



**ROYAL ORCHID HOTELS LTD.,**

Regd. Office :  
1, Golf Avenue, Adjoining KGA Golf Course,  
HAL Airport Road, Kodihalli, Bangalore - 560 008, India.  
T +91 80 41783000, F : +91 80 252 03366  
www.royalorchidhotels.com  
CIN : L55101KA1986PLC007392  
email : investors@royalorchidshotels.com

**Date: January 10, 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: Submission of Quarterly Compliance Report on Corporate Governance under Regulation 27(2)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), for the Third Quarter ended 31.12.2019***

Pursuant to Regulation 27(2)(a) of the LODR, please find the enclosed herewith, Quarterly Compliance Report on Corporate Governance for the Third Quarter ended 31.12.2019.

We request you to kindly take the above on record.

Thanking you

Yours sincerely,

For **ROYAL ORCHID HOTELS LIMITED**

**RANABIR SANYAL  
COMPANY SECRETARY & COMPLIANCE OFFICER**

Encl: as above

<b>General information about company</b>	
Scrip code	532699
NSE Symbol	ROHLTD
MSEI Symbol	NOTLISTED
ISIN	INE283H01019
Name of the entity	ROYAL ORCHID HOTELS LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Quarterly
Date of Report	31-12-2019
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 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

Yes

Whether Chairperson is related to MD or CEO

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer 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 Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder 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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Chander Kamal Baljee	ACTPB3357L	00081844	Executive Director	Chairperson	MD	21-02-1951	NA		03-09-1992	01-04-2015			1	0	1	0		
2	Mr	Sunil Sikka	AAUPS4596D	00083032	Non-Executive - Non Independent Director	Not Applicable		24-08-1958	NA		30-09-2000	28-09-2018			1	0	0	0		
3	Mr	Keshav Baljee	AKYPB2322A	00344855	Non-Executive - Non Independent Director	Not Applicable		16-12-1983	NA		11-11-2019	11-11-2019			1	0	0	0		
4	Mr	Vivek Mansingh	AGIPM1405B	06903079	Non-Executive - Independent Director	Not Applicable		03-04-1956	NA		12-08-2016	12-08-2016		40	2	2	3	1		

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Wether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer 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 Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder 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)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Naveen Jain	AAMPJ6938N	00051183	Non-Executive - Independent Director	Not Applicable		04-06-1958	NA		25-10-2016	25-10-2019		38	2	2	8	2		
6	Ms	Lilian Jessie Paul	ADQPP4942D	02864506	Non-Executive - Independent Director	Not Applicable		02-05-1970	NA		02-11-2017	02-11-2017		25	3	3	4	0		
7	Mrs	Sunita Baljee	ADSPB5553C	00080737	Non-Executive - Non Independent Director	Not Applicable		31-08-1954	NA		03-09-1999	23-09-2019	10-11-2019		1	0	0	0		

<b>Audit Committee Details</b>							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00051183	Naveen Jain	Non-Executive - Independent Director	Chairperson	25-10-2016		
2	06903079	Vivek Mansingh	Non-Executive - Independent Director	Member	12-08-2016		
3	02864506	Lilian Jessie Paul	Non-Executive - Independent Director	Member	02-11-2017		

<b>Nomination and remuneration committee</b>							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02864506	Lilian Jessie Paul	Non-Executive - Independent Director	Chairperson	02-11-2017		
2	06903079	Vivek Mansingh	Non-Executive - Independent Director	Member	12-08-2016		
3	00051183	Naveen Jain	Non-Executive - Independent Director	Member	25-10-2016		

<b>Stakeholders Relationship Committee</b>							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06903079	Vivek Mansingh	Non-Executive - Independent Director	Chairperson	12-08-2016		
2	00051183	Naveen Jain	Non-Executive - Independent Director	Member	25-10-2016		
3	00081844	Chander Kamal Baljee	Executive Director	Member	01-04-2015		





Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02864506	Lilian Jessie Paul	Non-Executive - Independent Director	Chairperson	02-11-2017		
2	00081844	Chander Kamal Baljee	Executive Director	Member	01-04-2015		
3	00083032	Sunil Sikka	Non-Executive - Non Independent Director	Member	07-08-2015		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1**

**Annexure 1**

**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)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	09-08-2019				Yes		
2		11-11-2019	93		Yes	6	3

**Annexure 1****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)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	09-08-2019				Yes		
2	Audit Committee	11-11-2019	93			Yes	3	3

**Annexure 1**

**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	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

**Annexure 1****VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
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 500 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 1**

Sr	Subject	Compliance status
1	Name of signatory	Ranabir Sanyal
2	Designation	Company Secretary and Compliance Officer

<b>Signatory Details</b>	
Name of signatory	Ranabir Sanyal
Designation of person	Company Secretary and Compliance Officer
Place	Bengaluru
Date	10-01-2020



