



ROYAL ORCHID HOTELS LIMITED

Notice

Notice is hereby given that the Thirty Second Annual General Meeting of the Members of Royal Orchid Hotels Limited will be held on Friday, the 28th Day of September, 2018 at Royal Orchid Resort and Convention Center, Allalassandra, Bellary Road, Near Jakkur Flying Club, Yelahanka, Bengaluru - 560 068 at 05:00 p.m. to transact the following businesses:

ORDINARY BUSINESSES:

- To consider and adopt:
 - the Audited Standalone Financial Statements of the Company for Financial Year ended March 31, 2018, together with reports of the Board of Directors and Auditors thereon; and
 - the Audited Consolidated Financial Statement of the Company for the Financial year ended March 31, 2018, together with reports of the Auditors thereon.
- To appoint a Director in place of Mr. Sunil Sikka (DIN: 00083032), who retires by rotation and being eligible, offers herself for re-appointment.
- To declare a dividend of ₹ 1.5/- per Equity Share of ₹ 10/- each for the Financial Year ended March 31, 2018.

SPECIAL BUSINESSES:

- To appoint Ms. Lilian Jessie Paul 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), Ms. Lilian Jessie Paul (DIN: 02864506), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective November 02, 2017 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 Ms. Lilian Jessie Paul (DIN: 02864506), 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 November 02, 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."

- Modification of the Royal Orchid Hotels Limited Employee Stock Option Plan (ESOP), 2014.**

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

"RESOLVED THAT pursuant to Regulation 7(2) of SEBI (Share Based Employee Benefits) Regulations, 2014, as amended from time to time and all other applicable provisions, if any, read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the member(s) be and is hereby accorded to modify the Royal Orchid Hotels Limited Employee Stock Option Plan (ESOP), 2014 to insert below mentioned Clause in Clause 15.5A of the Royal Orchid Hotels Limited Employee Stock Option Plan (ESOP), 2014;

"15.5 A: Notwithstanding anything contained elsewhere in the policy the employees who have given notice of resignation will not be eligible to apply/ receive allotment under ESOP and all the options issued to them that are not vested or exercised shall lapse."

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

Ranabir Sanyal
Company Secretary &
Compliance Officer

Date: July 27, 2018
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:

- 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

Notice *(continued)*

- 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.
- The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the business under Item No. 4 & 5 set out above and details as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Revised Secretarial Standard – 2 on 'General Meeting' issued by the Institute of Company Secretaries of India with respect to Directors seeking appointment/reappointment at this Annual General Meeting are annexed hereto as **ANNEXURE - A**.
 - The Register of Members and Share Transfer Books of the Company will remain closed from **September 22, 2018 to September 28, 2018 (both days inclusive)** for payment of dividend, if approved at the Annual General Meeting.
 - The Dividend on Equity Shares, as recommended by the Board of Directors, if approved at the AGM, will be paid on or after October 01, 2018, to the Members whose names appear on the Company's Register of Members on September 21, 2018, after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before September 21, 2018. As regards shares held in electronic form, the dividend will be payable to the 'beneficial owners' of the shares whose names appear in the Statement of Beneficial Ownership furnished by the National Securities Depository Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL') as at the close of business hours on September 21, 2018.
 - Members are requested to note that, dividends if not encashed for a consecutive period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the IEPF. The shares in respect of such unclaimed dividend are also liable to be transferred to the Demat Account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The details of the unpaid dividend are available at the website of the Company at the following link : <http://www.royalorchidhotels.com/investors>.
 - The Company has sent notice to all the Members whose Dividends are lying unclaimed against their name for seven consecutive years or more. Members are requested to immediately claim the unclaimed dividend amount due. In case the dividends are not claimed by the Members, necessary action will be initiated by the Company to transfer such shares to IEPF in the prescribed manner.
 - The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in. Members can file only one consolidated claim in a financial year as per the IEPF Rules. For details, please refer to Corporate Governance Report which is a part of this Annual Report
 - 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).
 - 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.

Members holding shares in physical form are requested to advise any change of address and are also requested to submit their specimen signatures duly attested by their Bank immediately to the Company. Members holding shares electronically in dematerialized form must advise any change of address to their respective DPs.
 - 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.
 - 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.

As per the provisions of Section 72 of the Act, facility for making nomination is available to the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he/ she may submit the same in Form No. SH-14. Members holding shares in physical form are requested to submit the forms to the Company. Members holding shares in dematerialised form are requested to submit their forms to their DPs.

Members holding shares in physical form are requested to share their PAN and specimen signature card with the Company / RTA Agent for due compliance of the applicable regulations.



