

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-Mar-2022**

i. Composition Of Board Of Director

T i t l e (M r . / M s)	Name of the Dir ect or	D I N	P A N	Cat eg ory (Ch air pers on / Exe cut iv e/ No n- Exe cut iv e/ Inde pend ent/ Nomi nee)	S u b C a t e g o r y	Ini tia l D a t e of A p p o i n t m e n t	Dat e of App oint m e n t	Dat e of ces sat ion	T e n u r e	D a t e of B i r t h	Wh eth er spe cial res olut ion pas sed ?	D a t e of p a ss in g s p e ci al res ol ut ion	N o. of Di re ct or s h i p in lis te d e n t i t i e s in cl u d i n g th is lis te d e n t i t y	No of Inde pend ent Dire ct or ship in lis te d ent itie s in cl u d i n g th is lis te d ent ity	No of me m b ers h i p s in Au dit/ Sta keh old er Com mit te e(s) in cl u d i n g th is lis te d ent ity	No of po st of Ch air pers on in Au dit/ St ak eh old er Com mit te e h e l d in lis te d ent itie s in cl u d i n g th is lis te d ent ity	Me m b er sh i p in Com mit tee s of the Com pa ny	Rem arks
M r.	Ch and er Ka mal Bal jee	0 0 8 1 8 4	A C T P B 3 3	C & ED	M D	03- Sep - 199 2	01- Apr- 2020		3 5 4	2 1- Feb - 1 9	NA		1	0	1	0	SC	

		4	5 7 L						5 1								
M r.	Sun il Sik ka	0 0 8 3 0 3 2	A A U P S 4 5 9 6 D	NED		30- Sep - 200 0	09- Nov- 2020		2 5 8	2 4- A u g- 1 9 5 8	NA		1	0	0	0	
M r.	Kes hav Bal jee	0 0 3 4 4 8 5 5	A K Y P B 2 3 2 2 A	NED		11- No v- 201 9	09- Nov- 2020		2 8	1 6- D ec - 1 9 8 3	NA		1	0	0	0	
M r.	Bh ask ar Pra ma nik	0 0 3 1 6 6 5 0	A G IP M 1 4 0 5 B	ID		31- Au g- 202 1	31- Aug- 2021		7	2 0- M ar - 1 9 5 1	NA		3	3	4	2	
M r.	Na vee n Jai n	0 0 0 5 1 1 8 3	A A M PJ 6 9 3 8 N	ID		25- Oct - 201 6	25- Oct- 2019		6 5	0 4- Ju n- 1 9 5 8	NA		1	1	2	1	AC,SC ,NRC
M s.	Lili an Jes sie Pau l	0 2 8 6 4 5 0 6	A D Q P P 4 9 4 2	ID		02- No v- 201 7	02- Nov- 2020		5 2	0 2- M ay - 1 9 7 0	NA		5	5	4	0	AC,N RC,N RC

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Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Naveen Jain	ID	Chairperson	25-Oct-2016	
2	Bhaskar Pramanik	ID	Member	11-Nov-2021	
3	Lilian Jessie Paul	ID	Member	02-Nov-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Bhaskar Pramanik	ID	Chairperson	11-Nov-2021	
2	Naveen Jain	ID	Member	25-Oct-2016	
3	Chander Kamal Baljee	C & ED	Member	01-Apr-2015	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	
Whether Permanent chairperson appointed	

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Lilian Jessie Paul	ID	Chairperson	02-Nov-2017	
2	Lilian Jessie Paul	ID	Member	11-Nov-2021	
3	Naveen Jain	ID	Member	25-Oct-2016	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
11-Nov-2021	11-Feb-2022	Yes	6	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	91

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	11-Nov-2021		Yes		
Audit Committee		11-Feb-2022	Yes	3	3
Nomination & Remuneration Committee		11-Feb-2022	Yes	3	3
Stakeholders Relationship Committee		11-Feb-2022	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	91

v. **Related Party Transactions**

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

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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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 Officer**

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			
Item	Compliance status	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.royalorchidhotels.c
Terms and conditions of appointment of	Yes		www.royalorchidhotels.c
Composition of various committees of	Yes		www.royalorchidhotels.c
Code of conduct of board of directors and	Yes		www.royalorchidhotels.c
Details of establishment of vigil mechanism/	Yes		www.royalorchidhotels.c
Criteria of making payments to non-	Yes		www.royalorchidhotels.c
Policy on dealing with related party	Yes		www.royalorchidhotels.c
Policy for determining 'material' subsidiaries	Yes		www.royalorchidhotels.c
Details of familiarization programs imparted	Yes		www.royalorchidhotels.c
Email address for grievance redressal and other relevant details entity who are	Yes		www.royalorchidhotels.c om/investors
Contact information of the designated	Yes		www.royalorchidhotels.c
Financial results	Yes		www.royalorchidhotels.c
Shareholding pattern	Yes		www.royalorchidhotels.c
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes		www.royalorchidhotels.c om/investors
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		www.royalorchidhotels.c
Credit rating or revision in credit rating	Yes		www.royalorchidhotels.c
Separate audited financial statements of	Yes		www.royalorchidhotels.c
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.royalorchidhotels.c om/investors
Materiality Policy as per Regulation 30	Yes		www.royalorchidhotels.c
Dividend Distribution policy as per	Not		
It is certified that these contents on the	Yes		www.royalorchidhotels.c
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<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), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	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)	Not Applicable	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	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>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	22	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	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 Annual Secretarial Compliance Report</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Alternate Director to Independent Director</i>	24(A) 25(1)	Yes Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent</i>	25(10)	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	
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Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information	
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Name : **Ranabir Sanyal**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE IV

%symbol%	%companyName%	%quarterEnded%
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(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
0	0	0	0	0	0	0	0

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	150000000	0

(D) If the Listed Entity would like to provide any other information the same may be indicated here

The Audit Committee and the Board of Directors of Royal Orchid Hotels Limited, at their meeting(s) held on February 11, 2022 have approved the proposal to provide security upto Rs. 15 Cr. towards loan of Subsidiary Company, Maruti Comforts & Inn Private Limited. The same was intimated to stock exchange on 12.02.2022

Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

Company Remarks in case of non-compliant status

Name: Amit Jaiswal
Designation: Chief Financial Officer
Place: Bangalore
Date: 21-Apr-2022