



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 13, 2017

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 30.09.2017

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, 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: 30.09.2017

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 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.	Vijay Kumar Rekhi	AALPR6446A 00191298	Independent Director	06.07.2011	30.09.2017	6 years 02 Months	1	1	Nil	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 30.09.2017	
Mr.	Sunil Sikka	AAUPS4596D 00083032	Non-Executive Director	07.08.2015							1	Nil	
Mrs.	Sunita Baljee	ADSPB5553C 00080737	Non-Executive Director	01.04.2015							1	Nil	
Mr.	Vivek Mansingh	AGIPM1405B 06903079	Independent Director	12.08.2016			1 year 1.5 month				2	1	Original date of appointment was 12.08.2016 and term of office was regularised by shareholders on 29.09.2016 to hold office as independent director till 11.08.2021



Mr.	Naveen Jain	AAMPJ6938N 00051183	Independent Director	25.10.2016		11 months 6 days	1	4	1	Date of appointment was 25.10.2016 for period of Three years
-----	-------------	------------------------	-------------------------	------------	--	------------------------	---	---	---	--

SPAN 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) ⁵	Chairman /Member
1. Audit Committee	1. Mr. Naveen Jain 2. Mr. Vijay K. Rekhi 3. Dr. Vivek Mansingh	Independent Director Independent Director Independent Director	Chairman Member Member
2. Nomination & Remuneration Committee	1. Mr. Vijay K. Rekhi 2. Dr. Vivek Mansingh 3. Mr. Naveen Jain	Independent Director Independent Director Independent Director	Chairman 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

⁵ 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)
May 29, 2017	August 10, 2017	73 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 *
August 10, 2017	Yes	May 29, 2017	73 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	Compliance status (Yes/No/NA)refer note below
Subject	
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

R. Sanyal

Ranabir Sanyal
Company Secretary & Compliance Officer



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	Broad heading	Regulation Number	Compliance status (Yes/No/NA) ^{refer note below}
	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)	Yes
	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
	Presence of Chairperson of the nomination and remuneration committee at the Annual General Meeting	19(3)	Yes
	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		

For Royal Orchid Hotels Limited

Ranabir Sanyal
 Company Secretary & Compliance Officer