSE Scrip Symbol: ROHLTD**

Dear Sir/Ma'am,

***Subject: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)***

Further to the Outcome of meeting of the Board of Directors of the Company dated February 12,2020, we hereby enclose a copy of the postal ballot notice dated February 12,2020 (“Postal Ballot Notice”) and Postal Ballot form sent to the members of the Company on February 24,2020 whose names appeared in the Register of Members/Beneficial Owners received from NSDL & CDSL as on cut-off date i.e February 14,2020, seeking their approval for re-appointment of Mr. Chander K. Baljee (DIN: 00081844) as the Managing Director of the Company and Approval of the Remuneration by way of Special Resolution.

The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members. The voting through postal ballot and through e-voting will commence from Tuesday, February 25, 2020 (9:00 A.M. IST) and shall end on Wednesday, March 25, 2020 (5:00 P.M. IST). The results of the postal ballot will be announced on or before Friday, March 27, 2020.

The above information will also be made available on the website of the Company at <https://www.royalorchidhotels.com/investors>

We request you to take the above on records.

Thanking you

Yours sincerely,

**For ROYAL ORCHID HOTELS LIMITED**

**RANABIR SANYAL  
COMPANY SECRETARY & COMPLIANCE OFFICER**

Encl: as above



## POSTAL BALLOT NOTICE

[Notice pursuant to section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modifications or re-enactment thereof for the time being in force, that the resolution appended below is proposed to be passed by way of Postal Ballot i.e. voting by post or voting by electronic means, as the case may be.

The Explanatory Statement pursuant to Section 102 of the Act pertaining to the aforesaid resolution setting out the material facts concerning item and the reasons thereof is annexed hereto along with a postal ballot form (the "form") for your consideration.

The Board of Directors of the Company ("the Board") in compliance with Rule 22(5) of the Companies (Management and Administration) Rules 2014, has appointed, Mr. G Shanker Prasad, Practicing Company Secretary, Bengaluru, as the Scrutinizer for conducting the postal ballot process and E-Voting process in a fair and transparent matter.

In compliance with Section 108, 110 and other applicable provisions of the Act read with Related Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide E-Voting facility to all its members to enable them to cast their votes electronically, instead of dispatching the physical form by post. E-Voting is optional and all members (whether holding shares in dematerialized form or in physical form) may vote either by completing and dispatching the postal ballot form by post or through electronic means. The company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members.

Members are requested to carefully read the instructions printed at the end of this Notice and return the enclosed Postal Ballot Form duly completed in the attached self-addressed, postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer, Mr. G. Shanker Prasad, Practicing Company Secretary at Integrated Registry Management Services Pvt. Ltd. No.30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru - 560 003 on or before 25th March 2020 at 5.00 p.m. (IST). If postal ballot form is received after 5.00 p.m. on 25th March 2020 then it will be considered that no reply from such member has been received and such postal ballot form would not be considered.

Members desiring to exercise their vote by using E-Voting facility are requested to carefully read the instructions printed at the end of Notice.

Upon completion of the E-Voting process and Scrutiny of the forms, The Scrutinizer will submit his report to the Chairman or any person authorized by the Board. Upon completion of scrutiny of Postal Ballot forms, the result will be announced on or before 27th March 2020.



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The aforesaid result of the Postal Ballot shall be declared on or before 27th March 2020 along with scrutinizers report and communicated to the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited on which the Company's Equity shares are listed, registrar and share transfer agent and shall be displayed on the Company's website ([www.royalorchidhotels.com](http://www.royalorchidhotels.com)) at the link <https://www.royalorchidhotels.com/investors> and shall also be displayed at the Company's Registered office, Corporate office and on the website of CDSL viz [www.evotingindia.com](http://www.evotingindia.com). The Results will thereafter be published in Newspapers also.