Notice *(continued)*

12. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 29, 2015 from the conclusion of 29th AGM until the conclusion of 34th AGM to be held in the year 2020.
13. 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.
14. As an austerity measure, members/proxies are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
15. 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.
16. 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.
17. 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.
18. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
19. Members may also note that Notice calling the Meeting will be available on Company's website viz., www.royalorchidhotels.com.
20. 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.
21. 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").
22. 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 27, 2018 at 17:00 Hrs.

The facility for voting through ballot paper, will also be made available at the Annual General Meeting (AGM) and the members attending the AGM who have not cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, **the 25th Day of September, 2018 at 09:00 (IST)** and ends on Thursday, **the 27th Day of September, 2018 at 17:00 (IST)**. 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 Friday, **the 21st Day of September, 2018** 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 / Members.
- (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 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"> • 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.

Notice *(continued)*

For Members holding shares in Demat Form and Physical Form

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.

- 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 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 to 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.
 - 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 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.
- (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, 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.
- (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 and will be communicated to the NSE Ltd. and BSE Ltd.

Other Instructions

The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on Cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the Meeting through ballot.

The Scrutinizer shall, immediately after the conclusion of voting at the General Meeting, would count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the Meeting, a consolidated



Notice *(continued)*

Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

The Results on above resolutions shall be declared not later than 48 hours from the conclusion of the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favor of the resolutions.

The results of voting declared along with Scrutinizer's Report(s) will be published on the website of the Company (www.bseindia.com) and on the website of CDSL e-Voting www.evotingindia.com within 48 hours from the conclusion of the AGM and the same shall also be simultaneously communicated to the Stock Exchanges where the Company is listed.

Restriction on transfer of physical shares & Procedure for demat of shares Amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to mandatory dematerialization for transfer of securities.

The amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 has mandated that transfer of securities would be carried out in dematerialized form only. According to the Circular, request for effecting transfer of securities shall not be processed unless the securities are held in the Dematerialized form with the depository with effect from 5th December, 2018.

Therefore Registrars and Transfer Agent and Company will not be accepting any request for transfer of shares in physical form with effect from 5th December, 2018.

This restriction shall not be applicable to the request received for transmission or transposition of physical shares. Shareholders are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account.

You may also visit web site of depositories viz. NSDL or CDSL for further understanding about the demat procedure: NSDL website: <https://nsdl.co.in/faqs/faq.php> (dematerialization) CDSL website: <https://www.cdslindia.com/investors/open-demat.aspx>

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 November 02, 2017 has appointed Ms. Lilian Jessie Paul as an Additional Director on the Board of Company to hold office till the next Annual General Meeting of the Company

and therefore, her office is liable to be vacated at this Annual General Meeting. Your Board recommends appointment of Ms. Lilian Jessie Paul as an Independent Director of the Company for a period of 3 (Three) years, w.e.f. November 02, 2017 as per the terms of appointment letter dated November 02, 2017 and the term is not liable to retire by rotation. A brief resume of Ms. Lilian Jessie Paul is attached herewith as Annexure - I.

Ms. Lilian Jessie Paul has submitted a declaration to the Company to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act.

In the opinion of the Board, Ms. Lilian Jessie Paul fulfils the conditions specified in the Act and the Rules framed there under for appointment as Non-Executive Independent Director and she is independent of the management. Ms. Lilian Jessie Paul has submitted, a declaration in prescribed Form DIR-8 to the effect that she 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 Ms. Lilian Jessie Paul 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 Ms. Lilian Jessie Paul 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 at the website of the Company at the following link: <http://www.royalorchidhotels.com/investors>.

Ms. Lilian Jessie Paul 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 Ms. Lilian Jessie Paul, 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

As per the present Royal Orchid Hotels Limited Employee Stock Option Plan (ESOP), 2014 (ESOP Policy), employees can apply for ESOP even after giving notice of resignation (during Notice Period). Hence it is proposed to revise the ESOP policy to restrict employees during notice period to apply/ receive allotment under ESOP by making the insertion proposed in the resolution of item no. 5. i.e.

Notice *(continued)*

"15.5 A: Notwithstanding anything contained elsewhere in the policy the employees who have given notice of resignation will not be eligible to apply/ receive allotment under ESOP and all the options issued to them that are not vested or exercised shall lapse."

As per regulation 7(2) of SEBI (Share Based Employee Benefits) Regulations, 2014 the company may by special resolution in a general meeting vary the terms of the scheme.

The Copy of the ESOP scheme is available on the website of the Company i.e. <http://www.royalorchidhotels.com/investors>. 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 a special resolution, for your approval.

