



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: April 06, 2019

**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 Fourth Quarter ended 31.03.2019

Pursuant to Regulation 27(2)(a) of the LODR, please find the enclosed herewith, Quarterly Compliance Report on Corporate Governance for the Fourth Quarter ended 31.03.2019.

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
FCS-7814**

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 : **31.03.2019**

I. Composition of Board of Directors:

| Title (Mr./Ms) | Name of the Director | DIN | PAN | Category (Chairperson /Executive/Non- Executive/ Independent/ Nominee) | Date of Appointment | Tenure in Months | No of 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 |
|---------------------------|---------------------------------|------------|-------------|---|--------------------------------|---------------------------------|---|--|---|
| Mr. | Chander Kamal Baljee | 00081844 | ACTPB3357L | Managing Director (Executive Director) | 01.04.2015 | NA | 1 | 1 | 0 |
| Mr. | Sunil Sikka | 00083032 | AAUPS4596D | Non- Executive Director | 07.08.2015 | NA | 1 | 0 | 0 |
| Mrs. | Sunita Baljee | 00080737 | ADSPB5553C | Non- Executive Director | 01.04.2015 | NA | 1 | 0 | 0 |
| Mr. | Vivek Mansingh | 06903079 | AGIPM1405B | Independent Director | 12.08.2016 | 31 months | 2 | 3 | 1 |
| Mr. | Naveen Jain | 00051183 | AAAMPJ6938N | Independent Director | 25.10.2016 | 29 months | 2 | 8 | 2 |
| Ms. | Lilian Jessie Paul | 02864506 | ADQPP4942D | Independent Director | 02.11.2017 | 16 Months | 3 | 4 | 0 |

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. Naveen Jain 1. Dr. Vivek Mansingh 2. Ms. Lilian Jessie Paul | Independent Director Independent Director Independent Director | Chairman Member Member |
| 2. Nomination & Remuneration Committee | 2. Ms. Lilian Jessie Paul 3. Dr. Vivek Mansingh 4. 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:

| 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) |
|---|---|---|
| <i>October 31, 2018</i> | <i>February 04, 2019</i> | <i>95 Days</i> |

IV. Meeting of Committees:

| Name of the 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 * |
|--|---|---|---|--|
| <i>Audit Committee</i> | <i>February 04, 2019</i> | <i>Yes</i> | <i>October 31, 2018</i> | <i>95 Days</i> |
| <i>Stakeholders Relationship Committee</i> | <i>February 04, 2019</i> | <i>Yes</i> | <i>October 31, 2018</i> | <i>95 Days</i> |

*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. 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 |

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:

For Royal Orchid Hotels Limited

RANABIR
SANYAL

Digitally signed by RANABIR SANYAL
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o=Royal Orchid Hotels
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serialNumber=+1704880640521468F58033a
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Ranabir Sanyal
Company Secretary & Compliance Officer
FCS-7814

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 (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) | NA |
| <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

**RANABIR
SANYAL**

Digitally signed by RANABIR SANYAL
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st=Maharashtra,
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Date: 2019.04.15 11:33:04 +05'30'

Ranabir Sanyal
Company Secretary & Compliance Officer
FCS: 7814