

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - **ROYAL ORCHID HOTELS LIMITED**
 2. Quarter ending - **30-09-2020**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent 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	Memberships in Committees of the Company	Remarks
Mr.	Chanderkamal Balje	00081844	ACTPB3357L	C & ED	MD	03-Sep-1992	25-Mar-2020			21-Feb-1951	NA		1	0	1	0	SC	
Mr.	Sunil Sikk	00083032	AAUPS4596D	NED		30-Sep-	28-Sep-			24-	NA		1	0	0	0		

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Mr.	Keshav Balje	00344855	AKYPB2322A	NED		11-Nov-2019	11-Nov-2019			16-Dec-1983	NA		1	0	0	0		
Mr.	Vivek Mansingh	06903079	AGIPM1405B	ID		12-Aug-2016	12-Aug-2016		49	03-Apr-1956	NA		1	1	2	1	AC,SC,NRC	
Mr.	Naveen Jain	00051183	AAMPJ6938N	ID		25-Oct-2016	25-Oct-2019		47	04-Jun-1958	NA		2	2	8	2	AC,SC,NRC	
Ms.	Lilian Jessi Paul	02864506	ADQPP4942D	ID		02-Nov-2017	02-Nov-2017		34	02-May-1970	NA		3	3	4	0	AC,NRC	

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

ii. **Composition of Committees**

a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Naveen Jain	ID	Chairperson	25-Oct-2016	
2	Vivek Mansingh	ID	Member	12-Aug-2016	
3	Lilian Jessie Paul	ID	Member	02-Nov-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Vivek Mansingh	ID	Chairperson	12-Aug-2016	
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

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

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Lilian Jessie Paul	ID	Chairperson	02-Nov-2017	
2	Vivek Mansingh	ID	Member	12-Aug-2016	
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
	27-Jul-2020	Yes	4	2
	14-Sep-2020	Yes	6	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	0

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		27-Jul-2020	Yes	4	2
Audit Committee		14-Sep-2020	Yes	6	3
Nomination & Remuneration Committee		14-Sep-2020	Yes	6	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	0

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</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	

Disclosure of notes on related party	
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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:

%affirmComments%

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

ANNEXURE III

Affirmations

<i>Broad Heading</i>	<i>Regulation Number</i>	<i>Compliance Status</i>	<i>Company Remark</i>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Not Applicable	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Not Applicable	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Not Applicable	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Not Applicable	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Not Applicable	

Note:

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