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 17, 2020

The Manager
Department of Corporate Services
Bombay Stock Exchange Limited
Regd. Office: Floor 25, P J Towers
Dalal Street
Mumbai – 400 001
BSE Scrip Code: 532699

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
NSE Scrip Code: ROHLTD

Dear Sir,

Subject: Submission of Annual Report for Financial Year 2019-2020

Pursuant to Regulation 34(1) of SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015, we are enclosing herewith Annual Report of the Company for Financial Year 2019-20 alongwith the notice of 34th Annual General Meeting of the Company being sent to the members through electronic mode.

The Annual Report including Notice is also uploaded on the Company's website and can be accessed at www.royalorchidhotels.com

Please take the above intimation on record and kindly acknowledge.

Thanking You,

Yours Sincerely
For Royal Orchid Hotels Limited

RANABIR SANYAL
Digitally signed by RANABIR SANYAL
Date: 2020.10.17 17:18:28 +05'30'

Ranabir Sanyal
Company Secretary & Compliance Officer
FCS-7814

Encl: As above

ANNUAL REPORT

ROYAL ORCHID HOTELS | RE:GEN:TA HOTELS



2019 2020

www.royalorchidhotels.com

Dear Shareholders,

The year 2019 marks the end of a decade. Over the past 10 years our economy grew from strength to strength and helped increase consumer purchasing power, which in turn fuelled record growth in the hospitality industry. On the back drop of this healthy growth, Royal Orchid Hotels Ltd. (ROHL) continued to post positive growth in revenue and profitability through the years.

Our consolidate revenue in the financial year 2019 – 20 was ₹ 205 Cr, while the same was ₹ 203.83 in 2019. The EBIDTA for 2019 - 20 is ₹ 45.32 Cr, the same was ₹ 48.82 Cr in 2018 -19. Relating to this the profit after tax (PAT) stands at ₹ 5.08 Cr in 2019 - 20 vs. ₹ 13.11 Cr in 2018 - 19. The earnings per share (EPS) in 2019 -20 is ₹ 2.04, Vs ₹ 4.83 in 2018 - 19.

As the year and the decade came to a close, COVID-19 struck and the pandemic caught us all of us off guard, and so far it has had an overwhelming impact on all countries and economies around the world. Though the pandemic has not yet ended it continues to affect economic activities and people's lives. I would like to extend my deepest sympathy not only to our employees and their families but also to all people who have been affected by it.

FY 2020 has been a challenging year for us as the entire country witnessed a sharp deceleration in growth with Hospitality being amongst the worst-hit industries. We have faced unprecedented demand slowdown and revenue challenges due to the strategies adopted to flatten the COVID-19 curve such as country and city lockdowns, social distancing, stay-at-home orders, travel and mobility restrictions.

In view of these developments, we had taken substantial steps to preserve liquidity and mitigate the impact of extremely low levels of demand. In addition to reducing our operating expenses dramatically, we revised our organisation strategy to become more agile. We also started several initiatives such as the management development & multi skilling program through which we succeeded at rationalising costs, improving efficiency & customer experience, and to help upskill managers for our forthcoming properties. Our priority during the lockdown was also to implement safety SOP's at the hotels to minimise the impact of the COVID – 19 viruses.

The influx of international arrivals is traditionally the globally accepted barometer of any tourism economy's success. In India, foreign tourists represent less than 1% of tourism activity. The lion's share of tourism activity being domestic, India's travel and tourism sector will largely be insulated from the immediate aftermath of the pandemic.

The silver lining here is that domestic tourism is expected to steadily rise again over the year as domestic flights have resumed and interstate travel restrictions have been rolled back.

A KPMG India tourism report on Indian domestic travel and tourism estimates that tourism activity will touch 2.8 billion by 2022. The drivers of growth could be two-fold. First, Peoples pent up need to travel after coming out of a long and painful lockdown. Second, 40 million Indians who would have otherwise planned to vacation overseas are largely restricted to domestic travel. With 60 + hotels totalling 4000+ keys across 38 cities in India, Royal Orchid Hotels is poised to seize these opportunities and grow.

We have always endeavoured to offer an exceptional experience to guests, strengthen our market position and achieve transformative growth, and we have made significant inroads in meeting these objectives. In line with our goals to remain asset-light, we have been adding management contracts to our portfolio aggressively. As of August 2020, The Royal Orchid Hotels' network has been diversified among 11 owned/leased hotels and 49 managed and franchise hotels. Through this strategy, we continue to create value by operating a best-in-class portfolio of hotels across India.

As an organisation rooted in Indian values, our priority during the lockdown was also to help our fellow citizens in any way we could. We offered free meals to migrant workers through the lockdown. Some of our hotels were even converted to quarantine centres. These activities undertaken are over and above the existing CSR initiatives. In the year 2019-20, the company has contributed to 23.99 Lacs towards CSR expenditure including skill development program which has enabled the youth to get jobs across the industry.

2020 might have started on a challenging note, but I continue to remain bullish on the future of the industry, the economy and our group as we possess all the underlying drivers required to grow and achieve all our milestones.

I am thankful to our guests and shareholder for the support they have extended and the confidence they have placed in us. We are on a mission to build the best-in-class portfolio of hotels and I'm optimistic about the prospects the future holds for us.



Chander K Baljee
Chairman & Managing Director
Royal Orchid & Regenta Hotels

Board of Directors



Chander K. Baljee
Chairman & Managing Director



Lilian Jessie Paul
Independent Director



Vivek Mansingh
Independent Director



Naveen Jain
Independent Director



Sunil Sikka
Non-Executive Director



Keshav Baljee
Non-Executive Director

Management Team



Amit Jaiswal

Chief Financial Officer
E: cfo@royalorchidhotels.com



Prashant Mehrotra

Chief Operating Officer
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Vikas Passi

Vice President – Operations (West)
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Perkin Rocha

Vice President – Operations (North)
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Shiwam Verma

AVP – Operations
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Umesh Tiwary

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Moumita Mukherjee

VP - Sales & Operations
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Rajiv Achuthan

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Asma Begum

Director – Franchise Hotels &
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Syed Anzar Ahmed

Head - Revenue Management
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Selvaraj

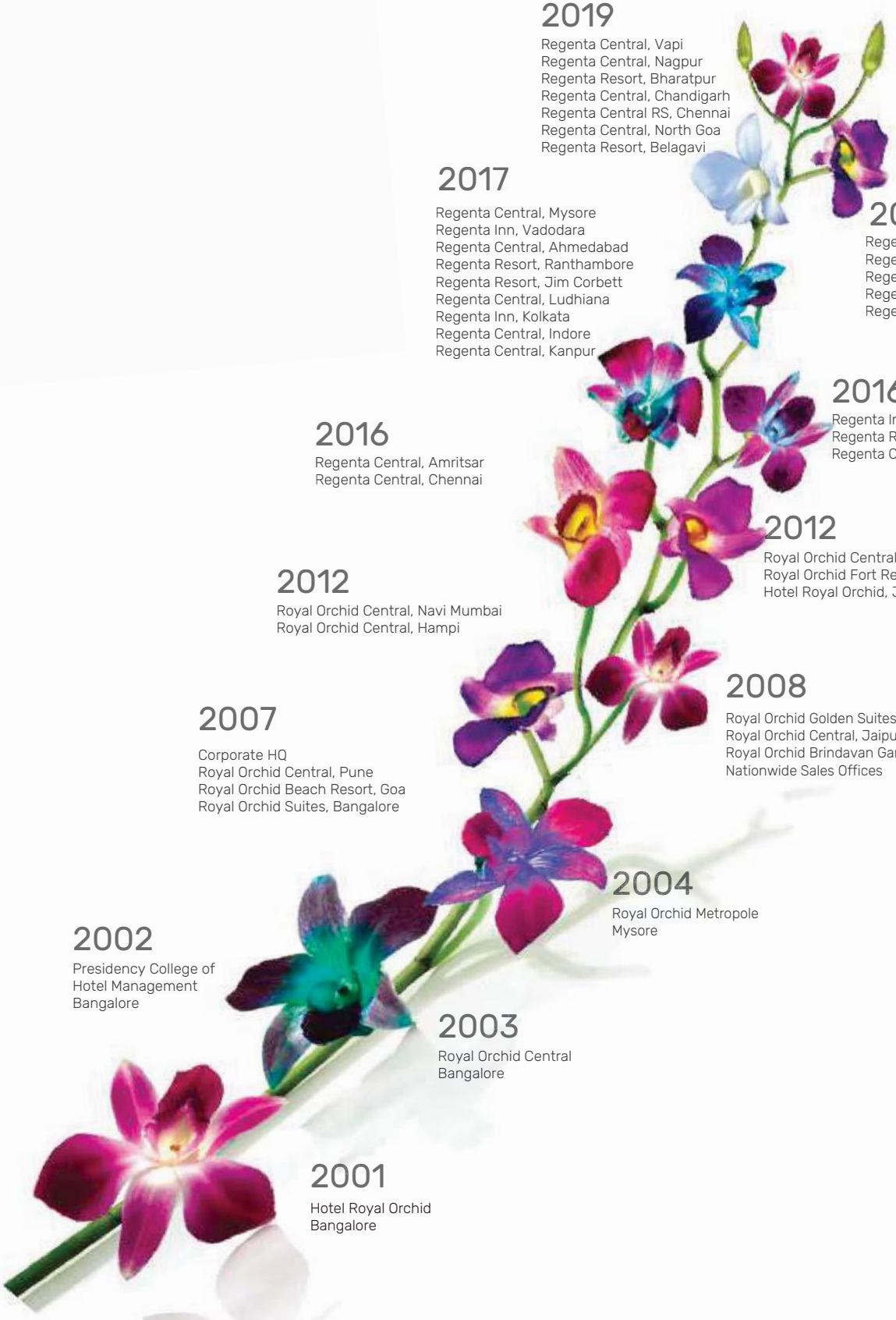
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Ranabir Sanyal

Company Secretary
& Compliance Officer
E: cosec@royalorchidhotels.com

Milestones



2019-20

Regenta Inn, Ranip, Ahmedabad
Regenta Inn, Kullu Manali
Regenta Place Mandrem, Goa
Regenta Place, Mahabaleshwar
Regenta Inn, Rishikesh
Regenta Place, Pench
Regenta Inn, Indiranagar, Bangalore

2019

Regenta Central, Vapi
Regenta Central, Nagpur
Regenta Resort, Bharatpur
Regenta Central, Chandigarh
Regenta Central RS, Chennai
Regenta Central, North Goa
Regenta Resort, Belagavi

2018

Regenta Resort, Pushkar
Regenta Resort, Nashik
Regenta Central, Srinagar
Regenta Resort, Bharatpur
Regenta Central, Dahej

2017

Regenta Central, Mysore
Regenta Inn, Vadodara
Regenta Central, Ahmedabad
Regenta Resort, Ranthambore
Regenta Resort, Jim Corbett
Regenta Central, Ludhiana
Regenta Inn, Kolkata
Regenta Central, Indore
Regenta Central, Kanpur

2016

Regenta Inn, Bangalore
Regenta Resort, Varca Beach, Goa
Regenta Central Jhotwara, Jaipur

2016

Regenta Central, Amritsar
Regenta Central, Chennai

2012

Royal Orchid Central, Shimoga
Royal Orchid Fort Resort, Mussoorie
Hotel Royal Orchid, Jaipur

2012

Royal Orchid Central, Navi Mumbai
Royal Orchid Central, Hampi

2008

Royal Orchid Golden Suites, Pune
Royal Orchid Central, Jaipur
Royal Orchid Brindavan Garden, Mysore
Nationwide Sales Offices

2007

Corporate HQ
Royal Orchid Central, Pune
Royal Orchid Beach Resort, Goa
Royal Orchid Suites, Bangalore

2004

Royal Orchid Metropole
Mysore

2002

Presidency College of
Hotel Management
Bangalore

2003

Royal Orchid Central
Bangalore

2001

Hotel Royal Orchid
Bangalore

* Hotels Opened FY 19

RE:GEN:TA HOTELS

ROYAL ORCHID HOTELS



Explore
our portfolio of
60+
Hotels
across India



Regenta Central Antarim, Ahmedabad

A much sought-after destination among travelers and entrepreneurs, Ahmedabad attracts people for both luxury and business. Regenta Central Antarim is strategically located along the city's CG Road, Navarangapura, in the vicinity of major industrial centers.

With four categories, the hotel offers comfortable living spaces with a mix of contemporary interiors and traditional wall art. There are three dining outlets at the hotel specializing in oriental cuisine, world cuisine and fresh offerings from the bakery. It also has numerous banqueting options to host MICE events, weddings and other social gatherings.



72 Rooms | 03 F&B Outlets



Regenta Inn Ranip, Ahmedabad

Regenta Inn Ranip, Ahmedabad is a business hotel adjoining the Arved Transcube Mall. Our hotel is located close to both the airport and the railway station, making it an ideal base for leisure and business travelers.