The last date specified by the company for receipt of duly completed Postal Ballot forms or Remote E-voting i.e 25th March 2020, shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

Date: 12-02-2020

Place: Bangalore

By Order of Board of Directors  
Royal Orchid Hotels Limited

Ranabir Sanyal  
Company Secretary and Compliance Officer



## PROPOSED SPECIAL RESOLUTION

1. To Re-appoint Mr. Chander K. Baljee (DIN: 00081844) as the Managing Director of the Company and Approval of the remuneration.

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

"RESOLVED THAT, in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable Regulations, approval of the members be and is hereby accorded to reappoint Mr. Chander K. Baljee (DIN: 00081844) as the Managing Director of the Company, for a further period of 5 (five) years from the expiry of his present term of office, that is, with effect from April 01, 2020 on the terms and conditions including remuneration as set out in the Statement annexed to the 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 between the Board/ Nomination and Remuneration Committee and Mr. Chander K. Baljee but within the limits mentioned in the aforesaid statement."

"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"

Date: 12-02-2020

By Order of Board of Directors  
Royal Orchid Hotels Limited

Place: Bangalore

Ranabir Sanyal  
Company Secretary and Compliance Officer

## NOTES

1. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on Friday, 14th February 2020. The Postal Ballot Notice is being sent to members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For members whose email IDs are not registered, physical copies of the Postal Ballot Notice and Form are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.



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3. Members whose names appear on the Register of Members / List of Beneficial Owners as on cut-off date i.e. 14th February 2020 will be considered for the purpose of voting. A person who is not a member as on the cut-off date is requested to treat this notice for information purpose only.
4. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the members.
5. The members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she can download the form from the Website of the company: <https://www.royalorchidhotels.com/> or he/she may send an e-mail to [investors@royalorchidhotels.com](mailto:investors@royalorchidhotels.com) or [irg@integratedindia.in](mailto:irg@integratedindia.in). The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on Friday, 14th February 2020 ("Cut-off date").
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by CSDL. The instructions for electronic voting are annexed to this Notice.
9. A member cannot exercise his vote by proxy on postal ballot.
10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5:00 p.m. IST) on 25th March 2020. The postage will be borne by the Company. However, envelopes containing postal ballots forms, if sent by courier or registered / speed post at the expense of the members will also be accepted. If any postal ballot form is received after 5:00 p.m. (IST) on 25th March 2020 it will be considered that no reply from the member has been received.
11. The Scrutinizer will submit his report to the Chairman/Director authorized by board after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman/Director or any other officer of the Company duly authorized, on or before 27th March 2020 and will be displayed on the website of the company ([www.royalorchidhotels.com](http://www.royalorchidhotels.com)) at <https://www.royalorchidhotels.com/investors> and shall also be displayed at the Company's Registered Office as well as Corporate office besides being communicated to BSE Limited and the National Stock Exchange of India (NSE) on which the Company's Equity shares are listed, depository, registrar and share transfer agent on the said date.
12. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
13. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours of the Company.



**Instructions for E-Voting**

The instructions for shareholders voting electronically are as under:

- (i).The voting period begins on 25th February, 2020 at 09:00 A.M. and ends on 25th March, 2020 at 05.00 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 14th February, 2020 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
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 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.



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- (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 (Electronic Voting Sequence Number) 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 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. Apple and Windows phone users can download the App from the Apps Store and Windows phone stores respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates
  - 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)
  - 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.
  - 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.
  - 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.
  - 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).

Alternatively you may contact the company at [cosec@royalorchidhotels.com](mailto:cosec@royalorchidhotels.com), Tel no:080-41783000 or the Registrar and Transfer agent at [irg@integratedindia.in](mailto:irg@integratedindia.in), Tel no: 080-23460815

(xx) The result along with scrutinizer's Report will be hosted on the website of the Company at the link :<https://www.royalorchidhotels.com/investors> and on the website of CDSL at the link: <https://www.evotingindia.com/> and shall also be communicated to BSE Limited and National Stock Exchange of India Limited. The results will be thereafter be published in newspapers for the information of members.



