



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: October 09, 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 Second Quarter ended 30.09.2018

Pursuant to Regulation 27(2)(a) of the LODR, please find the enclosed herewith, Quarterly Compliance Report on Corporate Governance, for the Second Quarter ended 30th September, 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

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: **30.09.2018**

I. Composition of Board of Directors

| Title (Mr./Ms) | Name of the Director | DIN | PAN | Category (Chairperson /Executive/Non- Executive/ Independent/ Nominee) | Date of Appointment | 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 Baljee | 00081844 | ACTPB3357L | C & ED | 01-Apr-2015 | | 1 | 1 | 0 |
| Mr. | Sunil Sikka | 00083032 | AAUPS4596D | NED | 07-Aug-2015 | | 1 | 0 | 0 |
| Mrs. | Sunita Baljee | 00080737 | ADSPB5553C | NED | 01-Apr-2015 | | 1 | 0 | 0 |
| Mr. | Vivek Mansingh | 06903079 | AGIPM1405B | ID | 12-Aug-2016 | 25 | 2 | 1 | 1 |
| Mr. | Naveen Jain | 00051183 | AAMPJ6938N | ID | 25-Oct-2016 | 23 | 1 | 4 | 1 |
| Ms. | Lilian Jessie Paul | 02864506 | ADQPP4942D | ID | 02-Nov-2017 | 10 | 1 | 1 | 0 |

II. Composition of Committees

| Audit Committee | | | |
|------------------------|-----------------------------|-----------------|-------------------------------|
| <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 |

| Stakeholders Relationship Committee | | | |
|--|-----------------------------|-----------------|-------------------------------|
| <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 |

| Nomination and Remuneration Committee | | | |
|--|-----------------------------|-----------------|-------------------------------|
| <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 |

| III. Meeting of Board of Directors | | |
|--|--|--|
| <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> |
| 28-May-2018 | 27-Jul-2018 | 59 |

| IV. Meeting of Committees | | | | |
|----------------------------------|--|--|--|--|
| <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 | 27-Jul-2018 | Yes | 28-May-2018 | 59 |

| V. Related Party Transactions | |
|--|--------------------------------------|
| <i>Subject</i> | <i>Compliance status (Yes/No/NA)</i> |
| 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

ANNEXURE III

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

| I Affirmations | | |
|---|--------------------------------------|--|
| Board Heading | Regulation Number | Compliance status (Yes/No/NA) ^{refer note below} |
| <i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i> | 46(2) | Yes |
| <i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i> | 18(1)(d) | Yes |
| <i>Presence of Chairperson of the nomination and remuneration committee at the Annual General Meeting</i> | 19(3) | Yes |
| <i>Whether "Corporate Governance Report" disclosed in Annual Report</i> | 34(3) read with para C of Schedule V | Yes |
| <p>Note</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p> | | |

For Royal Orchid Hotels Limited

Ranabir Sanyal
Company Secretary & Compliance Officer