Our 102 rooms are beautifully appointed and are a blend of elegant and contemporary design. Our hotel offers extensive conference and banqueting facilities, which make it an ideal venue for an important business meeting, special event or a stylish wedding. Whether you're on a break or on a business trip, you will leave refreshed.



102 Rooms | 01 F&B Outlet

Hotel Opened in Q2, 2019



Regenta Central, Amritsar

Whether you're in Amritsar for a productive busness meeting or on a vacation, the Regenta Central Amritsar has the perfect room for you. The hotel is just 1.5kms from the Golden Temple, 12kms from Amritsar International Airport, 3km from Amritsar Railway Terminal, and popular markets.

Book one of our 38 comfortable rooms for an excellent stay in the heart of the city. The hotel also hosts large social gatherings and corporate events in its elegant banquet halls in close proximity.



38 Rooms | 02 F&B Outlets | 05 Banquet Halls



Hotel Royal Orchid, Bangalore

Hotel Royal Orchid Bangalore is located near Indiranagar. A 5-star hotel adjacent to the Karnataka Golf Association and 1.4 Km away from Embassy Golf Links Business Park. The hotel is one destination of choice for discerning travellers.

195 rooms of the hotel are categorized into - the Deluxe Room, the Royal Club Room, One-Bedroom Apartment, Orchid Suite and the Royal Suite. The hotel features 3 banquet halls, a poolside lounge and a lawn ideal for hosting social and corporate events. The hotel offers a variety of dining options, this hotel has Limelight- a multi-cuisine restaurant, Tiger Trail - an Indian specialty restaurant, Ginseng- a Pan Asian restaurant and Jeff's- a restobar and lounge.



195 Rooms | 04 F&B Outlets | 04 Banquet Halls & Lawns



Royal Orchid Central, Bangalore

Located in the center of the city just off MG Road, Royal Orchid Central, Bangalore is just 5 minutes from important attractions like Cubbon Park and key attractions. Situated in proximity to the Central Business Districts, it is an ideal hotel for business travelers.

The 130 rooms of this hotel are divided into 3 categories - Standard Rooms, Club Rooms and Executive Suites. Allowing guests to conveniently host corporate events, business meetings and social events, the hotel offers 4 banquet halls, 1 boardroom and 1 roof terrace. The hotel has an Infinity spa and a fitness, center accompanied by an award-winning oriental bar and kitchen named Ging, a multi-cuisine restaurant, Pinxx and also a co-working Café.



130 Rooms | 03 F&B Outlets | 06 Banquet Halls



Regenta Inn, Devanahalli, Bangalore

Regenta Inn located in Devanahalli, is 10 minutes away from Kempegowda International Airport. The boutique hotel allows access for business travelers and tourists in Bengaluru.

Regenta Inn offers a stay in 40 rooms categorized into Superior Room, Executive Suite and Suite. Burgundy is the multi-cuisine restaurant of this hotel, which is well known for its local delicacies. Guests can also make use of the fitness center offered by the hotel.



40 Rooms | 01 F&B Outlet



Royal Orchid Resort & Convention Centre, Bangalore

Royal Orchid Resort & Convention Centre, one of the luxury resorts in Bangalore, is surrounded by 8 acres of tropical gardens and lush green lawns. The resort is located in close proximity to booming business centers. Providing accommodation in three categories - Deluxe Rooms, Superior Rooms and Luxury Cottages - the hotel features 54 rooms.

'9th Mile Dhaba' offers Indian delicacies. The resort also has a bar and multi-cuisine restaurant, 'Verve'. The resort's convention facility and huge lawns can cater to any event between 100 – 1000 guests and will be an ideal venue for corporate events and social gatherings. Perfect for weekend getaways and short holidays, the resort also has various games and activities available for guests.



54 Rooms | 02 F&B Outlets | 05 Banquet Halls & Lawns



Royal Orchid Suites, Bangalore

Royal Orchid Suites is strategically located at Whitefield between the heart of the city and other business areas of the Silicon city. The strategic location makes it a perfect hotel for business and leisure travelers.

The hotel provides stylish 88 rooms and suites in three categories: Studio Suite, Executive Suite and Duplex Suite. Other than providing comfortable accommodation, it has a swimming pool, a gymnasium, billiards and a squash court. Burgundy; the multi-cuisine restaurant and Blend- lounge and bar - provides all-day dining for customers. The lawn and boardroom of this hotel allows guests to conduct social and social events.



88 Rooms | 02 F&B Outlets | 02 Banquet Halls & Lawn



Regenta Place, Bangalore

Regenta Place, Bangalore occupies a prime location in the city. Being a favorable 4-star hotel for the business as well as leisure travelers, it is situated in a radius of 4 km from famous tourist spots such as Bangalore Palace, Cubbon Park, UB City and Indian Express.

This hotel comprises of 83 rooms that are divided into three categories: Standard Room, Deluxe Room and Suite. This hotel is equipped with an Indian cuisine restaurant named 'Tiger Trail'. Besides accommodation and restaurants, the hotel builds on its reputation with 4 well-appointed event spaces.



83 Rooms | 01 F&B Outlet | 04 Banquet Halls



Regenta Resort Bharatpur

Regenta Resort Bharatpur is well connected to the Jaipur International Airport and Bharatpur Junction. Comprising of 3 categories of rooms: Premium Rooms, Executive Suites and Presidential Suites, the hotel is a perfect choice for leisure travelers.

Our spacious banquet halls and lawns can accommodate up to 1000 guests for MICE events, weddings and social gatherings. Dine at Pinxx, our in-house coffee shop, as we serve you, various multi-cuisine delicacies. We also have a few recreational facilities for our guests - a swimming pool, spa, indoor activities and a fitness center.



49 Rooms | 01 F&B Outlet | 04 Banquet Halls & Lawn



Regenta Central Harimangla, Bharuch

Regenta Central Harimangla is 5 km away from the city's major commercial and tourist centers like the railway station, Golden Bridge and Surpaneshwar Shiva Temple.

The hotel comprises of 104 rooms and suites, which have been divided into five categories: Executive Rooms, Deluxe Rooms, Hollywood Twin Rooms, Suites and Presidential Suites. The hotel also has two multi-cuisine dining outlets: Pinxx and Sky Light. The hotel also features 4 banquet halls.



104 Rooms | 02 F&B Outlets | 04 Banquet Halls & Lawn



Regenta Resort, Bhuj

Regenta Resort is a luxury resort in Bhuj (Gujarat), located in the vicinity of the Mirzapur Highway. This resort in Bhuj is one of the most preferred hotels for both business activities and families traveling for holidays or weekend getaways. Regenta Resort Bhuj has an inventory of 65 rooms, which have been classified into four categories: Heritage, Executive, Deluxe Rooms and Heritage Huts.

Each of these rooms is designed keeping in mind the various needs of guests, ensuring a comfortable stay at a competitive price. The resort has two multi-cuisine dining outlets – Gazebo (featuring a live kitchen) and B-Zaika. Its banquet halls and open-air venues are well suited for corporate activities and large-scale family gatherings. The gymnasium, spa and swimming pool are some of the recreational facilities that this luxury resort in Bhuj offers.



65 Rooms | 02 F&B Outlets | 02 Banquet Halls & Lawn



Regenta Resort, Belagavi

Amidst the picturesque Western Ghats of Karnataka, at the foothills of the Sahaydri range lies Belagavi, an ancient town which enamours travellers from across the world. A brand new destination, the Regenta Resort Belagavi with it's 58 rooms & cottages is designed to offer a calm just enough to surprise you, a lively ambience to rejuvenate you, and warm service to delight you.

Located on the old Belagavi - Goa road, our contemporary resort offers rooms and villas which promise space, privacy, unmatched views and a great night of sleep. Guests can indulge at Limelight, our all-day dining restaurant offering cuisine that pleases versatile palates.



58 Rooms | 02 F&B Outlets | 02 Banquet Halls & Lawn



Regenta Central Deccan, Chennai

Chennai, known as the 'Detroit of India', is the cultural capital of Southern India. Regenta Central Deccan, located in the city-centre, Royapettah, is just 10 minutes away from Marina Beach. It features two categories of Luxury Suites and Superior Rooms with complimentary Wi-Fi and a well-stocked mini-bar in each room.

Regenta Central Deccan has space to host various corporate and social events at its spacious banquet halls and boardrooms. It has two F&B outlets – Olives, a multi-cuisine restaurant and Maami Samayal- a south Indian restaurant, and a bar. Apart from quality accommodation and good food, the hotel also offers options for rejuvenation with a spa and a gym.



93 Rooms | 03 F&B Outlets | 04 Banquet Halls



Regenta Central RS, Chennai

Regenta Central RS, Chennai, a business hotel, offers an ideal blend of comfort and convenience. Ideal for business travellers, the hotel is just 10 minutes away from Sipcot IT Park which houses all the major corporations. The hotel is adjacent to Marina Mall, one of the biggest malls on OMR. The hotel offers a beautiful view of the city from its rooms and restaurants. Our service reflects our tradition of warm and impeccable hospitality.

The 120 tastefully furnished rooms provide a comfortable stay and are equipped with contemporary amenities. For business or leisure, the hotel offers you all that you may need. From intriguing flavors of Indian cuisine to global delicacies, our fine-dining restaurants bring together these great contrasts. Savor refreshing spirits and delve into our delectable delicacies that will leave you speechless.



120 Rooms | 03 F&B Outlets | 04 Banquet Halls



Regenta Central Cassia, Chandigarh

Regenta Central Cassia, is a business hotel that provides luxurious accommodation and excellent services for business travelers. The hotel is located close to the airport, offering a convenient location for those traveling to Chandigarh on business.

We provide a choice of 50 luxurious and well-appointed rooms. Our rooms are designed to ensure that your stay is comfortable. We provide you with an atmosphere of ease and coziness. The banquet halls and meeting rooms promise an inviting venue for all events. Our restaurant offers a variety of multi-cuisine dishes to tickle every guest's taste buds.



50 Rooms | 01 F&B Outlet | 02 Banquet Halls



Regenta Resort Pushkar Fort, Pushkar

Regenta Resort Pushkar Fort, a boutique resort in Pushkar is close to major business centers transit points of the city and railway station.

The resort features 8 Standard Rooms, 50 Haveli Rooms, and 12 Regal Heritage Rooms.

Each of these affordably priced rooms has modern-day comforts with traditional décor and a dash of luxury. With banquet facilities, this heritage property is suitable for hosting weddings, social and MICE events. It houses a multi-cuisine restaurant, Rajwada, and a swimming pool for recreation.



70 Rooms | 01 F&B Outlet | 02 Banquet Halls & Lawn



Regenta Central Rajkot

Conveniently situated at the prime location in Rajkot, Kalawad Road, Regenta Central Rajkot is located 7 Km away from tourist spots such as the Rotary Dolls Museum, Kaba Gandhi No Delo and Watson Museum. It's also easily accessible from the airport, the railway station and the bus stand.

Regenta Central, Rajkot provides accommodation in three categories of rooms named Deluxe Rooms, Executive Rooms and Suites. The hotel has a multi-cuisine restaurant, Pinxx, offering a wide range of culinary delights. The two banquet halls in the hotel are used for social and business events and can be clubbed together for bigger gatherings.



60 Rooms | 01 F&B Outlet | 03 Banquet Halls



Regenta Central Hestia, Dahej

Located off the coastline of Gujarat, the city of Dahej is known for its bustling trade and commerce. Strategically situated at a convenient distance of 12 km from the highway to Bharuch, Regenta Central Hestia, Dahej is a suitable destination for transit and long-stay travelers. This hotel in Dahej is situated in the vicinity of major industrial hubs and tourist points.

Regenta Central Hestia, Dahej offers 69 rooms to stay in, which have been segregated into different categories such as Standard Rooms, Deluxe Rooms, Superior Rooms and Executive Suites. We also have Pinxx- our multi-cuisine coffee shop. With well-equipped banquet halls, we are adept at handling MICE events. We have a swimming pool and a gym for guest to unwind.



69 Rooms | 01 F&B Outlet | 03 Banquet Halls & Lawn



Regenta Inn, Dwarka

One of the seven most ancient religious cities of India, Dwarka, Gujarat, is also known as the 'Gateway to Heaven'. Thousands of devotees visit this destination to explore the birthplace of Lord Krishna who also had his kingdom here. While planning a visit to the famous Dwarkadhish Temple and Sudama Setu, one can stay at Regenta Inn Dwarka, which is situated in a 2 km radius from the city's prominent temples, holy shrines and railway station.

Regenta Inn provides a comfortable stay at pocket-friendly prices. It also has a multi-cuisine vegetarian restaurant; Prasad and a coffee shop, which serves throughout the day. With 2 banqueting spaces, it is one of those hotels in Dwarka that is best suitable to host private, social and business gatherings.