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The period of appointment of Mr. Chander K. Baljee (DIN: 00081844) as the “Managing Director” expires on March 31st, 2020 by efflux of time.

The Board of Directors of the Company (“the Board”) at its meeting held on November 11, 2019 has, subject to approval of members, reappointed Mr. Chander K. Baljee (DIN: 00081844) as a Managing Director, for a further period of 5 (five) years from the expiry of his present term, that is, April 01st, 2020, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee (the NRC’ Committee’) of the Board and approved by the Board.

Section 196 (3) of the Act read with Part-I of Schedule V of the Act provides that no Company shall appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who has attained the age of 70 years unless it is approved by the Shareholders as a Special Resolution. Mr. Chander K. Baljee will be attaining the age of 70 years on February 21, 2021 during his tenure as a Managing Director.

Keeping in view that Mr. Chander K. Baljee is a well-known “Hotelier”, has rich and varied experience in the Hotel Industry, guided the Company more than three decades of diversification and growth to emerge as one of the leading Hotel Brand, it would be in the interest of the Company to continue the employment of Mr. Chander K. Baljee as Managing Director of the Company.

The following remuneration has been recommended by the Nomination and Remuneration Committee and proposed by the Board which is the same as existing remuneration for the Financial year 2019-20

	Financial Year	Amount in Rupees
Salary	01/04/2020 - 31/03/2023	Rs. 23,14,737/- per month Rs.2,77,76,844/- per annum
Perquisites & Allowances		
Leave Encashment		Upto 2 months’ salary
Reimbursement of Entertainment Expense for business purpose		10,000/- per annum
Leave Travel Concession		Upto 2 months’ salary
Gratuity		Half months’ salary for each completed year of service





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As per the provisions of Section 197 read with Schedule V of the Companies Act 2013 approval of members is required for payment of remuneration in case of inadequate profits. Thus, it is proposed to seek members' approval for the re-appointment and remuneration payable to Mr. Chander K. Baljee as a Managing Director of the Company.

Mr. Chander K. Baljee is not disqualified from being appointed as Director in terms of Section 164 of the Act. Once appointed he would not be liable to retire by rotation.

Additional information in respect of Mr. Chander K. Baljee pursuant to section II of part II of Schedule V of the Act and SEBI (Listing obligations and Disclosure Requirements) Regulations 2015 read with Secretarial Standard on General Meetings (SS-2) is given in Annexures I & II to this Notice respectively.

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

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

Date: 12-02-2020

Place: Bangalore

By Order of Board of Directors  
Royal Orchid Hotels Limited

Ranabir Sanyal  
Company Secretary and Compliance Officer



**ANNEXURE - I**

Information pursuant to Section II of part 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 heading financial performance of Directors report of Annual Report 2018-19 circulated and available on the website of the Company at www.royalorchidhotels.com. Further quarterly results are also available on the aforesaid website.

(4) Foreign investments or collaborations – The Company has invested in one subsidiary abroad whose details are available in the aforesaid annual report.

**II. Information about the appointee:**

(1) Background details: An MBA from IIM, Ahmedabad, Mr. Chander 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. Chander K. Baljee for 3 preceding Financial Years.

	Financial Year	Amount in Rupees
Salary	2017-18	Rs. 17,50,274/- per month Rs. 2,10,03,284/- per annum
	2018-19*	Rs. 20,12,815/- per month Rs. 2,41,53,777/- per annum
	2019-20	Rs. 23,14,737/- per month Rs. 2,77,76,844/- per annum
Perquisites & Allowances		
Leave Encashment		Upto 2 months' salary
Reimbursement of Entertainment Expense for business purpose		10,000/- per annum
Leave Travel Concession		Upto 2 months' salary
Gratuity		Half months' salary for each completed year of service

\*Remuneration of Rs. 33 lacs is not paid although approved by shareholders as Ministry of Corporate Affairs vide notification dated September 12, 2018 has amended Section 197 of Companies Act, 2013 relating to Managerial Remuneration payable top executives.



