

ROYAL ORCHID HOTELS LIMITED

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

UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND PERIOD ENDED 30 SEPTEMBER 2014.

(₹ in Lakhs)

PART I	Particulars	STANDALONE						CONSOLIDATED					
		Quarter ended			Half Year ended			Quarter ended			Half Year ended		
		30 Sep 2014	30 June 2014	30 Sep 2013	30 Sep 2014	30 Sep 2013	31 March 2014	30 Sep 2014	30 June 2014	30 Sep 2013	30 Sep 2014	30 Sep 2013	31 March 2014
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	Income from operations	1,903.19	2,040.22	2,326.92	3,943.41	4,644.47	8,364.97	3,265.92	3,440.67	3,524.59	6,706.59	7,069.48	14,204.01
	Total Income from operations	1,903.19	2,040.22	2,326.92	3,943.41	4,644.47	8,364.97	3,265.92	3,440.67	3,524.59	6,706.59	7,069.48	14,204.01
2	Expenses												
	(a) Cost of materials consumed	255.07	277.06	316.68	532.13	618.75	1,073.57	429.36	448.59	474.70	877.95	928.14	1,777.44
	(b) Employee benefits expense	470.94	528.17	575.26	959.11	1,146.94	1,778.30	848.98	907.71	923.23	1,756.59	1,840.01	3,132.70
	(c) Depreciation and amortisation expense	86.44	118.76	526.73	205.20	1,059.14	411.98	417.89	414.51	785.50	832.40	1,562.00	1,384.82
	(d) Rent expense	237.78	236.93	230.73	474.71	482.58	955.41	347.71	351.02	327.05	698.73	659.11	1,378.55
	(e) Power and fuel expense	223.40	218.41	281.18	441.81	573.09	840.72	365.71	389.10	404.92	734.81	834.63	1,422.21
	(f) Other expenses	655.65	597.69	722.74	1,253.74	1,420.63	2,792.14	1,090.93	1,023.28	1,099.75	2,114.21	2,166.06	4,415.30
	Total expenses	1,929.48	1,877.22	2,653.32	3,806.70	5,301.13	7,982.12	3,500.68	3,514.21	4,015.15	7,014.79	7,999.96	13,511.02
3	Profit / (Loss) from operations before other income, finance costs and exceptional items (1-2)	(26.29)	63.00	(326.40)	36.71	(656.66)	512.85	(234.66)	(73.54)	(490.56)	(308.20)	(930.47)	692.99
4	Other income	222.38	187.06	220.90	409.44	317.23	873.43	78.31	73.96	194.04	152.27	262.86	711.50
5	Profit / (Loss) from ordinary activities before finance costs and exceptional items (3+4)	196.09	250.06	(105.50)	446.15	(339.43)	1,386.28	(156.35)	0.42	(296.52)	(155.93)	(667.61)	1,404.49
6	Finance costs	163.94	176.95	677.53	340.89	1,312.90	733.93	416.84	426.78	1,010.89	843.62	1,984.25	2,049.48
7	Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5-6)	32.15	73.11	(783.03)	105.26	(1,652.33)	652.35	(573.19)	(426.36)	(1,307.41)	(998.55)	(2,651.86)	(644.99)
8	Exceptional items												
	(a) Loss on sale of unit	-	-	-	-	-	(1,329.40)	-	-	-	-	-	(1,329.40)
	(b) Termination fee from a management contract	200.00	-	-	200.00	-	200.00	-	-	-	200.00	-	-
9	Profit / (Loss) from ordinary activities before tax	232.15	73.11	(783.03)	305.26	(1,652.33)	(677.05)	(373.19)	(426.36)	(1,307.41)	(799.55)	(2,651.86)	(1,974.39)
10	Tax expense / (credit) on ordinary activities	-	-	-	13.76	(440.80)	-	-	-	(1.70)	-	11.38	(383.88)
11	Net Profit / (Loss) from ordinary activities after tax (9-10)	232.15	73.11	(783.03)	305.26	(1,666.09)	(236.25)	(373.19)	(426.36)	(1,305.71)	(799.55)	(2,663.24)	(1,590.51)
12	Profit / (Loss) from discontinuing operations	-	-	-	-	-	(2,456.62)	-	-	-	-	-	(2,456.62)
13	Extraordinary items	-	-	-	-	-	-	-	-	-	-	-	-
14	Net Profit / (Loss) for the period (11+12+13)	232.15	73.11	(783.03)	305.26	(1,666.09)	(2,692.87)	(373.19)	(426.36)	(1,305.71)	(799.55)	(2,663.24)	(4,047.13)
15	Share of profit / (loss) of associate	-	-	-	-	-	-	-	-	-	-	-	-
16	Minority interest	-	-	-	-	-	60.66	63.00	107.50	173.66	200.21	287.79	
17	Net Profit / (Loss) after taxes, minority interest and share of profit / (loss) of associate (14-15-16)	232.15	73.11	(783.03)	305.26	(1,666.09)	(2,692.87)	(292.33)	(333.36)	(1,198.21)	(625.69)	(2,463.03)	(3,749.34)
18	Paid-up equity share capital (Face Value of ₹10 per share)	2,723.39	2,723.39	2,723.39	2,723.39	2,723.39	2,723.39	2,723.39	2,723.39	2,723.39	2,723.39	2,723.39	2,723.39
19	Reserve excluding Revaluation Reserves	-	-	-	-	-	15,237.79	-	-	-	-	-	14,418.55
20.i	Earnings per share in ₹ (not annualised):												
	(a) Basic	0.85	0.27	(2.88)	1.12	(6.12)	(9.89)	(1.07)	(1.22)	(4.40)	(2.30)	(9.04)	(13.77)
	(b) Diluted	0.85	0.27	(2.88)	1.12	(6.12)	(9.89)	(1.07)	(1.22)	(4.40)	(2.30)	(9.04)	(13.77)
20.ii	Earnings per share from discontinuing operations in ₹ (not annualised):												
	(a) Basic	-	-	-	-	-	(9.02)	-	-	-	-	-	(9.02)
	(b) Diluted	-	-	-	-	-	(9.02)	-	-	-	-	-	(9.02)

