



**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: July 13, 2018**

**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 First Quarter ended 30.06.2018***

Pursuant to Regulation 27(2)(a) of the LODR, please find the enclosed herewith, Quarterly Compliance Report on Corporate Governance for the First Quarter ended 30.06.2018.

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

**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-Jun-2018**

<b>I. Composition of Board of Directors</b>										
Title (Mr./Ms)	Name of the Director	DI N	P A N	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Chander Kamal Balje	00081844	ACT PB3 357 L	C & ED	01-Apr-2015			1	1	0
Mr.	Sunil Sikka	00083032	AA UPS 459 6D	NED	07-Aug-2015			1	0	0
Mrs.	Sunita Balje	00080737	ADS PB5 553 C	NED	01-Apr-2015			1	0	0
Mr.	Vivek Mansingh	06903079	AGI PM 140 5B	ID	12-Aug-2016		19	2	1	1
Mr.	Naveen Jain	00051183	AA MPJ 693 8N	ID	25-Oct-2016		17	1	4	1
Ms.	Lilian Jesse Paul	02864506	AD QP P49 42D	ID	02-Nov-2017		4	1	1	0

## II. Composition of Committees

<b>Audit Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Lilian Jessie Paul	ID	Member
2	Naveen Jain	ID	Chairperson
3	Vivek Mansingh	ID	Member

<b>Stakeholders Relationship Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Naveen Jain	ID	Member
2	Vivek Mansingh	ID	Chairperson
3	Chander Kamal Baljee	C & ED	Member

<b>Risk Management Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>

<b>Nomination and Remuneration Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Naveen Jain	ID	Member
2	Vivek Mansingh	ID	Member
3	Lilian Jessie Paul	ID	Chairperson

<b>III. Meeting of Board of Directors</b>		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
01-Feb-2018	28-May-2018	115

<b>IV. Meeting of Committees</b>				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee	28-May-2018		01-Feb-2018	115

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**VI. 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
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
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. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
b. Any comments/observations/advice of Board of Directors may be mentioned here:

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**Name** : **Ranabir Sanyal**  
**Designation** : **Company Secretary & Compliance Office**