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In addition, the Ministry has also come up with corresponding amendments in Schedule V of the Companies Act, 2013 and issued Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2018 which has ended Central Government approval and Managing Director was paid based on the paid up capital of the Company i.e. Rs. 14 lacs per month from April 01, 2018 till the issue date of aforesaid notification i.e September 12, 2018.

(3) Recognition or awards: Mr. Chander 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. Chander 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. Chander K. Baljee being an MBA from IIM, Ahmadabad, 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 is comparable with respect to industry, size of the Company, profile of the position and person.

(6) Notice period: One Year

### III. Other Information

SI No	Particulars	
01	Reasons of loss or inadequate profits	The hospitality business has seen downturn due to global recession. This has resulted in inadequacy in profits. Currently, the hospitality business is in the course of recovery.
02	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.
03	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 of the Annual Report 2018-19 circulated and available on the website of the Company at <a href="http://www.royalorchidhotels.com">www.royalorchidhotels.com</a> .

Date: 12-02-2020

Place: Bangalore

By Order of Board of Directors  
Royal Orchid Hotels Limited

Ranabir Sanyal  
Company Secretary and Compliance Officer



**ANNEXURE - II**

Information as required under Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) given under:

Name of the Director	Mr. Chander K. Baljee
Director Identification Number	00081844
Date of Birth	21/02/1951
Age	68 years
Nationality	Indian
Qualification, Experience(functional expertise)	An MBA from IIM, Ahmedabad, Mr. Chander K. Baljee is the Founder and Managing Director of Royal Orchid Hotels Limited. He has over three decades of experience in hospitality industry. Mr. Chander 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. Chander 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 on of the strongest pillars of Bengaluru's Business World
Date of first appointment on the Board	30/09/1999
Terms & conditions of Re-appointment	As per the Resolution of this notice read with explanatory statement thereto
No of Board meetings attended during the Financial Year 2019-20 till date	4 Meetings upto the date of this Notice
Details of remuneration sought to be paid	Rs. 2,77,76,844/- per annum Rs. 23,14,737 /- per month
Details of remuneration last drawn (including sitting fee, if any)	Rs. 2,77,76,844/- per annum Rs. 23,14,737/- per month



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Relationship with other Directors and Key Managerial Personnel (KMP)	Mr. Chander K. Baljee is the father of Mr. Keshav Baljee and Mr. Chander K. Baljee is the Brother in law of Mr. Sunil Sikka, who are Directors of the Company.
No of Equity shares held in the Company(As on 31st December 2019)	12021088 Equity shares of Rs 10/ each equivalent to 43.83% of Equity paid up share Capital
List of Directorship held in other Companies	1. Royal Orchid Jaipur Private Limited 2. Royal Orchid Resorts Private Limited 3. Royal Orchid Shimla Private Limited 4. Royal Orchid Hyderabad Private Limited 5. Royal Orchid South Private Limited 6. Royal Orchid West Private Limited 7. Royal Orchid Goa Private Limited 8. Royal Orchid Mumbai Private Limited 9. Royal Orchid Maharashtra Private Limited 10. Hotel Stay Longer Private Limited 11. Harsha Farms Private Limited 12. Baljee's Hotels & Real Estates Private Limited
Chairmanship/Membership of Board Committees of other Companies	0

Date: 12-02-2020

Place: Bangalore

By Order of Board of Directors

Royal Orchid Hotels Limited

Ranabir Sanyal  
Company Secretary and Compliance Officer



# ROYAL ORCHID HOTELS LTD

Regd. Office:  
1, Golf Avenue, adjoining KGA Golf Course,  
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 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](http://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.(I.S.T)

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.