57 Rooms | 02 F&B Outlets | 02 Banquet Halls



Royal Orchid Beach Resort & Spa, Goa

Nestled in South Goa's Uttroda Beach, the Royal Orchid Beach Resort & Spa is easily accessible from the Goa Airport & Madgoan Railway Station. Royal Orchid Beach Resort & Spa spans an area of five acres and has 73 rooms divided into 3 categories: Club Rooms, Luxury Suites and Royal Suites with Plunge Pool.

The resort has 3 banquet spaces and lawns for business and social events, the most popular of which are beach weddings. It has a multi-cuisine all-day restaurant; Cosmos, a poolside bar; Sunken Bar, and Barbeque by the Pool for grills, sizzlers and steaks. It has several recreational options such as a swimming pool, a fitness center, spa, a gaming zone, karaoke, an in-house water park and a kids' play area.



73 Rooms | 03 F&B Outlets | 06 Banquet Halls & Lawns



Regenta Resort Varca Beach, Goa

Regenta Resort Varca Beach is just 5-minutes away from the Varca Beach and is well connected to the Goa International Airport and Madgaon Railway Station. Popular tourist destinations of the city such as Uttroda Beach & Colva Beach and major financial centers are also in the same vicinity.

48 comfortable rooms categorized into: Deluxe Rooms, Pool View Rooms and Luxury Suites. The resort has a poolside restaurant; Aqua Grill; and a coffee shop, Pinxx. With lush green lawns and banquet halls, it is an ideal location for corporate events, product launches and other social gatherings. It also has recreational options for guests including a swimming pool, a gaming zone, a children's room and a gym.



48 Rooms | 02 F&B Outlets | 01 Banquet Hall



Regenta Central, North Goa

Regenta Central North Goa is a premier business and leisure hotel. The hotel is surrounded by commercial offices and shopping centers, hence making it an ideal place for business travelers and vacationers both. The hotel is well connected to the airport and the railway station.

46 tastefully furnished rooms offer all amenities of a business hotel and make your stay comfortable and pleasant. We have Club Rooms and Suite Rooms which are designed with all essential comforts. All the double bedrooms offer a great view of the club road and greens lawns outside.



46 Rooms | 01 F&B Outlet



Regenta Orkos, Haridwar

Easily accessible from strategic transit points such as the main Haridwar-Rishikesh highway and the Railway Station is Hotel Regent Orkos. This hotel in Haridwar is conveniently located within a radius of 10 km from prominent places such as Mansa Devi Temple and Har ki Pauri along the banks of the holy Ganga River.

Regenta Orkos also has three venues with modern facilities to host your MICE events and social gatherings. We also offer luxury at an affordable price to our guests by providing them with numerous accommodation options - Royal Club Rooms, Executive Suites and Presidential Suites. Each of these rooms is furnished in a way to facilitate a seamless stay for the guests. We also have a multi-cuisine restaurant, Limelight, and a bar – Salsa. There are also other facilities to unwind in our hotel – a gym and a spa.



56 Rooms | 02 F&B Outlets | 02 Banquet Halls



Royal Orchid Central, Kireeti, Hampi

Hotel Royal Orchid Central Kireeti is located in Hampi, the ancient capital of "the city of Victory", Vijayanagar. Hampi is a World Heritage Site and rich in mineral resources that are visited by leisure as well as business travelers. This hotel is strategically located just a minute away from the Hospet Railway Station and is 13 Km away from famous tourist spots such as Hampi Bazaar, Royal Enclosure Hampi and Matunga Hills.



Rooms are categorized into: Deluxe Rooms, Executive Suites and Presidential Suites. A gym and a swimming pool let the guests have a relaxing experience while staying at Hotel Royal Orchid Central, Kireeti. Enabling guests to host events and weddings right inside the hotel, we provide a banquet hall, a board room and a lawn. The hotel has Echo, a coffee shop, a Mix-Lounge Bar, The Regal Garden, an Indian cuisine restaurant and Sunken Bar - a poolside bar.

135 Rooms | 04 F&B Outlets | 03 Banquet Halls & Lawn



Regenta Central, Indore

Strategically located in close proximity of Indore's major industrial hubs, Regenta Central Indore is located on the Mangliya bypass. It is also accessible from the major tourist places in the city; thus making it a suitable destination for tourists. Regenta Central Indore features 50 rooms and suites, which have been clubbed into categories such as Superior Rooms, Executive Rooms and Suites.



All rooms have been equipped with modern-day comforts to facilitate a seamless stay for guests. It also has a banqueting arrangement for MICE events and social get-together like weddings. The hotel in Indore also has dining options; It has two bistros - Bistro 76 & Fountain Café. It also has a multi-cuisine restaurant, Masala Craft. The hotel has a pool, gym and spa where guests can unwind.

50 Rooms | 03 F&B Outlets | 03 Banquet Halls & Lawn



Hotel Royal Orchid, Jaipur

Overlooking the Tonk Road, the city's business street, lies Hotel Royal Orchid, Jaipur which is the only hotel in Jaipur with eight plunge pool rooms. It is located just a few minutes away from Jaipur International Airport and Railway Station and has numerous places of interest, like Jal Mahal, Hawa Mahal, Jaipur Exhibition and Convention Centre and more within a 15 km radius.



With vast banqueting spaces, the hotel in Jaipur is the preferred destination for both weddings and corporate events. It has 139 rooms and suites, classified into Club Rooms, Deluxe Rooms, Plunge Pool Rooms, Suites and a Suite with a Pool. It features three dining outlets: Tiger Trail - a restaurant serving Indian delicacies, Limelight- an all-day multi-cuisine café and Salsa Bar - a multi-cuisine bar lounge. The hotel also has a beautiful rooftop swimming pool along with a gym.

139 Rooms | 03 F&B Outlets | 04 Banquet Halls & Lawns



Regenta Central Jal Mahal, Jaipur

Regenta Central Jal Mahal is situated in the heart of the city and is easily accessible from various business centers, the Airport and the Railway Station. Famous points of interest such as Amber Palace, Jaigarh Fort and Nahargarh Fort close to the hotel, making it a suitable destination for corporate and leisure travelers. Regenta Central Jal Mahal features an inventory of 57 rooms, which have been furnished with several amenities.

There are four restaurants: Pinxx - round the clock multi-cuisine coffee shop; Cafe Lounge - where you can enjoy beverages & snacks; a multi-cuisine Roof Top Lounge; and The Pinxx Bar. The hotel in Jaipur also has well-appointed venues for guests to host corporate events and social occasions such as weddings. It also has a rooftop pool overlooking the city.



57 Rooms | 03 F&B Outlets | 02 Banquet Halls



Regenta Central, Jaipur

Hotel Regenta Central Jaipur has some of the best state-of-the-art facilities and lavish décor its 70 comfortable rooms are well equipped to offer a pleasant and comfortable stay for the guests.

The hotel offers two pillarless banquet halls to host corporate meetings, weddings and other events; thereby, delivering the best facilities that any banquet halls in Jaipur could dream of. Further adding comfort to our guests is our 24-hour multi-cuisine restaurant Pinxx, which serves the best buffet and a-la-carte menu offering tasty Indian, Chinese and Continental delicacies for guests for a perfectly relaxing stay. Our hotel is undoubtedly the best choice of accommodation for all modern-day travelers visiting the area.



70 Rooms | 04 F&B Outlets | 02 Banquet Halls



Royal Orchid Central, Jaipur

Royal Orchid Central is located in the close proximity to the Jaipur Airport and Jaipur Railway Station and commercial hubs. Various tourist hubs such as Chandpol Bazaar, Bani Park and Hawa Mahal fall within a radius of 7 km from the hotel. This makes it a suitable location for business and leisure travelers. Hotel Royal Orchid Central has a banquet and board room where guests can plan various social, corporate and private events.

It features a total of 70 rooms, which have been labeled as Deluxe Rooms and Club Rooms. Priced economically, these rooms are equipped with features such as Wi-Fi, tea and coffee maker, electronic safe and minibar. The hotel has a rooftop swimming pool. There are four dining options: Ginseng- the award-winning Pan-Asian cuisine restaurant; Pinxx- the all-day coffee shop; Kloud- the multi-cuisine rooftop restaurant; and Bar - a multi-cuisine lounge.



70 Rooms | 04 F&B Outlets | 02 Banquet Halls



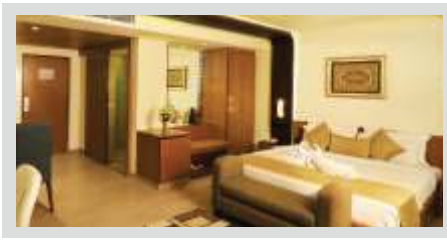
Regenta Resort Tarika, Jim Corbett

Nestled amidst the dense and pristine forests of Nainital district, Jim Corbett is a beautiful destination. Popular among wildlife enthusiasts, it draws a huge number of tourists and offers admirable sightseeing. Situated on the serene foothills of Kumaon, Regenta Resort Tarika, Jim Corbett is in Ramnagar. Surrounded by the Jim Corbett National Park on one side, it provides a scenic view of the Kosi River.

Regenta Resort Tarika features 45 rooms and cottages categorized as Deluxe Rooms/Cottages, Executive Cottages, Premium Rooms/Cottages and Royal Cottages. These rooms offer several complementary services. Enjoy a feast at our three multi-cuisine restaurants - Jungle Delight, Pinxx and Twilight. With a banquet hall, boardroom and an outdoor lawn, the resort is ideal for hosting several events, business meeting and other celebrations.



45 Rooms | 03 F&B Outlets | 02 Banquet Halls & Lawn



Regenta Orkos, Kolkata

Situated in Kasba, Regenta Orkos is a 3-star hotel in Kolkata is close to the Howrah Bridge. Being just 20 km away from Netaji Subhash Chandra Bose International Airport and Kolkata Railway Station Belgachia, it is easily accessible for travelers. Popular tourist attractions such as the Victoria Memorial, Indian Museum, Shaheed Minar and Eden Gardens are situated in a radius of 12 km from this hotel.

Hotel Regenta Orkos offers a swimming pool and a spa for all guests. With 67 rooms, this hotel provides comfortable accommodation in the centre of the city. A multi-cuisine restaurant named Orkos, a rooftop pool restaurant named Skyline and a Lounge Bar are the three dining options here. The three banqueting spaces allow guests to host business and social events.



67 Rooms | 03 F&B Outlets | 03 Banquet Halls



Regenta Inn Larica, Kolkata

Kolkata is a center of art, culture and history. Once known as the capital of British India, the city has various historic landmarks. Located on Biswa Bangala Road, Regenta Inn Larica is one of the best hotels in Kolkata, which is near Netaji Subhash Chandra Bose International Airport. Major attractions such as Eco Park, Mother's Wax Museum and Titumir Metro Station are within a radius of 5 km from this hotel.

Surrounded by many business centers, it becomes an ideal place to stay for travelers. Rooms are categorized into Premium Rooms, Executive Rooms and Suites. Dine at two restaurants, Breeze and Coriander, while staying at the Regenta Inn Larica. Offering two banquet spaces, this hotel provides options of hosting different types of events. The swimming pool available within the premises of the hotel provides a refreshing ambiance.



45 Rooms | 02 F&B Outlets | 03 Banquet Halls



Regenta Central The Crystal, Kanpur

Located on the mall road in this bustling city, Regenta Central The Crystal is easily accessible from the Airport and Kanpur Central railway station. The mall road houses several business centers and important offices, also lending their proximity to the hotel.

It is a major destination for corporate events and weddings in the city with a modern conference room and a beautiful banquet hall. Hotel Regenta Central The Crystal offers comfortable accommodation options with 44 Executive Rooms and 3 Executive Suites. There is a lively multi-cuisine restaurant on the first floor called Red Olive, and a rooftop lounge that can accommodate over 50 people at a time.



47 Rooms | 02 F&B Outlets | 02 Banquet Halls



Regenta Central Klassik, Ludhiana

Regenta Central Klassik is situated within a radius of 5 km from the city's major industrial clusters and tourist hubs such as Nehru Rose Garden and Leisure Valley Trail, making it a convenient choice for luxury and business travelers. Regenta Central Klassik has a North Indian specialty restaurant, Punjabi Bhatti and a 24*7 multi-cuisine café, Bon Appetite.

Guests can also enjoy premium spirits, wines, and beers at 'Starbar and Lounge'. Priced reasonably, the hotel accommodation features an inventory of 75 rooms divided into 4 categories: Standard Rooms, Club Rooms, Deluxe Suites, and Luxury Suites. The hotel in Ludhiana also has banquet halls and boardrooms where guests can host social or corporate affairs. It also has recreational facilities - a swimming pool, spa and gymnasium for guests to unwind.



75 Rooms | 03 F&B Outlets | 05 Banquet Halls



Regenta MPG Club, Mahabaleshwar

Regenta MPG Club, Mahabaleshwar, is a heritage property, which is over 100 years old and located in the lap of nature, converted into a beautiful resort. Constructed in an old colonial style, it is set amidst the lush tropical foliage of Mahabaleshwar. The city's vital business districts, main market and city bus stand are within a close distance from the resort, as well as the popular sites such as Venna Lake & Wilson Point.

