

POLICY ON DISCLOSURE OF MATERIAL EVENTS AND INFORMATION

1. Objective:

The objectives of the Policy are:

- To ensure timely and adequate disclosure of material events and price sensitive information under Regulation 30 of the Securities and Exchange Board of India (listing obligation and disclosure requirements) Regulation 2015 by Royal Orchid Hotels Limited (“the Company”)
- To ensure that the information disclosed by the Company is timely and transparent and that corporate documents and public statements are accurate and do not contain any misrepresentation, besides to protect the confidentiality of Material and Price sensitive information within the context of the Company’s disclosure obligations.

2. Scope:

Information relating to material events and which is price sensitive in nature, shall be promptly disseminated to the Stock Exchanges.

The Company shall disclose the information of events as prescribed Regulation 30 under Schedule III Part A without any application of the guidelines for materiality as specified in sub- regulation (4) of regulation (30 and Part B, upon application of the guidelines for materiality.

As per Regulation 30 (3) of the Listing Regulations, the Company shall make disclosure of events specified in Para B, based on application of the guidelines for materiality as specified in Regulation 30 (4) of the Listing Regulations.,

Disclosure requirements for certain types of agreements binding listed entities:

- (i) All the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of a listed entity or of its holding, subsidiary and associate company, who are parties to the agreements specified in clause 5A of para A of part A of schedule III to these regulations, shall inform the listed entity about the agreement to which such a listed entity is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements:

Provided that for the agreements that subsist as on the date of notification of clause 5A to para A of part A of schedule III, the parties to the agreements shall inform the listed entity, about the agreement to which such a listed entity is not a party and the listed entity shall in turn

disclose all such subsisting agreements to the Stock Exchanges and on its website within the timelines as specified by the Board.

- (ii) The listed entity shall disclose the number of agreements that subsist as on the date of notification of clause 5A to para A of part A of schedule III, their salient features, including the link to the webpage where the complete details of such agreements are available, in the Annual Report for the financial year 2022-23 or for the financial year 2023-24.

A. Events which shall be considered deemed Material

The events/information's mentioned under para A of part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) **Regulations, 2015**, shall be considered deemed material.

B. Events which shall be disclosed upon application of the guidelines for materiality referred sub-regulation (4) of regulation (30):

The events/information's mentioned under para B of part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, shall be disclosed upon application of the guidelines for materiality referred sub-regulation (4) of regulation (30).

3. Prompt Disclosure of material events and Price Sensitive Information:

The Company shall give information of material events and Price sensitive information to Stock Exchanges and disseminated on a continuous and immediate basis, for the present and potential investors to take informed decision with respect to their investment in the Company.

4. Authorization for disclosures:

The Key Managerial Personnel (KMP) are authorized to determine the materiality of an event and to decide:

- a. The event that qualifies for disclosure as per Regulation 30 of the Securities and Exchange Board of India (listing obligation and disclosure requirements) Regulation 2015.
- b. The appropriate time at which such disclosure is to be filed with the Exchange.
- c. The details the may be filed in the best interest of present and potential investors.

All such disclosures shall be signed by the Managing Director or Chief Financial Officer or Company Secretary.

5. Review of the Policy:

The KMP(s) may review the Policy from time to time. Material changes to the Policy will need the approval of the Board of Directors.

6. Posting of information on corporate website:

Such aforesaid information shall also be posted on the corporate website and shall be hosted as per the regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
