



July 08, 2016

The Manager  
Department of Corporate Services  
Bombay Stock Exchange Limited  
Floor 25, P J Towers,  
Dalal Street,  
Mumbai - 400 001

The Manager  
Department of Corporate Services,  
National Stock Exchange of India Limited  
Exchange Plaza, Plot no. C/1, G Block  
Bandra Kurla Complex, Bandra (E)  
Mumbai - 400051

Dear Sir,

**Sub: Submission of Compliance Report on Corporate Governance for the Quarter ended June 30, 2016**

**Ref: Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

Please find enclosed certified copy of Quarterly Compliance Report on Corporate Governance under Regulation 27(2) of SEBI Listing Regulations (LODR) 2015 for the quarter ended June 30, 2016.

This is for your information and records please.

Yours Sincerely,  
For Royal Orchid Hotels Limited

x

C K Baljee  
Managing Director

Encl: a/a

**CORPORATE GOVERNANCE REPORT**

**ANNEXURE I**

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: Royal Orchid Hotels Limited
2. Quarter ending: 30.06.2016

**I. Composition of Board of Directors**

Title (Mr./Ms)	Name of the Director	PAN's & DIN	Category (Chairperson / Executive/ Non-Executive/Independent/Nominee)*	Date of Appointment in the current term	Date of cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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)	Remarks
Mr.	Chander Kamal Baljee	ACTPB3357L 00081844	Managing Director (Executive Director)	01.04.2015	31.03.2020	NA	1	1	Nil	-
Mr.	Ramachandra Venkatasubba Rao	ABAPR0157L 00061599	Independent Director	27.08.2005	30.09.2016	10 years 10 Months	3	2	3	Original date of appointment was 27.08.2005 and term of office was



Mr.	Vijay Kumar Rekhi	AALPR6446A 00191298	Independent Director	06.07.2011	30.09.2016	4 years 11 Months	1	1	Nil	revised by shareholders on 29.09.2015 to hold office as independent director till 30.09.2016
Mr.	Kalaikuruchi Jairaj	AAMPJ2613A 01875126	Independent Director	05.08.2013	30.09.2016	2 years 10 months	2	1	1	Original date of appointment was 05.08.2013. and term of office was revised by shareholders on 29.09.2015 to hold office as independent director till 30.09.2016
Mr.	Sunil Sikka	AAUPS4596D 00083032	Non- Executive Director	07.08.2015		NA	1	Nil	Nil	Original date of appointment was 05.08.2013. and term of office was revised by shareholders on 29.09.2015 to hold office as independent director till 30.09.2016
Ms.	Sunitha Baljee	ADSPB5553C 00080737	Non- Executive Director	01.04.2015		NA	1	Nil	Nil	Original date of appointment was 05.08.2013. and term of office was revised by shareholders on 29.09.2015 to hold office as independent director till 30.09.2016

\$PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen



\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)*	Chairman /Member
1. Audit Committee	1) Mr. Ramachandra Venkatasubba Rao 2) Mr. Vijay Kumar Rekhi 3) Mr. Kalaikuruchi Jairaj	Independent Director	Chairman
2. Nomination & Remuneration Committee	1) Mr. Vijay Kumar Rekhi Rao 2) Mr. Ramachandra Venkatasubba Rao 3) Mr. Kalaikuruchi Jairaj	Independent Director	Member
3. Risk Management Committee (if applicable)	-N A-	Independent Director	Member
4. Stakeholders Relationship Committee	1) Mr. Kalaikuruchi Jairaj 2) Mr. Ramachandra Venkatasubba Rao 3) Mr. Chander Kamal Baljee	Independent Director Independent Director Managing Director	Chairman Member Member

\*Category of directors means executive/non-executive/independent/nominee. if a director fits into more than one category write all categories separating them with hyphen

## III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
January 28, 2016	May 30, 2016	123 days

## Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
May 30, 2016	Yes	January 28, 2016	123 days

\*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional



## Related Party Transactions

### Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

### Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

### IV. Affirmations

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 - YES
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
3. 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
4. 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
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: NONE

For Royal Orchid Hotels Limited

X C. C. M. {



CK Baljee  
Managing Director