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 India Exposition Mart Limited. Mr Sikka is also Managing Partner of Houzz N Dezins a leading Floor covering sourcing solutions provider
Qualification	Post Graduate in Commerce from University of Delhi
Experience	Mr. Sikka was one of the first to open a warehouse and distribution center in USA to market directly Floor Covering and Handicrafts from India and lived and gained experience for five years in early 80s on a L1 visa prior to returning to India. Mr. Sikka has won awards for development of Modern and Transitional Designs of Carpets at International Forums like Domotex, and is a regular speaker in Export Promotion forums like CEPC, EPCH and UPEPC . He is known for his passion for development of new Designs and textures in fashion colors for the Industry. Carpets and Handicrafts are a major source of employment in India and Mr. Sikka has been working with passion towards promoting and helping produce to international quality standards.
Shareholding in the Company	6975 equity shares of ₹ 10/- each
Terms and conditions of Appointment / re-appointment	Non-Executive Director Liable to retire by rotation

Name of the Director	Ms. Lilian Jessie Paul
Qualification	MBA from Indian Institute of Management, Calcutta, and a bachelor's degree in computer science and engineering from National Institute of Technology, Trichy.
Current position	Ms. Paul is Managing Director of Paul Writer Strategic Services Private Limited. She is also an independent director on the board of SQS India BFSI Ltd (SQSI: IN).
Experience	Ms. Paul has over two decades of experience as a marketer. She was Global Brand Manager of Infosys, headed marketing for iGATE (now a part of CapGemini) and was Chief Marketing Officer of Wipro Technologies. She commenced her career with Ogilvy & Mather Advertising. In 2010, Ms. Paul founded Paul Writer (www.paulwriter.com), a marketing advisory firm that works with clients to build profitable conversations amongst customers and prospects. Paul Writer itself is a vibrant community of 30,000 senior executives covering 95% of India's top firms. Clients include Adobe, IBM, LinkedIn, Microsoft, Oracle and Sodexo. Ms. Paul has conducted marketing workshops for firms such as Beroe, Cisco, Microsoft, SAP, Siemens, Tech Mahindra and many more. She is much in demand as a speaker at business conferences and was a speaker at the India Conference at Harvard in 2016. Ms. Paul is frequently cited as a marketing expert in publications and is the author of No Money Marketing, published by Tata McGraw-Hill.
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.



ROYAL ORCHID HOTELS LIMITED

Corporate Identity Number (CIN): L55101KA1986PLC007392

Registered Office: No -1, Golf Avenue, Adjoining KGA Golf Course, HAL Airport Road, Bengaluru, Karnataka- 560 008
Telephone: +91 080 41783000, Website: www.royalorchidhotels.com Email: investors@royalorchidhotels.com

THIRTY SECOND ANNUAL GENERAL MEETING – SEPTEMBER 28, 2018

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 SECOND ANNUAL GENERAL MEETING of the Company held on Friday, the 28th Day of September, 2018 at 05:00 P. 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 SECOND ANNUAL GENERAL MEETING – SEPTEMBER 28, 2018

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 LIMITED

Corporate Identity Number (CIN): L55101KA1986PLC007392

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

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 SECOND ANNUAL GENERAL MEETING** of the Company held on Friday, the 28th Day of September, 2018 at 05:00 P. 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:

S. No.	Resolutions	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 ended March 31, 2018	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 declare a dividend of ₹ 1.5/- per Equity Share of ₹ 10/- each for the Financial Year ended March 31, 2018.	Ordinary		
4	To appoint Ms. Lilian Jessie Paul, as an Independent Director of the Company	Ordinary		
5	Modification of the Royal Orchid Hotels Limited Employee Stock Option Plan (ESOP), 2014	Special		

Signed thisday of2018.

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 SECOND ANNUAL GENERAL MEETING – SEPTEMBER 28, 2018

ROYAL ORCHID HOTELS LIMITED

Corporate Identity Number (CIN): L55101KA1986PLC007392

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

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

Form No. MGT-12

POLL/BALLOT PAPER

[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, Practising Company Secretary at No. 10, AGs Colony, Anand Nagar, Bengaluru - 560 024, so as to reach him on or before September 27, 2018)

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 Financial year ended March 31, 2018	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 declare a dividend of ₹ 1.5/- per Equity Share of ₹ 10/- each for the Financial Year ended March 31, 2018.	Ordinary			
4	To appoint Ms. Lilian Jessie Paul, as an Independent Director of the Company	Ordinary			
5	Modification of the Royal Orchid Hotels Limited Employee Stock Option Plan (ESOP), 2014	Special			

Place:

Date:

(Signature of the shareholder*)

(*as per Company records)

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.