See accompanying notes to the financial results.

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For ROYAL ORCHID HOTELS LTD.

Pooja Shaen
COMPANY SECRETARY



C. C. S. S.

PART II PARTICULARS		STANDALONE			
		Three months ended			Year ended
		30 Sep 2014 (Unaudited)	30 June 2014 (Unaudited)	30 Sep 2013 (Unaudited)	31 March 2014 (Audited)
A. PARTICULARS OF SHAREHOLDING					
1	Public shareholding				
	Number of shares	7,690,057	7,690,057	6,164,320	7,918,527
	Percentage of shareholding	28.97%	28.97%	29.96%	29.08%
2	Promoters and promoter group shareholding				
a)	Pledged / encumbered				
	Number of shares	18,947,202	18,947,202	18,947,202	18,947,202
	Percentage of shares (as a % of the total shareholding of promoter and promoter group)	97.95%	97.95%	99.36%	98.09%
	Percentage of shares (as a % of the total share capital of the Company)	69.57%	69.57%	69.57%	69.57%
b)	Non - encumbered				
	Number of shares	396,706	396,706	122,443	368,236
	Percentage of shares (as a % of the total shareholding of promoter and promoter group)	2.05%	2.05%	0.64%	1.91%
	Percentage of shares (as a % of the total share capital of the Company)	1.48%	1.48%	0.45%	1.35%

Particulars	Three months ended 30 September 2014
B. INVESTOR COMPLAINTS	
Pending at the beginning of the quarter	NIL
Received during the quarter	NIL
Disposed of during the quarter	NIL
Remaining unresolved at the end of the quarter	NIL

Notes:

- The consolidated financial statements include results of all the subsidiaries and joint ventures of Royal Orchid Hotels Limited.
- Disclosure of segment-wise information is not applicable as hospitality is the Company's only business.
- Amounts of the previous periods are re-classified / re-arranged / re-grouped, wherever necessary.
- The above unaudited financial results were reviewed by the audit committee and approved by the Board of Directors on 21 October 2014.
- The Company received approval from the Central Government (the CG) for payment of remuneration amounting ₹ 120.10 lakhs to the Managing Director (the MD) vide letter dated 31 July 2014, in relation to fiscal 2014, and recognised incremental remuneration amounting ₹ 72.10 lakhs during half year ended 30 September 2014. The Company has obtained approval of members in the form of special resolution to re-approve the payment of remuneration of the Managing Director of the Company for the fiscal 2015 in the Annual General Meeting of the Company held on 29 September 2014. Further, the Company has applied to the Central Government (CG) vide application dated 10 October 2014 to obtain necessary approvals for payment of remuneration.
- During the half year ended 30 September 2014, Maruti Comforts & Inn Private Limited, a subsidiary company, paid remuneration to the whole time director, in excess of limits prescribed under the provisions of section 197, read along with Schedule V, of the Companies Act, 2013 (the Act). The subsidiary company has applied to the Central Government on 10 August 2014, seeking approval for payment of remuneration and the Company is confident that aforesaid delay will be condoned by the CG.
- Pursuant to the enactment of the Companies Act, 2013 (the Act), the Company has, effective 01 April 2014, reviewed and revised the estimated useful lives of its fixed assets, generally in accordance with the provisions of Schedule II to the Act, except in the case of certain class of assets which are depreciated based on the useful lives estimated by the Management. The consequential impact (after considering the transition provision specified in Schedule II) on the depreciation charged to opening reserves and surplus is ₹ 174.41 lakhs and ₹ 705.82 lakhs at stand alone and consolidated financial results, respectively.
- During fiscal 2014, the Company had sold Hotel Regenta One, Hyderabad (the unit) to Samhi Hotels Private Limited on 29 November 2013, resulting in a loss on sale of the unit amounting to ₹ 1,329.40 lakhs. Further, the losses incurred from operations amounting ₹ 2,456.62 lakhs upto the date of sale has been disclosed as 'loss from discontinuing operations'. In addition, the Company executed 'Hotel Operations Agreement' for managing the unit effective 01 October 2013. During the quarter ended 30 September 2014, the Company has terminated the 'Hotel Operations Agreement' in lieu of termination fee of ₹ 200 lakhs and the same has been disclosed separately as exceptional item.
- The Company and its subsidiary has received demand notice vide letters dated 05 February 2014, 26 August 2014 and 14 October 2014 from Axis Bank Limited (the bank) in connection with repayment of the term loan facility availed by the subsidiary company amounting to ₹ 63,408.572 along with interests and penalty, if any, till the date of repayment, wherein the Company and Joint Venture partners are co-guarantors. The Company and the Joint Venture partners are in the process of finalising the next step along with the bank. The aforesaid borrowings have been disclosed as current liability on the Balance Sheet as at 31 March 2014 and 30 September 2014.
- As at 30 September 2014, the networth of certain joint venture entities is completely eroded and the construction project of a subsidiary company has been kept in abeyance with significant delays. The aforesaid factors indicate existence of a potential impairment of Company's investment in certain joint venture entities and a subsidiary. Management is in the process of making a detailed assessment of recoverable amount of investments in equity instruments, unsecured loans (including accrued interests) and other receivables amounting to ₹ 4,778.80 lakhs, ₹ 3,286.48 lakhs and ₹ 187.32 lakhs, respectively, in these entities as required under Accounting Standards applicable to the Company. However, based on the long-term business strategy and plans, the management believes that there is no 'other than temporary' diminution in the carrying value of the aforesaid assets. Accordingly, no provision for diminution has been recorded in the books as at 30 September 2014.

Place: Bengaluru
Date: 21 October 2014

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For Royal Orchid Hotels Limited

C K Bajaj
Chairman and Managing Director

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For ROYAL ORCHID HOTELS LTD.

Royal Sharma
COMPANY SECRETARY

ROYAL ORCHID HOTELS LIMITED

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

UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED 30 SEPTEMBER 2014

(₹ in Lakhs)

Statement of Assets and Liabilities		STANDALONE		CONSOLIDATED	
		As at 30 Sep 2014 (Unaudited)	As at 31 Mar 2014 (Audited)	As at 30 Sep 2014 (Unaudited)	As at 31 Mar 2014 (Audited)
A	EQUITY AND LIABILITIES				
1	Shareholders' funds				
	(a) Share capital	2,723.40	2,723.40	2,723.40	2,723.40
	(b) Reserves and surplus	15,368.64	15,237.79	13,354.13	14,418.55
	Sub-Total - Shareholders' funds	18,092.04	17,961.19	16,077.53	17,141.95
2	Share application money pending allotment	-	-	-	-
3	Minority interest	-	-	3,084.60	3,530.54
4	Non-current liabilities				
	(a) Long-term borrowings	2,504.03	3,517.45	5,795.43	7,501.66
	(b) Deferred tax liabilities(net)	-	-	358.34	378.34
	(c) Other long-term liabilities	-	-	191.48	149.92
	(d) Long-term provisions	109.66	171.17	151.15	235.58
	Sub-Total - Non-current liabilities	2,613.69	3,688.62	6,497.40	8,265.50
5	Current liabilities				
	(a) Short-term borrowings	1,081.10	1,077.03	2,850.19	2,728.86
	(b) Trade payables	999.39	1,082.54	1,454.88	1,521.84
	(c) Other current liabilities	2,872.83	2,505.84	7,177.33	6,463.74
	(d) Short-term provisions	82.78	28.59	141.31	44.05
	Sub-Total - Current liabilities	5,036.10	4,694.00	11,623.71	10,758.49
	TOTAL - EQUITY AND LIABILITIES	25,741.83	26,343.81	37,283.24	39,696.48
B	ASSETS				
1	Non-current assets				
	(a) Fixed assets	3,455.41	3,761.09	25,484.88	26,822.16
	(b) Goodwill on consolidation	-	-	1,773.91	1,774.72
	(c) Non-current investments	10,481.37	10,481.37	2.25	2.25
	(d) Long-term loans and advances	3,336.60	7,249.34	3,887.93	4,629.25
	(e) Other non-current assets	6.15	-	30.65	54.53
	Sub-Total - Non-current assets	17,279.53	21,491.80	31,179.62	33,282.91
2	Current assets				
	(a) Inventories	130.60	120.76	227.34	204.23
	(b) Trade receivables	758.89	761.61	1,341.30	1,240.23
	(c) Cash and cash equivalents	1,892.62	3,340.99	2,383.82	3,769.92
	(d) Short-term loans and advances	5,623.06	562.55	2,059.45	1,061.81
	(e) Other current assets	57.13	66.10	91.71	137.38
	Sub-Total - Current assets	8,462.30	4,852.01	6,103.62	6,413.57
	TOTAL - ASSETS	25,741.83	26,343.81	37,283.24	39,696.48