It has conference halls and banqueting options, which make it suitable for facilitating weddings or corporate events. Rooms are categorized into – Standard, Deluxe and Suites. The resort also has two multi-cuisine dining options, including an open-air restaurant serving barbeque. It also has a swimming pool, spa, indoor and outdoor games, cycling and horse riding to make for a complete holiday.



32 Rooms | 01 F&B Outlet | 01 Banquet Hall & Lawn



Royal Orchid Fort Resort, Mussoorie

Fondly called the 'Queen of Hills', Mussoorie has been a prominent family holiday destination since the colonial era. Located amidst the quaint valleys and lakes of Mussoorie is the Royal Orchid Fort Resort. The hotel is situated near major tourist attractions such as Gun Hill Point, Mossy Falls and Mussoorie Lake.

The Royal Orchid Fort Resort houses several banquet halls with modern facilities to ensure hassle-free meetings and events. It also features 56 rooms and suites that have the comforts for all modern-day travelers. It also features a dining outlet, 'Pinxx', which is a multi-cuisine restaurant. It has a spa and a gym for your recreation.



58 Rooms | 01 F&B Outlet | 04 Banquet Halls



Royal Orchid Brindavan Garden Palace & Spa, Mysore

The Royal Orchid Brindavan hotel sits at the edge of the Brindavan Garden, it covers a vast area of 1.16 acres. Just 2.4 km away from KRS Waterfalls. The hotel is a favorite choice among leisure and MICE travelers.

A pet-friendly luxury hotel, rooms are categorized into: King-Size and Queen-Size. From Garden Café- a coffee shop to C.K.'s- a multi-cuisine restaurant and Elephant Bar, this hotel has various F&B options for guests. Its spacious banquet hall, KRS is perfect for hosting social and corporate events, including weddings.



24 Rooms | 03 F&B Outlets | 01 Banquet Hall



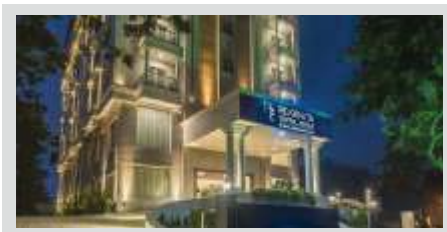
Royal Orchid Metropole, Mysore

Royal Orchid Metropole is located 2 km away from the Mysore Palace and 3.5 km away from Mysore Zoo and is spread across an area of 2.5 acres, the Hotel Royal Orchid Metropole consists of 30 rooms that are categorized into Royal Room, Heritage Room and Maharaja Suite.

It features two multi-cuisine restaurants- Shikari- known for its barbecued delights and Skan'del- with an open bar, Tiger Trail, Indian cuisine restaurant and High Tea, a lounge. There is a one-hour yoga class conducted from Monday to Saturday for all the in-house guests as well. The Royal Orchid Metropole also has three banquet and conference halls that are perfect for hosting business and social events.



30 Rooms | 04 F&B Outlets | 04 Banquet Halls & Lawn



Regenta Central Herald, Mysore

Regenta Central is a business class hotel in Mysore, which is located very close to the palace. It is near the other tourist attractions such as Tipu Sultan's Palace, Mysore Zoo and Chamundi Hill; and transit points, including the Railway Station.

Regenta Central Herald offers 70 rooms allowing guests to choose from the three categories: Deluxe Rooms, Executive Rooms and Suites. We have a multi-cuisine dining outlet, Pinxx. The boardrooms allow business travelers to organize meetings and small corporate events.



70 Rooms | 01 F&B Outlet | 03 Banquet Halls



Regenta Inn Blossoms, Manali

The Regenta Inn Blossoms, Kullu Manali welcomes travelers with 25 luxury guest rooms. The hotel is ideally located on the river-side along the road that leads to Manali. The hotel is a haven of bliss and relaxation. After exploring the city, guests can enjoy a great night of sleep in our tastefully appointed and elegantly furnished rooms.

The hotel features an in-house multi-cuisine restaurant, Pinxx offering an exquisite dining experience. Our restaurant is open 24 hours so that you can have a delicious meal anytime. Connect with our front desk for more exciting activities at "Beas" for boating, paragliding and river rafting.



25 Rooms | 02 F&B Outlets



Regenta Central Hotel & Convention Centre, Nagpur

India's 'Orange City', Nagpur has been a favorite destination among travelers for its endless beauty and countless experiences. It is also counted among the top greenest cities in India, thanks to the beautiful parks and wildlife sanctuaries. So, whether you're traveling for business or leisure, Nagpur is going to be a memorable experience for you.

A total of 47 rooms at Regenta Central Hotel & Convention Centre in Nagpur are segregated into four types and provide relaxed accommodation. Taking your experience a notch higher, the hotel houses three classy restaurants named 'Dejabrew', 'Feliz Café' and 'Zone'. Regenta Central Hotel & Convention Centre in Nagpur allows guests to host any kind of large-scale event.



47 Rooms | 03 F&B Outlets | 03 Banquet Halls



Regenta Resort Soma Vine Village, Nashik

Known as the 'Wine Capital of India', Nashik is a city with many surprises. Nashik is also a favorite destination for tourists due to its pleasant climate and scenic charm. The resort is close to the Mukthidam Temple, the Pandavleni Caves, the Gangapur Dam and the Trimbakeshwar Temple. Nashik is located 90km from Shirdi.

The pet-friendly resort has an amphitheater in its vineyard as well as a conference hall where corporate events, product launches, weddings, and other social events can be hosted. It also features two restaurants: Surahi- a multi-cuisine restaurant cum coffee-shop with a la carte menu and buffet on weekends. The resort also has game zones within 500 meters from the property which includes go-karting, rock climbing, etc.



32 Rooms | 02 F&B Outlets | 01 Banquet Hall & Lawn



Royal Orchid Central Grazia, Navi Mumbai

A suburb of Mumbai, Navi Mumbai is a flourishing business location. Royal Orchid Central Grazia, Navi Mumbai is conveniently situated in the vicinity of major industrial centers of the city such as its Central Business District (CBD). It is also easily accessible from the city's major entertainment hubs such as Raghuleela Mall and its transit points - Mumbai-Pune Expressway & Vashi Railway Station. This makes the hotel a suitable stop for travelers.

Offering luxury to its guests at competitive rates, this 4-star hotel in Navi Mumbai has 67 rooms, which have been segregated into Deluxe & Club Rooms. We also have suitable arrangements for MICE and other important events. The hotel houses Echo, all-day dining restaurant accompanied by a rooftop pool and fitness center.



67 Rooms | 01 F&B Outlet | 02 Banquet Halls



Royal Orchid Central, Pune

Royal Orchid Central in Kalyani Nagar is just 3.7 km away from the airport and 5.4 km from the railway station. Surrounded by various Tech Parks, it is situated near famous tourist attractions such as the Aga Khan Palace, Koregaon Park and Wagheshwar Lake.

Hotel Royal Orchid Central provides accommodation in 115 rooms, categorized into Deluxe Room and Club Room, and Suites. Tiger Trail, Pinxx and Mix are trendy dining options offered to guests. The swimming pool and fitness center are the two recreational activities of this hotel. Two indoor banqueting spaces and two outdoor venues allow guests to host social and corporate events.



115 Rooms | 03 F&B Outlets | 06 Banquet Halls



Royal Orchid Golden Suites, Pune

Royal Orchid Golden Suites is a business hotel in Pune, located in the vicinity of commercial and various tech parks. The hotel is easily accessible from the airport and railway station and located within a radius of 16 km from tourist attractions such as the Gandhi National Memorial Society, Rajiv Gandhi Zoological Park, Aga Khan Palace and Wagheshwar Lake.

The hotel has a boardroom and a banquet hall where guests can organize their important meetings or other social events. It offers accommodation in 71 suites, characterized as Executive Suite and Deluxe Suite. Guests can avail in-room dining services from the two multi-cuisine dining outlets, Kasba and Atrium or dine at the 2 beautiful restaurants.



71 Rooms | 02 F&B Outlets | 02 Banquet Halls



Regenta Inn, Vadodara

Located on the banks of Vishwamitri River, Vadodara (Baroda) is lined with ancient palaces and old markets that make it one of the most fascinating cities of Gujarat. Amidst all tourist places, Regenta Inn, is located at a walking distance from Central Bus Station and Railway Station. It is located near business centers and within a radius of 4 km from major tourist spots such as Laxmi Vilas Palace, Sayaji Bang Zoo, Sur Sagar Lake and Sayaji Garden.

With essential amenities and fine interiors, rooms are categorized into Deluxe Room, Superior Room, Studio Suite and Suite. To let the guests, conveniently organize public and social events inside the hotel, we offer 2 banquet halls and 1 boardroom. The multi-cuisine restaurant, Casablanca, provides all-day dining buffets for guests.



94 Rooms | 01 F&B Outlet | 02 Banquet Halls



Regenta Central Harsha, Vapi

Vapi, is an industrial city surrounded by the Union Territories of Daman to the West and Dadra and Nagar Haveli to the East. Vapi is known for its historical legacy and stunning ancient temples, which hold great religious value and is an ideal destination for archaeological enthusiasts.

Regenta Central Harsha is located in Khadki, a developed industrial hub in Gujarat. The hotel features 57 well equipped and luxurious rooms. Enjoy a culinary journey with a variety of cuisines to experience at Pinxx, the all-day dining restaurant serving a combination of international cuisines. Spacious banquet halls are ideal for wedding, parties and corporate gatherings.



57 Rooms | 01 F&B Outlet | 01 Banquet Hall



Regenta Resort Vanya Mahal, Ranthambore

Just 12.5 km away from the National Park, Regenta Resort Vanya Mahal is a beautiful resort in Ranthambore. Surrounded by business centers and situated within a range of 5 km from Sawai Madhopur and Wild Dragon Adventure Park, it occupies a favorable location for all kinds of travellers.

Promising a comfortable stay in the land of Maharajas, the resort offers accommodation in 70 rooms categorized as Executive Rooms, Premium Rooms, Cottages, Suites and Rajputana Tents. With an outdoor venue and two banquet halls, guests can host several events. Treat yourself to some Indian delicacies at Tiger Trail. A safari tour and swimming pool are also available here.



70 Rooms | 01 F&B Outlet | 02 Banquet Halls & Lawn



Regenta Central Point, Srinagar

Regenta Central Point, Srinagar is located amidst panoramic valleys and charming lakes of scenic Himalayan peaks. Strategically situated in the middle of the bustling business hub in Srinagar, the hotel embodies premium luxury and exemplary services. The hotel comprises of numerous well-appointed rooms, featuring chic interiors, which have been designed to meet the needs of modern-day travelers.

The hotel has a fitness center with the latest high-end facilities for guests to stay fit while they are vacationing. They can also drop by at the sauna and feel refreshed after their vigorous workout or after a hectic day of exploring the city. The experience of staying at Regenta Central Point, Srinagar is one that our guests will truly cherish for a long time.



46 Rooms | 01 F&B Outlet



Royal Orchid Central, Shimoga

Shimoga, Karnataka, is a bustling city known for its prospering mineral industry. Strategically located in proximity to KIADB Mandli Kallur Industrial Area, KSRTC Bus Stand, Shimoga Railway Station and the City Centre Mall, is Hotel Royal Orchid Central. This makes it a suitable hotel in Shimoga for all those travelers who are here for a business or a vacation.

Royal Orchid Central, Shimoga houses 108 rooms and suites furnished with all amenities required for a comfortable stay. Dining options; Tiger Trail (Authentic Indian Cuisine); Pinxx (Coffee Shop) and Mix Bar (Lounge Bar). With 3 banquet spaces and 1 board room, we are adept at handling MICE events and other social occasions.



108 Rooms | 03 F&B Outlets | 04 Banquet Halls



Royal Orchid Central, Vadodara

Not just for archaeological fans, Vadodara is a city of interest for many travelers. Known for its rich culture, glorious past and royal traditions, this city is a perfect location for a quick escapade. Royal Orchid Central, Vadodara is located near Shivajee Circle and Mujmahuda. It is situated near the business centre and within 4 km radius of Laxmi Vilas Palace, Sri Aurobindo Ashram Dandia and Department of Archaeology and Ancient History.

Royal Orchid Central, Vadodara offers three options of accommodation - Deluxe Rooms, Club Rooms and Suites. The Pinxx Coffee Shop is a multi-cuisine restaurant, which offers buffet service, à la carte and in-room dining facility. This hotel has a banquet hall and a boardroom where guests can host social and corporate events.



80 Rooms | 01 F&B Outlet | 02 Banquet Halls



Regenta Place Green Leaf Mahabaleshwar

Cradled in the hill's of Mahabaleshwar, Regenta Place Green Leaf offers a joyful retreat away from the pandemonium of city life. This traditional yet contemporary resort built using red-cut bricks is both luxurious and cosy- the perfect place to celebrate life with loved ones.

Located just 130 km from Pune, the resort is an ideal destination for nature enthusiasts, bird watchers, stargazers and for those looking for a quick weekend getaway.



