

General information about company	
Script code	532699
NSE Symbol	ROHLTD
MSEI Symbol	NOTLISTED
ISIN	INE28H01019
Name of the entity	ROYAL ORCHID HOTELS LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Not Applicable
Market Capitalization as per immediate previous Financial Year	Top 2000 listed entities

Annexure I							
Annexure I to be submitted by listed entity on quarterly basis							
I. Composition of Board of Directors							
Disclosure of notes on composition of board of directors explanatory							
Whether the listed entity has a Regular Chairperson							
Whether Chairperson is related to MD or CEO							
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors
1	Mr	Chander Kamal Bajjee	ACTPB3357L	00081844	Executive Director	Chairperson	MD
2	Mr	Sumi Sikka	AAUPS456GD	00083032	Non-Executive - Non Independent Director	Not Applicable	
3	Mr	Keshav Bajjee	AKYPB2322A	00344855	Non-Executive - Non Independent Director	Not Applicable	16-12-1983
4	Mr	Rajkumar Thakardas Khatri	ACMPK1239R	01787188	Non-Executive - Independent Director	Not Applicable	10-10-1961
5	Mr	Ashutosh Chandra	ADPCPC656HH	09766619	Non-Executive - Independent Director	Not Applicable	08-06-1956
6	Ms	Leena S Pirgal	AJSP3467B	10042575	Non-Executive - Independent Director	Not Applicable	12-08-1982

I. Composition of Board of Directors					
Disqualification of Directors under section 164 of the Companies Act, 2013					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active

I. Composition of Board of Directors													
Sr	Whether special resolution passed under Reg. 17(1A) of Listing Regulations	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorships in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorships in listed entities including this listed entity (Refer Regulation 17A(1) & 17A(2))	Number of membership in Audit/Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for PAN	Notes for not providing DIN
1	NA	03-09-1992	01-04-2020			378	1	0	1	0			
2	NA	30-09-2000	27-09-2022			282	1	0	0	0			
3	NA	11-11-2019	25-09-2023			52	1	0	0	0			
4	NA	08-10-2023	10-12-2023			5	1	1	2	0			
5	NA	21-10-2022	27-02-2023			17	1	1	2	2			
6	NA	13-02-2023	24-03-2024			13	1	1	2	0			

Audit Committee Details						
Whether the Audit Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	09766619	Ashutosh Chandra	Non-Executive - Independent Director	Chairperson	21-10-2022	
2	01787188	Rajkumar Thakardas Khatri	Non-Executive - Independent Director	Member	08-10-2023	
3	10042575	Leena S Pirgal	Non-Executive - Independent Director	Member	13-02-2023	

Nomination and remuneration committee						
Whether the Nomination and remuneration committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	09766619	Ashutosh Chandra	Non-Executive - Independent Director	Chairperson	21-10-2022	
2	01787188	Rajkumar Thakardas Khatri	Non-Executive - Independent Director	Member	08-10-2023	
3	10042575	Leena S Pirgal	Non-Executive - Independent Director	Member	13-02-2023	

Stakeholders Relationship Committee						
Whether the Stakeholders Relationship Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	09766619	Ashutosh Chandra	Non-Executive - Independent Director	Chairperson	21-10-2022	
2	01787188	Rajkumar Thakardas Khatri	Non-Executive - Independent Director	Member	08-10-2023	
3	10042575	Leena S Pirgal	Non-Executive - Independent Director	Member	13-02-2023	
4	00081844	Chander Kamal Bajjee	Executive Director	Member	01-04-2015	

Risk Management Committee						
Whether the Risk Management Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation

Corporate Social Responsibility Committee						
Whether the Corporate Social Responsibility Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure I									
III. Meeting of Board of Directors									
Disclosure of notes on meeting of board of directors explanatory									
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of Independent Directors attending the meeting*
1	08-11-2023		92	Yes	Yes	6	6	3	3
2		09-02-2024	192		Yes	6	6	3	3
3		19-03-2024	38		Yes	6	6	3	3

Annexure I										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	08-11-2023				Yes	3	3	3	0
2	Audit Committee	09-02-2024	92			Yes	3	3	3	0
3	Audit Committee	19-03-2024	38			Yes	3	3	3	0
4	Nomination and remuneration committee	08-11-2023				Yes	3	3	3	0
5	Nomination and remuneration committee	09-02-2024	92			Yes	3	3	3	0
6	Nomination and remuneration committee	19-03-2024	38			Yes	3	3	3	0

Annexure I										
IV. Meeting of Committees										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Stakeholders Relationship Committee	08-11-2023				Yes	4	4	3	0
8	Stakeholders Relationship Committee	09-02-2024	92			Yes	4	4	3	0

Annexure I				
V. Related Party Transactions				
Sr	Subject	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.	
1	Whether prior approval of audit committee obtained	Yes		
2	Whether shareholder approval obtained for material RPT	Yes		
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes		

Annexure I				
VI. Affirmations				
Sr	Subject	Compliance status (Yes/No)	If status is No/Details of non-compliance may be given here.	
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes		
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes		
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes		
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes		
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA		
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes		
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes		
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes		

Annexure I		
Sr	Subject	Compliance status
1	Name of signatory	Ranabir Sanjay
2	Designation	Company Secretary and Compliance Officer

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.royalorchidhotels.com/about
2	Terms and conditions of appointment of independent directors	Yes		https://www.royalorchidhotels.com/investors#9
3	Composition of various committees of board of directors	Yes		https://www.royalorchidhotels.com/investors#9
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.royalorchidhotels.com/investors#9
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.royalorchidhotels.com/investors#9
6	Criteria of making payments to non-executive directors	Yes		https://www.royalorchidhotels.com/investors#9
7	Policy on dealing with related party transactions	Yes		https://www.royalorchidhotels.com/investors#9
8	Policy for determining material subsidiaries	Yes		https://www.royalorchidhotels.com/investors#9
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.royalorchidhotels.com/investors#9
10	Email address for grievance redressal and other relevant details	Yes		https://www.royalorchidhotels.com/investors#30
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.royalorchidhotels.com/investors#29
12	Financial results	Yes		https://www.royalorchidhotels.com/investors#3
13	Shareholding pattern	Yes		https://www.royalorchidhotels.com/investors#34
14	Details of agreements entered into with the media companies and/or their associates	NA		

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.	Web address
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://www.royalorchidhotels.com/investors#15
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes		https://www.royalorchidhotels.com/investors#15
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.royalorchidhotels.com/investors#28
18	Credit rating or revision in credit rating obtained	Yes		https://www.royalorchidhotels.com/investors#27
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.royalorchidhotels.com/investors#5
20	Materiality Compliance Report	Yes		https://www.royalorchidhotels.com/investors#25
21	Materiality Policy as per Regulation 30 (4)	Yes		https://www.royalorchidhotels.com/investors#32
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://www.royalorchidhotels.com/investors#31
23	Disclosures under regulation 30(8)	Yes		https://www.royalorchidhotels.com/investors#33
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	NA		
26	Annual returns as provided under section 92 of the Companies Act, 2013	Yes		https://www.royalorchidhotels.com/investors#24
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://www.royalorchidhotels.com/investors#20
28	Website with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://www.royalorchidhotels.com/investors#20

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of Independence/eligibility	15(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholders Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1), 21(3), (4)	NA	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of Risk Management Committee meeting	21(3C)	NA	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), 1(A), (5), (6), & (8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No/Details of non-compliance may be given here.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	