



ROYAL ORCHID HOTELS LTD.,

Corporate Office .
1, Golf Avenue, Adjoining KGA Golf Course,
HAL Airport Road, Kodihalli, Bangalore - 560 028, India.
T : +91 80 406 12345, F : +91 80 406 12346
www.royalorchidhotels.com
CIN : L55101KA1986PLC007392

April 11, 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 year ended March 31, 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 year ended **March 31, 2016**.

This is for your information and records please.

Yours Sincerely,
For Royal Orchid Hotels Limited

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: 31.03.2016

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* e*	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 5 Months	3	2	3	Original date of appointment was 27.08.2005 and term of office was revised by shareholders on 29.09.2015

Mr.	Vijay Kumar Rekhi	AALPR6446A 00191298	Independent Director	06.07.2011	30.09.2016	4 years 5 Months	1	1	Nil	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	2	1	1	Original date of appointment was 06.07.2011 and term of office was revised by shareholders on 29.09.2015 to hold office as independent director till 30.09.2016
Mr.	Sumil 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.	Sumitha Baljee	ADSPB5553C 00080737	Non- Executive Director	01.04.2015		NA	1	Nil	Nil	-

\$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 Independent Director Independent Director	Chairman Member Member
2. Nomination & Remuneration Committee	1) Mr. Vijay Kumar Rekhi Rao 2) Mr. Ramachandra Venkatasubba Rao 3) Mr. Kalaikuruchi Jairaj	Independent Director Independent Director Independent Director	Chairman Member Member
3. Risk Management Committee (if applicable)	-	-	
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)
November 04, 2015	January 28, 2016	85 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 *
January 28, 2016	Yes	November 04, 2015	85 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



C K Baljee
Managing Director

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	Compliance status (Yes/No/NA) refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes

<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes

<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	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>		
<p>III Affirmations:</p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.</p>		

For Royal Orchid Hotels Limited



C K Baljee
Managing Director