55 Rooms | 01 F&B Outlet | 02 Banquet Halls



Regenta Place Mandrem Resort

Offering a tranquil escape from the hustle and bustle of city life, Regenta Place Mandrem Beach Resort, Goa, boasts spectacular views of the Arabian Sea.

With its enviable setting and offerings, the 41 room beachfront and riverside resort is a lifestyle destination catering to leisure travellers Overlooking a beautiful sandy beach and river, Regenta Place Mandrem Beach Resort in Goa offers highly curated, locally programmed and thoughtfully designed stay experiences in Mandrem like no other resort.



65 Rooms | 01 F&B Outlet | 01 Banquet Hall



Regenta Inn Morbi

Regenta Inn Morbi is a 54 keys business hotel nestled in the main commercial hub of Morbi with ceramic companies, banks and other commercial companies in close vicinity.

With an array of restaurants and bars, the hotel offers a culinary experience like no other hotel in the vicinity. Starting with The Lo:un:ge, the in-house coffee shop, serves fine multi-cuisine food and an array of beverages and finger food. The Pal:a:te this multi-cuisine restaurant offers an opportunity to experience authentic Indian and international cuisines. The hotel has a spa, salon, health Club and well equipped banqueting options too.



80 Rooms | 01 F&B Outlet | 02 Banquet Halls



Regenta SG Greenotel

Located in the heart of Lonavala, Regenta SG'S Greenotel has been designed to offer guests a spectrum of diverse experiences. The hotel is designed to present a deep escape in the lap of nature while providing guests state of the art amenities during their stay.

This palatial accommodation is complemented with two dining option, White Spice, A multi cusine restaurant and Starfire a roof top bar serving a gamut of delectable cuisines. The Hotel also boasts of 4 banqueting space including a lawn that is perfect for conferences, grand weddings, shows and product launches.



75 Rooms | 02 F&B Outlet | 05 Banquet Hall



Regenta Inn - Indira Nagar, Bangalore

This chic business hotel sits in the heart of the city and within the greater CBD area. The hotel is also in close proximity to many fortune 500 companies, tech parks, metro station, Manipal hospital, Indrinagar 100 feet road, high street shopping and entertainment hub of the city.

The hotels comfortable rooms have neutral – toned walls, beds with soft linen, well-lit desks, modern and well equipped bathrooms which are specially designed to suit the fast paced business traveler.



40 Rooms | 01 F&B Outlet | 01 Banquet Hall

BOARD OF DIRECTO RS

Chairman & Managing Director	Mr. Chander K. Baljee
Non-Executive Directors	Mr. Sunil Sikka
	Mr. Keshav Baljee (w.e.f. 11.11.2019)
Independent Directors	Mr Naveen Jain Dr. Vivek Mansingh Ms. Lilian Jessie Paul
Chief Financial Officer	Mr. Amit Jaiswal
Company Secretary & Compliance Officer	Dr. Ranabir Sanyal
Statutory Auditors	M/s. Deloitte Haskins & Sells LLP, Deloitte Centre, Anchorage - II, 100/2, Richmond Road, Bengaluru - 560 025.
Bankers	State Bank of India
	HDFC Bank
	Axis Bank
	ICICI Bank
	IDBI Bank
Registered Office	No -1, Golf Avenue, Adjoining KGA Golf Course HAL Airport Road, Bengaluru, Karnataka- 560 008
Corporate Identity Number	L55101KA1986PLC007392
Registrar & Share Transfer Agent	Integrated Registry Management Services Private Limited
	30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru – 560 003.

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CAUTIONARY STATEMENT: Statements in this Annual report describing the company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important developments that could affect the company's operations include a downtrend in the hospitality sector, significant changes in political and economic environment in India or key financial markets abroad, tax laws, litigation, labour relations, exchange rate fluctuations, interest and other costs.

Board's Report

Dear Members,

The Board of Directors of your Company, with immense pleasure, present the Thirty Fourth Annual Report of your Company along with the Audited Balance Sheet, Statement of Profit and Loss, Statement of changes in equity and Cash Flow Statement (Standalone and Consolidated), Schedules and Notes to Accounts for the year ended March 31, 2020.

Financial Performance

The Company's financial performance, for the financial year ended March 31, 2020 on standalone and consolidated basis is summarized below:

(Rs. in Lakhs)

Particulars	As on March 31, 2020		As on March 31, 2019	
	Consolidated	Standalone	Consolidated	Standalone
Revenue from operations	20,503.28	11,483.91	20,383.28	11,259.59
Other Income	1,470.53	717.21	1,521.56	744.29
Total revenues	21,973.81	12,201.12	21,904.84	12,003.88
Food and Beverages Consumed	2,465.15	1,395.09	2,199.00	1,189.22
Employee Benefit Expenses	5,416.37	2,529.92	5,009.16	2,280.49
Finance Costs	1,563.11	767.03	1,321.11	451.69
Depreciation	1,898.73	827.75	1,432.19	402.26
Other Expenses	9,560.78	5,389.28	9,814.92	5,858.44
Total Expenses	20,904.14	10,909.07	19,776.38	10,182.10
Profit before exceptional items, tax and minority interest	1069.67	1,292.05	2,128.46	1,821.78
Exceptional Item	-	-	-	-
Profit before tax and minority interest	1069.67	1,292.05	2,128.46	1,821.78
Tax expense	561.91	380.64	817.41	559.71
Profit/(Loss) for the year	507.76	911.41	1,311.05	1,262.07
Other comprehensive income/(loss), net of tax	50.50	22.77	10.02	(4.47)
Total comprehensive income/(loss) for the year	558.26	934.18	1,321.07	1,257.60

External Environment & Indian Hospitality Industry

The details of the External Environment & Indian Hospitality Industry and Business Overview are given in the Management's Discussion and Analysis Report.

Key Financial and operational Highlights:

Standalone performance: During the financial year 2019-20, the Company earned revenue from operations amounting to Rs. 11,483.91 lakhs as compared to Rs. 11,259.59 lakhs in the previous financial year, thus marking a growth of 2% over the previous financial year. Total revenues of the Company have increased by Rs. 224.32 over the previous financial year. The Company generated total comprehensive income of Rs. 934.18 lakhs during the year ended March 31, 2020 as compared to Rs. 1257.60 lakhs in the previous financial year, thus registering a decline of 25.72 % over the previous financial year.

Consolidated/Group performance:

During the financial year 2019-20, the Group earned revenue from operations amounting to Rs. 20,503.28 lakhs as compared to Rs. 20,383.28 lakhs in the previous financial year, thus marking a growth of 0.60% over the previous financial year. Total revenues of the Group have increased by 0.60% over the previous financial year. The Group generated total comprehensive income of Rs 558.26 lakhs during the year ended March 31, 2020 as compared to income of Rs.1321.07 lakhs in the previous financial year, thus registering a decline of 57.74% over the previous financial year.

The impact of Covid-19 is given in the notes to accounts.

Changes in nature of Business

During the year under review, there was no change in the nature of Company's business.

Share Capital of the Company and changes there of

During the financial year under review, the issued and paid-up share capital of the Company was increased to Rs. 2,742.52 Lakhs divided into 27,425,215 equity shares of face value of Rs. 10 per share by issue and allotment of 18,500 equity shares on account of exercise of employee stock options.

Your Company has received a certificate from the Statutory Auditors of the Company that the scheme has been implemented in accordance with SEBI (Share Based Employee Benefits) Regulations, 2014. The certificate would be placed at the ensuing Annual General Meeting for inspection by Members of the Company.

Appropriations

Dividend and transfers to Reserve

The Board of Directors has decided to retain the entire amount of profit for the Financial Year 2019-20 in the statement of profit and loss.

Loans, Guarantees or Investments

Your Company is exempt from the provisions of Section 186 of the Companies Act, 2013 ('Act') with regard to Loans and Guarantees. Details of Investments made are given in the Note No.4 to the Financial Statements.

Public Deposits

In terms of the provisions of Sections 73 and 74 of the Companies Act, 2013 read with Companies (Acceptance of

Deposits) Rules, 2014, the Company had no opening or closing balances of public deposits and during the year under review, the Company has also not accepted any public deposits and as such, no amount of principal or interest was outstanding as on March 31, 2020.

Material Changes and commitments affecting financial position between the end of financial year and date of report

There have been no material changes and commitments, affecting the financial position of the Company which occurred between the end of the financial year to which the financial statements relate and the date of this report.

Revision in Financial statements or Boards' Report under section 131(1) of the Companies Act, 2013

In terms of Section 131 of the Companies Act, 2013, the Financial Statements and Board's Report are in compliance with the provisions of Section 129 or Section 134 of the Companies Act, 2013 and that no revision has been made during any of the three preceding financial years.

Management Discussion and Analysis Report

The Management's Discussion and Analysis Report on Company's performance – industry trends and other material changes with respect to the Company and its subsidiaries, wherever applicable, forms part of this Annual Report.

Subsidiaries, Associates and Joint Ventures

During the year under review no company has become the Subsidiary, Associate or Joint venture of the Company.

Pursuant to Section 129 (3) of the Companies Act, 2013, a statement containing salient features, brief financial details of the Company's subsidiaries for the financial year ended March 31, 2020 and their contribution to the consolidated financials in Form AOC – 1 is appended as Annexure – I to the Boards' Report and in consolidated financials forming part of this Report. The annual accounts of the Subsidiary Companies and the related information will be made available to any Member of the Company seeking such information and are available for inspection by any Member of the Company at the Registered Office of the Company.

Pursuant to Section 136 of the Companies Act, 2013, the financial statements of your Company, Consolidated Financial statements along with relevant documents and separate audited accounts in respect of subsidiaries are available on the website of your Company at the following link http://www.royalorchidhotels.com/investors.

The policy for determining material subsidiaries can be accessed on your Company's website under the link http://www.royalorchidhotels.com/investors.

Promoter Group

The names of the Promoters and entities comprising "group" (and their shareholding) as defined under the Competition Act, 2002 for the purposes of Section 3(1)(e)(i) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 include the following:

S. No.	Name of Promoter including Persons Acting in Concert	Total Shareholding as on March 31, 2020	Percentage of Shareholding
1.	Mr. Chander K Baljee	1,20,58,131	43.97
2.	Mrs. Sunita Baljee	2,26,260	0.83
3.	Mr. Keshav Baljee	8,03,424	2.93
4.	Mr. Sunil Sikka	6975	0.03
5.	Baljees Hotels and Real Estates Private Limited	57,14,689	20.84
6.	Hotel Stay Longer Private Limited	2,29,337	0.84

Particulars of Contracts or Arrangements made with Related Parties under section 188(1) and (2) of the Companies Act, 2013

In line with the requirements of the Act and the Listing Regulations, your Company has formulated a policy on dealing with Related Party Transactions ('RPTs') which can be accessed on the Company's website under the link: http://www.royalorchidhotels.com/Images/factsheet/Policy-Related-party-transaction.pdf. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

Prior omnibus approval is obtained for RPTs which are of a repetitive nature and entered in the Ordinary Course of Business and are at Arm's Length. A statement on RPTs specifying the details of the transactions, pursuant to each omnibus approval granted, has been placed on a quarterly basis for review by the Audit Committee. The particulars of contracts/arrangements with related parties referred to in Section 188(1) and (2) of the Companies Act, 2013, are provided in the prescribed Form AoC-2, appended as Annexure – II to this Boards' Report.

Development in Human Resources and Industrial Relations

The Company continues to maintain a very cordial and healthy relationship with its workforce across all its units.

The Company is ensuring the best place to work to attract and retain good employees in the Company. The Company continued to strive towards attracting, retaining, training, multiskilling employees. With the increase in workforce due to expansion in business, envisaging the requirement of adequate on the job training across the various levels of employees, a major thrust to the training and development of multiskilled certification programmes has been initiated through Presidency college of Hotel Management. Baljee Foundation continues to offer financial support for medical and educational needs of certain category of employees. The Human Resource Team carried out the following programs across the group during the year:

1. Online Hospitality Training Program

2. Food Festivals to make staff experience cuisines of multiple types

3. Plantation drive as an environmental awareness initiative.

4. Many Employees were recognized and rewarded with financial benefits under service bonus program. It helps in recognizing and rewarding key talent and resulting in quality talent retention.

The disclosure pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (as amended up to date) have been detailed in the Annexure - III to this Boards' Report.

Extract of Annual Return

The extract of Annual Return in Form MGT – 9, as provided under Section 92 (3) of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is annexed hereto as Annexure - IV to this Board's Report.

Conservation of energy, technology Absorption, Foreign exchange earnings and outgoes

Your Company is continuously striving towards conservation of energy across all its units and has implemented various Energy Conservation programs and latest technology up gradation measures, your Company also earned foreign

currency in Financial Year 2019– 2020, complete details of which has been disclosed in Annexure – V to this Boards' Report.

