



ROYAL ORCHID HOTELS LTD.,

Regd. Office :
1, Golf Avenues, 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 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 Third Quarter ended 31.12.2017

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 31st December, 2017.

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: **31.12.2017**

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 Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Remarks
Mr.	Chander Kamal Baljee	ACTPB3357L00081844	Managing Director (Executive Director)	01.04.2015	31.03.2020	NA	1	1	Nil	-

Mr.	Sunil Sikka	AAUPS4596 D 00083032	Non- Executive Director	07.08.2015		NA	1	Nil	Nil	-
Mrs.	Sunita Baljee	ADSPB5553 C 00080737	Non- Executive Director	01.04.2015		NA	1	Nil	Nil	-
Mr.	Vivek Mansingh	AGIPM1405 B 06903079	Independent Director	12.08.2016		1 year 4 month s 19 days	2	1	1	Original date of appointme nt was 12.08.2016 and term of office was regularised by shareholde rs on 29.09.2016 to hold office as independe nt director till 11.08.2021
Mr.	Naveen Jain	AAMPJ6938 N 00051183	Independent Director	25.10.2016		1 year 2 month s 6 days	1	4	1	Date of appointme nt was 25.10.2016 and term of office was regularised by shareholde rs on

										27.09.2017 to hold office as independent director till 24.10.2019
Ms.	Lilian Jessie Paul	ADQPP4942 D 02864506	Independent Director	02.11.2017		1 month 29 days	1	Nil	Nil	Date of appointment was 02.11.2017 for a period of 3 years subject to approval of shareholders

§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

<i>Name of Committee</i>	<i>Name of Committee members</i>	Category (Chairperson/Executive/Non-Executive/independent/Nominee) [§]	Chairman /Member
1. Audit Committee	1. Mr. Naveen Jain 2. Dr. Vivek Mansingh 3. Ms. Lilian Jessie Paul	Independent Director Independent Director Independent Director	Chairman Member Member
2. Nomination & Remuneration Committee	1. Ms. Lilian Jessie Paul 2. Dr. Vivek Mansingh 3. Mr. Naveen Jain	Independent Director Independent Director Independent Director	Chairperson Member Member

3. Risk Management Committee(if applicable)	-N A-		
4. Stakeholders Relationship Committee	1. Dr. Vivek Mansingh 2. Mr. Naveen Jain 3. Mr. C. K. 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

<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>
August 10, 2017	November 02, 2017	84 Days

Meeting of Committees

<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 meetings in number of days *</i>
November 02, 2017	Yes	August 10, 2017	84 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	Yes

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. - YES
6. Comments/observations/advice of Board of Directors may be mentioned here: NONE

For Royal Orchid Hotels Limited

Ranabir Sanyal

Company Secretary & Compliance Officer