For Royal Orchid Hotels Limited

C K Baljee
Chairman and Managing Director

Place: Bengaluru
Date: 21 October 2014

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For ROYAL ORCHID HOTELS LTD.

Pooja Shanna
COMPANY SECRETARY

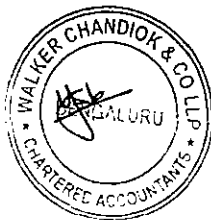
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Review Report

To the Board of Directors of Royal Orchid Hotels Limited

1. We have reviewed the accompanying statement of unaudited financial results ("the Statement") of Royal Orchid Hotels Limited ("the Company") for the quarter ended 30 September 2014 and the year to date results for the period 01 April 2014 to 30 September 2014, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures, applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. We draw attention to Note 10 of the accompanying statement of unaudited financial results. The total assets of Company comprise of investments in equity instruments, unsecured loans (including accrued interest) and management fee receivable in certain Joint Venture entities and a Subsidiary, carried at a value of ₹ 4,778.80 lakhs, ₹ 3,298.48 lakhs and ₹ 187.32 lakhs, respectively, in the unaudited financial results. However, in the absence of a detailed assessment of impairment and recoverability analysis relating to the above balances, we are unable to comment on any provision for impairment loss in respect of the aforesaid assets that may be required in this regard.



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For ROYAL ORCHID HOTELS LTD.

Payal Shaema
COMPANY SECRETARY

4. Based on our review conducted as above, *except for the possible effects of qualification as described in the previous paragraph*, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with applicable accounting standards, as notified under the Companies (Accounting Standards) Rules, 2006 read with Rule 7 of the Companies (Accounts) Rules, 2014 in respect of Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Walker Chandniok & Co. LLP
For Walker Chandniok & Co LLP
(formerly Walker, Chandniok & Co)
Chartered Accountants
Firm Registration No: 001076N/N500013

Sanjay Banthia

per Sanjay Banthia
Partner
Membership No.: 061068

Bengaluru
21 October 2014



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For ROYAL ORCHID HOTELS LTD.

Pooja Sharma,
COMPANY SECRETARY

Walker Chandiook & Co LLP

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Review Report

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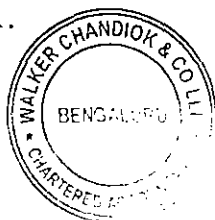
To the Board of Directors of Royal Orchid Hotels Limited

1. We have reviewed the accompanying statement of unaudited consolidated financial results ("the Statement") of Royal Orchid Hotels Limited ("the Company"), its subsidiaries and joint ventures (collectively referred to as "the Group") for the quarter ended 30 September 2014 and the year to date results for the period 01 April 2014 to 30 September 2014, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures, applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with applicable accounting standards, as notified under the Companies (Accounting Standards) Rules, 2006 read with Rule 7 of the Companies (Accounts) Rules, 2014 in respect of Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

Walker Chandiook & Co LLP
For Walker Chandiook & Co LLP
(formerly Walker, Chandiook & Co)
Chartered Accountants
Firm Registration No: 001076N/N500013

Sanjay Banthia.
per Sanjay Banthia
Partner
Membership No.: 061068

Bengaluru
21 October 2014



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For ROYAL ORCHID HOTELS LTD.

Pooja Sharma.
COMPANY SECRETARY