Particulars of Loans/Guarantees/Investments

The Company has not given any Inter Corporate loans during the financial year 2019-20, except for the subsidiaries amounting to Rs. 488.17 lakhs, which were duly approved under the applicable provisions of the Companies Act, 2013. Particulars relating to Investments have been detailed in the Notes to Financial Statements, forming part of this Annual Report.

Corporate Governance

Your Company has been practising the principles of good corporate governance. Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") (applicable from December 01, 2015), a detailed report on corporate governance is available as a separate section in this Annual Report.

A certificate of the Company Secretary in whole-time practice regarding compliance with the conditions stipulated in the said clause and the LODR is provided separately as an Annexure – A to the Corporate Governance Report.

Board of Directors and changes thereof during Financial Year 2019-2020

As on March 31, 2020, your Board has following Directors

S. No.	Name	DIN	Category	Designation
1	Mr. C. K. Baljee	00081844	Executive	Managing Director
2	Mr. Sunil Sikka	00083032	Non-Executive	Non - Independent Director
3	Mr. Keshav Baljee	00344855	Non-Executive	Non - Independent Director
4	Dr. Vivek Mansingh	06903079	Non-Executive	Independent Director
6	Mr. Naveen Jain	00051183	Non-Executive	Independent Director
7	Ms LilianJessie Paul	02864506	Non-Executive	Independent Director

During the financial year 2019-20 the following changes took place in the Board:

1. Mrs. Sunita Baljee, resigned w.e.f. November 10, 2019
2. Mr. Keshav Baljee was appointed as Additional Non Executive Director by the Board on 11 November 2019.

Mrs. Sunita Baljee, Director of the Company, retired by rotation and was re-appointed as Director at the AGM dated 23rd September 2019. Further at the aforesaid AGM Mr. Naveen Jain was re-appointed as Director

Committees of the Board

As on March 31st 2020, your Board has following Statutory Committees:

a) Audit Committee
b) Nomination and Remuneration Committee
c) Stakeholders Relationship Committee
d) Corporate Social Responsibility Committee

The details of the composition, meetings held during the year and attendance of the meetings and the terms of reference of the above Committees of the Board are provided in the Corporate Governance Report.

Formal Annual evaluation of Board

Pursuant to section 134 (3) (p) of the Companies Act, 2013 and Rule 8(4) of Companies (Accounts) Rules, 2014, it is mandatory to monitor and review the Board evaluation framework, the Board has carried out peer evaluation of all Board members, annual performance evaluation of its own performance, as well as the evaluation of the working of the Committees of Board as per the criteria laid down in the Nomination, Remuneration and Evaluation policy. The said policy including above said criteria for the evaluation of the Board, individual directors including independent directors and the committee of the board has been laid down in the Corporate Governance Report, which form part of this report.

Meetings of the Board held during the Year

During the year under review, your Board met 4 (Four) times on 28.05.2019; 09.08.2019; 11.11.2019 and 12.02.2020, all the Board Meetings were conducted in due compliance with Companies Act, 2013 and the Corporate Governance principles specified in the LODR.

The details of sitting fees paid to the Directors are disclosed in the Corporate Governance Report. Further the remuneration paid to Directors are disclosed in MGT 9.

Board Meetings were conducted in due compliance with Companies Act, 2013 and the Corporate Governance principles specified in the LODR.

Declaration by Independent Directors

As on March 31, 2020, your Company has following Independent Directors:

1. Dr. Vivek Mansingh
2. Mr. Naveen Jain
3. Ms Lilian Jessie Paul

In pursuance of Section 149(7) of the Companies Act, 2013, all the three Independent Directors of the Company have submitted, a declaration, under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the LODR, that they meet the criteria of independence.

Familiarisation programme for Independent Directors

The Company has made a familiarisation programme for the Independent Directors, which has been disclosed on Company's website at www.royalorchidhotels.com/investors.

Separate Meeting of Independent Directors and performance evaluation of Board by them

In due compliance with the provisions of Regulation 25(3) of the LODR, a separate meeting of Independent Directors was held in the previous calendar year 2019-20, to inter-alia consider and discuss the performance of Non-Independent Directors, the Chairman and to assess the quality, quantity and timeliness of flow of information between the management and the listed entity and the Board in order to help Board to perform its duties.

Audit Committee and its Recommendation(s)

In accordance with Section 177 of the Companies Act, 2013, rules made there under and Regulation 18 of the LODR, the Company has duly constituted the Audit Committee, details of which has been disclosed in the Corporate Governance Report forming part of this Annual Report and all recommendations made by the Audit Committee were accepted by the Board.

Nomination and Remuneration Committee

In accordance with Section 178 of Companies Act, 2013 read with Rule 6 of Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 19 of LODR, the Company has constituted a Nomination and Remuneration Committee, details of which has been disclosed in the Corporate Governance Report forming part of this Annual Report and also on Company's website at www.royalorchidhotels.com/investors and your Company has also formulated Royal Orchid Nomination and Remuneration Policy, extracts of which are hereunder:

1. The Nomination and Remuneration Committee shall identify potential candidates who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.
2. The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other Employees.
3. The Nomination and Remuneration Committee shall, while formulating the policy ensure that–
    a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
    b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
    c. Remuneration to Directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals, provided that such policy shall be disclosed in the Board's Report.
4. Recommend nominees to various committees of the Board.
5. Approve and make recommendations to the Board of Directors in respect of Directors' fees, salary structure and actual compensation (inclusive of performance based incentives and benefits) of the Executive Directors, including the Managing Director;
6. Recommending remuneration for Non-Executive Directors.

7. Ensuring that appropriate procedures are in place to assess Board's effectiveness and shall carry out evaluation of every Director's performance.
8. Developing an annual evaluation process of the Board and its Committees.
9. Assist the Board of Directors in ensuring that affordable, fair and effective compensation philosophy and policies are implemented;
10. Review and approve the compensation and Employee Stock Option Plan ("ESOP") to be granted to senior executives, requiring approval from the Board of Directors;
11. Review and approve the changes in terms and conditions of the ESOP;
12. Review and approve the overall budgetary increment proposals for annual increase of compensation and benefits for the Employees;
13. Criteria for selection and appointment of Non-Executive Directors; and
14. Review and approve any disclosures in the annual report or elsewhere in respect of compensation policies or Directors' compensation.
15. Devising a policy on diversity of board of directors;
16. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
17. Recommend to the board, all remuneration, in whatever form, payable to senior management.
18. The Policy for making payment to Non-Executive Directors is available on the website of the Company at the following link. http://www.royalorchidhotels.com/investors.

Stakeholders' Relationship Committee

In terms of Section 178 of the Companies Act, 2013 read with Rule 6 of Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 20 of LODR the Company has constituted a Stakeholders' Relationship Committee (erstwhile Shareholders' Grievance Committee), details of which, along with terms of reference, has been disclosed in the Corporate Governance Report forming part of this Annual Report and also on Company's website at www.royalorchidhotels.com/investors.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed, Mr. G. Shanker Prasad (ACS 6357), Practicing Company Secretary (CoP No. 6450), to undertake the Secretarial Audit of the Company for Financial Year 2019 - 2020.

There were no qualifications by the Auditor in their Secretarial Audit Report in Form MR-3 for the Financial Year ended 31 March 2020 which is appended as Annexure – VI to this Boards' Report.

Corporate social Responsibility

Your Company has always been committed to Corporate Social Responsibility ("CSR") and it is one of our commitments to the society. The details of the CSR activities of the Company are enclosed in Annexure - VII.

In accordance with Section 135 of Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has formulated a Corporate Social Responsibility Committee, details and composition of which has been disclosed in the Corporate Governance Report forming part of this report and also on Company's website at www.royalorchidhotels.com/investors and the Company has also adopted a Corporate Social Responsibility Policy (Royal Orchid Corporate Social Responsibility Policy) in this respect, extracts of which are on the website of the Company at the following link http://www.royalorchidhotels.com/investors.

Risk Management

The Company has established an effective Compliance Mechanism to mitigate the risk and will be reviewed by the Board periodically. The Company has adopted Risk Management Policy, pursuant to the provision of Section 134 of the Act, to identify and evaluate business risks and approach for mitigation of such risks. The Company has identified various risks and also has mitigation plans for each risk identified and reviewed periodically.

Insider trading Regulations

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 2015 (erstwhile, SEBI (Prohibition of Insider Trading) Regulations, 1992), as amended till date, the Code of Conduct for prevention of Insider Trading and the Code of fair disclosure, as approved by the Board from time to time, are enforced by the Company.

The Company has adopted a Code of Conduct to regulate, monitor and report trading by insiders under the SEBI (Prohibition of Insider Trading) Regulations, 2015. This Code of Conduct also includes code for practices and procedures for fair disclosure of unpublished price sensitive information and this is made available on the Company's website www.royalorchidhotels.com/investors.

The objective of this Code is to protect the interest of Stakeholders at large, to prevent misuse of any price sensitive information and to prevent any insider trading activity by dealing in shares of the Company by its Directors, Officers and Designated Employees. The Company also adopts the concept of Closure of Trading Window, to prevent its Directors, Officers, Designated Employees and other employees from trading in the securities of the Company at the time when there is unpublished price sensitive information.

Statutory Auditors

Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), were appointed as Statutory Auditors of your Company to hold office from the conclusion of the 29th AGM held in the year 2015, until the conclusion of the 34th AGM to be held in the year 2020. The details of the proposed auditor post completion of the tenure of Deloitte Haskins & Sells LLP are in the AGM notice.

Cost Audit

The Company is not required to maintain cost records as specified by the Central Government under Section 148(1) of the Act.

Explanations or Comments by the Board on every qualification, reservation or adverse remark or disclaimer made by the statutory and secretarial Auditors

There were no qualifications or adverse remark by either of the Auditors in their respective Reports.

Litigation

1. The Company has been named as a defendant in two civil suits on small portion of land taken on lease for the operation of the Hotel Royal Orchid Regenta, Bangalore, which are adjacent to the hotel premises. One of the civil suit has been settled in favour of the Company, against which an appeal before the High Court of Karnataka, is pending and in the other matter the Company has an injunction against the other party. Management believes that these cases are not material and will not adversely affect its operations.

2. The Company has been named as a defendant in a suit filed in mid 2008 by Kamat Hotels (India) Limited ('the plaintiff' or "Kamat Hotels") with Bombay High Court restraining the alleged use of the trademark of the Company and a relief of a permanent injuction restraining the Company from using the trademark 'Orchid'. The Company had filed an application seeking an interim injuction while the above proceedings are pending. The Bombay High Court vide its interim order dated 05 April 2011, has allowed the Company to continue to operate its current hotels as on that date but has restrained the Company from opening new hotels under the said brand. However, the Division bench of the Bombay High Court vide its order dated 06 May 2011 has partially stayed operation of the said Order and allowed opening of one of Company's proposed hotels in Vadodara under the 'Royal Orchid' brand.

   During the year ended 31 March 2014, the Company has obtained two favourable rulings from the Intellectual Property Appellate Board ("IPAB"). Kamat Hotels had preferred to appeal the ruling of IPAB in Madras High Court. The Madras High Court has passed orders cancelling the registration in Class 42 of Trademarks Act and the Company has filed an Special Leave Petition "SLP" with the Honorable Supreme Court in 2015. Reply to SLP was filed by Kamat Hotels in the form of Counter affidavit and the Company has filed a Rejoinder in the form of an affidavit. The matter was partly heard by the Honorable Supreme Court in April and May of 2017 and has advised Kamat Hotels to consider the options for settlement by displaying the disclaimers on the Websites regarding the disassociation between the two brands. On 13 February 2018, the Supreme Court dismissed the SLP filed by the Company and consequently, the Company has filed a Chamber Appeal against the said Order which was listed on August 3, 2018.

   The Chamber accepted the clarification filed by the Company. Therefore, the management believes that the outcome of SLP affects only the registration of the trademarks in Class 42 and does not in any way affect the use of marks by the Company. The management believes that the case will be settled in its favour and will not affect its current and future operations

3. During the prior years, a Subsidiary Company had received an Order from Office of the Commissioner of Customs (Export) imposing differential duties and penalties amounting to Rs. 323.36 lakh plus applicable interests for certain alleged violations of the Export Promotion Capital Goods Scheme. The Subsidiary Company has filed an appeal before the Customs, Excise and Service Tax Appellate Tribunal (CESTAT), Mumbai and an unconditional stay in the matter is granted till the disposal of the appeal. Based on a detailed evaluation and independent advise obtained, the management believes that the case will be settled in its favour. Accordingly, these financial statements do not include adjustments, if any, on the above account.

4. The The Company received tax demand including interest, from the Indian tax authorities for payment of ₹ 426 lakhs (31 March 2019: ₹ 426 lakhs) for fiscal years 2009 and 2011 arising on denial of certain expenditure, upon completion of tax assessment. The Company's appeal against the said demands were allowed partially in favour of the Company. Currently, the matter for these fiscal years are before the Income Tax Appellate Tribunal for hearing.

   The Company is contesting the above demands and believes that the final outcome of the disputes will not have any material adverse effect on the financial position and results of operations.

Details of significant and material orders passed by the regulators/ courts/ tribunals impacting the going concern status and the Company's operations in future.

There were no significant material orders passed by the Regulators/ Courts which would impact the going concern status of the Company and its future operations.

Internal Financial Control systems

The Company has adequate system of internal controls, which ensures that all the transactions are authorised, recorded and reported correctly and assets are safeguarded and protected against loss from unauthorized use or disposition.

The Company has appointed an Internal Auditor Mr. Vinod Ramachandran who along with his team conducts the Internal Audit of the Company and reports directly to the Chairman of the Audit committee.

The Company also has an Audit Committee comprising of 3 (Three) professionally qualified Independent Directors, who interact with the Statutory Auditors, Internal Auditors and Management in dealing with matters within its terms of reference. This Committee mainly deals with accounting matters, financial reporting and internal controls.

Vigil Mechanism and Whistle Blower Policy

The Board of Directors of your Company has adopted the Vigil Mechanism and Whistle Blower Policy in compliance with Section 177(9) and (10) of the Companies Act, 2013, and regulations specified under LODR.

The Company has adopted a channel for receiving and redressing of employees' complaints. Under this policy, we encourage our employees to report any reporting of fraudulent financial or other information to the stakeholders, any conduct that results in violation of the Company's Code of Business Conduct. Likewise, under this policy, we have prohibited discrimination, retaliation or harassment of any kind against any employees who, based on the employee's reasonable belief that such conduct or practice have occurred or are occurring. No individual in the Company has been denied access to the Audit Committee or its Chairman.

The Whistle Blower policy can be accessed on your Company's website at the link: http://www.royalorchidhotels.com/investors.

The Audit Committee periodically reviews the functioning of this mechanism. This meets the requirement under the said provisions above.

Directors' Responsibility statement

Your Company's Directors make the following statement in terms of Section 134(5) of the Companies Act, 2013, which is to the best of their knowledge and belief and according to the information and explanations obtained by them:

1. In the preparation of the Annual Accounts for the year ended March 31, 2020, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

2. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit of the Company for the year ended on that date;

3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

4. The Directors have prepared the annual accounts on 'a going concern basis' ;

5. The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

6. The Directors have devised proper system to ensure compliances with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Compliance with secretarial standards on Board Meetings and General Meetings

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

Payment of Listing Fee and Custodial Fee

Your Company has paid the both, Annual Listing Fee and Annual Custodial Fee for the Financial Year 2019 – 2020, to the National Stock Exchange ("NSE") and the Bombay Stock Exchange ("BSE") and to National Securities and Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) respectively.

Commission or Remuneration received from Holding or subsidiary Companies

During the year under review, no Commission or Remuneration was paid to the Executive Directors from Holding/Subsidiary Companies.

Disclosures as per the sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has zero tolerance for sexual harassment at its workplace and in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under, your Board of Directors has approved and adopted a "Policy on Prevention of Sexual Harassment at Workplace" to provide equal employment opportunity and is committed to provide a work environment that ensures every woman employee is treated with dignity and respect and afforded equitable treatment.

During the year under review the Company has not received any complaints on sexual harassment. The Company has complied with the Information required under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

Dematerialisation

The Company's shares are available for dematerialization with both the Depositories viz., NSDL and CDSL. About 99.89% of the paid-up equity share capital of the Company has been dematerialized as on March 31, 2020.

Disclosure of Frauds in the Boards' Report under section 143 of the Companies Act, 2013

During the year under review, your Directors do not observe any contract, arrangement and transaction which could result in a fraud; your Directors hereby take responsibility to ensure you that the Company has not been encountered with any fraud or fraudulent activity during the Financial Year 2019 - 2020.

Policies, Affirmations and Disclosures In line with ROHL's philosophy for adhering to ethical and governance standards and ensure fairness, accountability, responsibility and transparency to all its stakeholders, ROHL inter-alia, has adopted all the applicable policies and codes. The aforesaid policies have been uploaded on the website at: https://www.royalorchidhotels.com/investors.

Other Disclosures

1) During the year under review, the Company has not bought its own shares nor has given any loans to its employees (including Key Managerial Personnel) of the Company for purchase of the Company shares.

2) Your Company provides e-voting facility, to all its members to enable them to cast their votes electronically on all resolutions set forth in the Notice. This is pursuant to the Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.

Acknowledgments

Your Directors place on record, their deep sense of appreciation to all Employees, support staff, for adopting to the values of the Company, viz., collaborative spirit, unrelenting dedication and expert thinking, to be an expertise led organization and the Company's Customers for letting us deliver the Company's Mission statement, to help the businesses and societies flourish.

The Board also immensely thank all the Shareholders, Investors, Vendors, Service Providers, Bankers and all other Stakeholders for their continued and consistent support to the Company during the year.

Your Directors would like to make a special mention of the support extended by the various Banks, Departments of Government of India, the State Governments, the Tax Authorities, the Ministry of Commerce, Ministry of Tourism, Government of India, Karnataka State Tourism Development Corporation (KSTDC), Ministry of Corporate Affairs, Ministry of Finance, SEBI, NSE and BSE and others and look forward to their continued support in all future endeavours.

For and on behalf of the Board of Directors of
Royal orchid Hotels Limited

Chander K. Baljee
Chairman & Managing Director
(DIN: 00081844)

Place : Bengaluru
Date : 14/09/2020

Annexure I

S. No.	Name of Subsidiary	Reporting currency and exchange rate	Date since when subsidiary was acquired	Share Capital	Instruments entirely equity in nature	Reserves and Surplus	Total Assets	Total Liabilities (excluding Share Capital and Reserves & Surplus)	Investments	Total Income	Profit/(Loss) Before Tax	Provision for tax	Profit/ (Loss) After Tax	Other comprehensive income/ (loss), net of tax	Total comprehensive income/(loss) for the year	% of Shareholding	Proposed Dividend
				Rs. in lakhs	Rs. in lakhs	Rs. in lakhs	Rs. in lakhs	Rs. in lakhs	Rs. in lakhs	Rs. in lakhs	Rs. in lakhs	Rs. in lakhs	Rs. in lakhs	Rs. in lakhs	Rs. in lakhs		Rs. in lakhs
	Indian																
1	Icon Hospitality Private Limited	INR	04.04.2003	1,900.41	301.49	520.94	5,491.39	2,768.55	-	2,422.43	(283.88)	-	(283.88)	7.51	(276.37)	51.07%	-
2	Maruti Comforts & Inn Private Limited	INR	21.11.2005	624.97	106.65	485.48	2,892.78	1,675.68	-	2,132.32	89.48	14.85	74.63	(1.70)	72.93	65.22%	-
3	Royal Orchid Hyderabad Private Limited	INR	30.09.2006	177.00	-	(29.16)	150.00	2.16	-	0.87	-	-	-	-	-	100.00%	-
4	Royal Orchid South Private Limited	INR	28.03.2007	91.00	-	(103.09)	25.78	37.87	-	0.64	(0.48)	-	(0.48)	-	(0.48)	100.00%	-
5	A B Holdings Private Limited *	INR	01.03.2007	26.00	-	(167.41)	143.70	285.11	48.00	0.96	(10.67)	-	(10.67)	-	(10.67)	100.00%	-
6	Royal Orchid Jaipur Private Limited	INR	09.10.2006	124.75	-	26.27	190.63	39.61	-	39.36	(1.39)	-	(1.39)	-	(1.39)	100.00%	-
7	Royal Orchid Maharashtra Private Limited	INR	05.06.2008	5.00	-	(26.92)	233.05	254.97	-	0.18	-	-	-	-	-	100.00%	-
8	Royal Orchid Goa Private Limited	INR	05.06.2008	5.00	-	(1.42)	4.94	1.36	-	0.18	-	-	-	-	-	100.00%	-
9	Royal Orchid Shimla Private Limited	INR	29.05.2008	5.00	-	(1.34)	4.98	1.32	-	0.22	-	-	-	-	-	100.00%	-
10	Royal Orchid Mumbai Private Limited	INR	20.04.2009	5.00	-	(6.56)	-	1.56	-	0.22	-	-	-	-	-	100.00%	-
11	Rivershore Developers Private Limited *(Formerly Known as Amar Tara Hospitality Private Limited)*	INR	16.11.2009	4,779.81	-	(1,909.41)	4,972.53	2,102.13	-	10.72	(292.43)	-	(292.43)	-	(292.43)	100.00%	-
12	Cosmos Premises Private Limited #	INR	05.09.2012	37.50	-	1,889.13	2,504.87	578.24	-	2,149.03	578.07	148.98	429.09	2.10	431.19	50.00%	-
13	Royal Orchid Associated Hotels Private Limited **	INR	01.10.2007	50.00	-	484.82	2,265.26	1,730.44	-	2,589.26	39.94	11.11	28.83	17.14	45.97	100.00%	-
14	Ksheer Sagar Developers Private Limited #	INR	18.04.2007	6,000.00	-	(5,521.66)	6,828.43	6,350.09	-	2,128.85	(126.03)	-	(126.03)	2.67	(123.36)	50.00%	-
15	J H Builders Private Limited #	INR	18.04.2007	1.00	-	890.29	937.10	45.81	-	-	(10.92)	-	(10.92)	-	(10.92)	50.00%	-
16	Ksheer Sagar Buildcon Private Limited #	INR	18.04.2007	1.00	-	891.27	937.11	44.84	-	-	(10.92)	-	(10.92)	-	(10.92)	50.00%	-
17	Raj Kamal Buildcon Private Limited #	INR	18.04.2007	1.00	-	891.24	937.10	44.86	-	-	(10.92)	-	(10.92)	-	(10.92)	50.00%	-
	Foreign																
18	Multi Hotels Limited @	Indian Rupee	22.01.2008	0.01	-	987.90	2,187.51	1,199.60	-	(0.04)	(4.26)		(4.26)		(4.26)	100.00%	-

Notes:

I. The financial statements of all subsidiaries are drawn upto the same reporting date as that of the Parent Company, i.e., March 31, 2020.
II. None of the Subsidiaries has recommended or proposed dividend during the year.
III. The above format has been adopted from the Companies (Accounts) Amendment Rules, 2016.

* Investment column denotes investment in Royal Orchid Associated Hotels Private Limited.
\# Subsidiary by Board majority.
** Held by AB Holdings Private Limited.
@ Foreign Subsidiary is situated at Tanzania and their home currency is Tanzanian Shilling. Reported above in Indian Rupees at conversion rate of 1 TZS = INR 0.032548 as on 31.03.2020.

Annexure – II

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to insub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis:NIL
2. Details of contracts or arrangements or transactions at Arm's length basis

S. No.	Name of related Party	Nature of relationship	Nature of contract/ arrangements/ transaction	Duration of contract/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board (via Admin Committee)	Amount paid as advanc es, if any
	Nil						

Note: All the Contracts and Arrangements apart from the aforesaid contract entered by the Company during the year as detailed in Note no. 38 in Notes to Accounts are on Arms Length Basis and in the Ordinary Course of Business. Hence, the provisions of Section 188(1) are not applicable to the Company.

Annexure – III

Particulars of employees

Information as per Rule 5(1) of Chapter XII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

<table>
<tr><td>i.</td><td>The ratio of Remuneration of each Director to the median remuneration of the employees of the Company for the financial Year;</td><td><table><tr><th>Name of the Directors</th><th>Ratio to the Median</th></tr><tr><td>N.A</td><td>N.A</td></tr></table>
None of the Directors other than Managing Director are being paid any remuneration apart from sitting fees for Board and Committee Meetings</td></tr>
<tr><td>ii.</td><td>The percentage increase in remuneration of each director, chief financial officer, company secretary in the financial year;</td><td><table><tr><th>Name</th><th>Percentage of increase</th></tr><tr><td>C. K. Baljee
Managing Director</td><td>15%</td></tr><tr><td>Amit Jaiswal
Chief Financial Officer</td><td>7.84%</td></tr><tr><td>Ranabir Sanyal
Company Secretary & Compliance Officer</td><td>5.92%</td></tr></table></td></tr>
<tr><td>iii.</td><td>Percentage increase in the median remuneration of employees in the financial year;</td><td>7%</td></tr>
<tr><td>iv.</td><td>Number of employees including contractual on the rolls of company;</td><td>1366
(Permanent employees 1079 and on contract 287)</td></tr>
<tr><td>v.</td><td>Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;</td><td>There is an increase of 7.5% in the median remuneration of the employees, other than Managerial persons which is given based on individual performance and market trends in the respective areas.</td></tr>
<tr><td>vi.</td><td>The key parameters for any variable component of remuneration availed by the directors;</td><td>No variable component paid to the Directors during the year.</td></tr>
<tr><td>vii.</td><td>Affirmation that the remuneration is as per the remuneration policy of the company</td><td>Yes, the remuneration is as per the policy adopted by the Company.</td></tr>
<tr><td>viii.</td><td>No of employee drawing remuneration of Rs. 8.50 Lacs per month or Rs. 1.02 Crores per year or at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole- time director or manager and employees holding by himself or along with his spouse and dependent children, more than two percent of the equity shares of the Company.</td><td>NIL</td></tr>
</table>

Annexure – IV

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2020

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014

The Annual Return of the company is available at the website of the company i.e www.royalorchidhotels.com

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L55101KA1986PLC007392
2	Registration Date	3rd January, 1986
3	Name of the Company	Royal Orchid Hotels Limited
4	Category/Sub-category of the Company	Public Company/ Limited By Shares
5	Address of the Registered office & contact details	No.1, Golf Avenue, Adjoinig KGA Golf Association, Kodihalli, HAL Airport Road, Bengaluru - 560 008, Karnataka Tel: 080-40612345 e-mail: cosec@royalorchidhotels.com
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Integrated Registry Management Services Private Limited 30, Ramana Residency, 4th Cross, Sampiege Road, Malleswaram, Bengaluru – 560 003, Karnataka Tel: 080-23460815-818 Email: irg@integratedindia.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)			
S. No.	Name and Description of main products / services	NIC Code of the Product/Service	% to Total Turnover of the Company
1	ACCOMODATION AND FOOD SERVICE ACTIVITIES: Hotels, Resorts and Restaurants	55101	55.28%
2	FOOD AND BEVERAGE SERVICE ACTIVITIES: Restaurants and Mobile Food Services	56301	34.87%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
S. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Icon Hospitality Private Limited, Registered Office: The Central Park, No. 47/1, Dickenson Road, Bengaluru - 560042, Karnataka	U55101KA2003PTC031516	Subsidiary	51.07%	Section 2(87)
2	Maruti Comforts & Inn Private Limited, Registered Office: Allalasandra, Bellary Road, Yellahanka, Near Jakkur Flying Club, Bengaluru - 560065, Karnataka	U55101KA1994PTC015366	Subsidiary	65.22%	Section 2(87)

3	Royal Orchid Hyderabad Private Limited, Registered Office: No.1, Golf Avenue, Adjoining KGA Golf Association, Kodihalli, HAL Airport Road, Bengaluru - 560008, Karnataka	U55101KA2005PTC037198	Subsidiary	100.00%	Section 2(87)
4	Royal Orchid South Private Limited Registered Office: No.1, Golf Avenue, Adjoining KGA Golf Association, Kodihalli, HAL Airport Road, Bengaluru - 560008, Karnataka	U55101KA2006PTC038712	Subsidiary	100.00%	Section 2(87)
5	A B Holdings Private Limited Registered Office: No. 47/1, Manipal Centre, Dickenson Road, Bengaluru - 560042, Karnataka	U70102KA2006PTC040894	Subsidiary	100.00%	Section 2(87)
6	Royal Orchid Jaipur Private Limited Registered Office: No.1, Golf Avenue, Adjoining KGA Golf Association, Kodihalli, HAL Airport Road, Bengaluru - 560008, Karnataka	U055101KA2005PTC036813	Subsidiary	100.00%	Section 2(87)
7	Multi Hotels Limited* Registered Office: Plot No. 1, Mjimwema Temeke, P O Box No. 1889, Dar Es Salam, Tanzania	8527	Subsidiary	100.00%	Section 2(87)
8	Royal Orchid Maharashtra Private Limited Registered Office: No.1, Golf Avenue, Adjoining KGA Golf Association, Kodihalli, HAL Airport Road, Bengaluru - 560008, Karnataka	U55101KA2008PTC046681	Subsidiary	100.00%	Section 2(87)
9	Royal Orchid Goa Private Limited Registered Office: No.1, Golf Avenue, Adjoining KGA Golf Association, Kodihalli, HAL Airport Road, Bengaluru - 560008, Karnataka	U55101KA2008PTC046679	Subsidiary	100.00%	Section 2(87)
10	Royal Orchid Shimla Private Limited Registered Office: No.1, Golf Avenue, Adjoining KGA Golf Association, Kodihalli, HAL Airport Road, Bengaluru - 560008, Karnataka	U55100KA2008PTC046598	Subsidiary	100.00%	Section 2(87)
11	Royal Orchid Mumbai Private Limited Registered Office: No.1, Golf Avenue, Adjoining KGA Golf Association, Kodihalli, HAL Airport Road, Bengaluru - 560008, Karnataka	U55101KA2009PTC049631	Subsidiary	100.00%	Section 2(87)
12	River Shore Developers Private Limited (Formerly known as Amar Tara Hospitality Private Limited) Registered Office: UNo. 828, 08th Floor,The Summit Business Bay Omkar, 513, Andheri Kurla Road, Opp PVR cinema, Gundavali, Mumbai - 400093, Maharashtra	U70100MH2009PTC194423	Subsidiary	100.00%	Section 2(87)
13	Cosmos Premises Private Limited Registered Ofifice: Room No 1, R 063 Forest Country, Kharadi Pune -411014, Maharashtra	U70100PN1997PTC133546	Subsidiary	50.00%	Section 2(87)
14	Royal Orchid Associated Hotels Private Limited Registered Office: No.1, Golf Avenue, Adjoining KGA Golf Association, Kodihalli, HAL Airport Road, Bengaluru - 560008, Karnataka	U55101KA2006PTC040290	Subsidiary (of AB Holdings Private Limited)	100.00%	Section 2(87)

15	J.H. Builders Private Limited Registered Office: Opp. to BSNL Office, Tonk Road, Near Durgapura Flyover, Durgapura, Jaipur - 302018, Rajasthan	U45201RJ1995PTC010122	Subsidiary	50.00%	Section 2(6)
16	Ksheer Sagar Developers Private Limited Registered Office: Opp. to BSNL Office, Tonk Road, Near Durgapura Flyover, Durgapura, Jaipur - 302018, Rajasthan	U45201RJ1995PTC010120	Subsidiary	50.00%	Section 2(6)
17	Ksheer Sagar Buildcon Private Limited Registered Office: Opp. to BSNL Office, Tonk Road, Near Durgapura Flyover, Durgapura, Jaipur - 302018, Rajasthan	U45201RJ1995PTC010707	Subsidiary	50.00%	Section 2(6)
18	Raj Kamal Buildcon Private Limited Registered Office: Opp. to BSNL Office, Tonk Road, Near Durgapura Flyover, Durgapura, Jaipur - 302018, Rajasthan	U45201RJ1995PTC010121	Subsidiary	50.00%	Section 2(6)
* Overseas Subsidiary					

IV. SHAREHOLDING PATTERN

(Equity Share capital Break up as % to total Equity)

(i) Category wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year - 01.04.2019				No. of Shares held at the end of the year - 31.03.2020				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	13037719	-	13037719	47.57	13094790	-	13094790	47.75	0.18
b) Central Govt.or State Govt.	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	5944026	-	5944026	21.69	5944026	-	5944026	21.67	-0.01
d) Bank/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL:(A) (1)	18981745	-	18981745	69.26	19038816	-	19038816	69.42	0.16
(2) Foreign									
a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other…	-	-	-	-	-	-	-	-	-
						-			
SUB TOTAL (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	18981745	-	18981745	69.26	19038816	-	19038816	69.42	0.16

B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	250787	-	250787	0.92	0	-	0	0.00	-0.92
b) Banks/FI	213531	-	213531	0.78	29482	-	29482	0.11	-0.67
C) Central govt	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Alternative Investment Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	1663294		1663294	6.07	1445308		1445308	5.27	-0.80
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	**2127612**	-	**2127612**	**7.76**	**1474790**	-	**1474790**	**5.38**	**-2.39**
(2) Non Institutions									
a) Bodies corporates									
i) Indian	1112340	-	1112340	4.06	1430899	-	1430899	5.22	1.16
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	3709198	29567	3738765	13.64	3992363	28767	4021130	14.66	1.02
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	1178320	-	1178320	4.30	1218338	-	1218338	4.44	0.14
c) Others (specify)									
NRI	144833	-	144833	0.53	158685	-	158685	0.58	0.05
Clearing Member	93624	-	93624	0.34	53081	-	53081	0.19	-0.15
Trusts	100	-	100	0.00	100	-	100	0.00	0.00
NBFC's	500	-	500	0.00	500	-	500	0.00	0.00
IEPF	28876	-	28876	0.11	28876	-	28876	0.11	0.00
SUB TOTAL (B)(2):	**6267791**	**29567**	**6297358**	**22.98**	**6882842**	**28767**	**6911609**	**25.20**	**2.22**
Total Public Shareholding (B)= (B)(1)+(B)(2)	**8395403**	**29567**	**8424970**	**30.74**	**8357632**	**28767**	**8386399**	**30.58**	**-0.16**
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**27377148**	**71443**	**27406715**	**100.00**	**27396448**	**28767**	**27425215**	**100.00**	**0.00**

(ii) Shareholding of Promoters				
Sl No.	Shareholders Name	Shareholding at the beginning of the year - 01.04.2019	Shareholding at the end of the year - 31.03.2020	% change in share holding

								during the year
		No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Chander Kamal Baljee	12001060	43.79	-	12058131	43.97	-	0.18
2	BALJEES HOTELS AND REAL ESTATE P LTD	5714689	20.85	-	5714689	20.84	-	-0.01
3	KESHAV BALJEE	803424	2.93		803424	2.93	-	0.00
4	HOTEL STAY LONGER PVT LTD	229337	0.84		229337	0.84	-	0.00
5	Sunita Baljee	226260	0.83		226260	0.83	-	0.00
6	SUNIL SIKKA	6975	0.03		6975	0.03	-	0.00
	Total	**18981745**	**69.26**	**-**	**19038816**	**69.42**	**-**	**0.16**

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Name of Promoter	Shareholding at the beginning of the Year - 01.04.2019					Cumulative Share holding during the year - 31.03.2020	
		No. of Shares	% of total shares of the company	Date	Increase/Decrease in Share Holding	Reason	No. of Shares	% of total shares of the company
1	Chander Kamal Baljee	12001060	43.79	01.04.2019			12001060	43.79
				06.09.2019			12011088	43.80
				04.10.2019			12021088	43.83
				13.03.2020			12031088	43.87
				20.03.2020			12058131	43.97
				31.03.2020			**12058131**	**43.97**
2	BALJEES HOTELS AND REAL ESTATE P LTD	5714689	20.85	01.04.2019	NO MOVEMENT DURING THE YEAR			
				31.03.2020			**5714689**	**20.84**
3	KESHAV BALJEE	803424	2.93	01.04.2019	NO MOVEMENT DURING THE YEAR			
				31.03.2020			**803424**	**2.93**

4	HOTEL STAY LONGER PVT LTD	229337	0.84	01.04.2019	NO MOVEMENT DURING THE YEAR			
				31.03.2020			**229337**	**0.84**
5	Sunita Baljee	226260	0.83	01.04.2019	NO MOVEMENT DURING THE YEAR			
				31.03.2020			**226260**	**0.83**
6	SUNIL SIKKA	6975	0.03	01.04.2019	NO MOVEMENT DURING THE YEAR			
				31.03.2020			**6975**	**0.03**

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRs and ADRs):

		SHAREHOLDING AT THE BEGINNING OF THE YEAR - 01.04.2019					CUMULATIVE SHAREHOLDING DURING THE YEAR - 31.03.2020	
SLNO	NAME OF THE SHARE HOLDER	No. of Shares	% of Total Shares of the Company	Date	Increase/Decrease in Share Holding	Reason	No Of Shares	% of Total Shares of the Company
1	NATIONAL WESTMINSTER BANK PLC AS TRUSTEE OF THE JUPITER INDIA FUND	1194423	4.36	01.04.2019	0	-	1194423	4.36
				10.01.2020	Decrease	Sale	1142594	4.17
				31.03.2020			**1142594**	**4.17**
2	C MACKERTICH PRIVATE LIMITED	262787	0.96	01.04.2019	0		262787	0.96
				05.07.2019	Increase	Purchase	262899	0.96
				19.07.2019	Increase	Purchase	277899	1.01
				26.07.2019	Increase	Purchase	293351	1.07
				02.08.2019	Decrease	Sale	264201	0.96
				09.08.2019	Increase	Purchase	265634	0.97
				16.08.2019	Decrease	Sale	262000	0.96
				23.08.2019	Increase	Purchase	265634	0.97
				30.08.2019	Increase	Purchase	276064	1.01
				06.09.2019	Increase	Purchase	294171	1.07
				20.09.2019	Decrease	Sale	281671	1.03
				27.09.2019	Increase	Purchase	297000	1.08
				04.10.2019	Increase	Purchase	299427	1.09
				11.10.2019	Decrease	Sale	262427	0.96
				22.11.2019	Increase	Purchase	280927	1.02
				06.12.2019	Increase	Purchase	395500	1.44
				13.12.2019	Increase	Purchase	470500	1.72
				24.01.2020	Increase	Purchase	470927	1.72

				07.02.2020	Increase	Purchase	508464	1.85
				14.02.2020	Decrease	Sale	470500	1.72
				21.02.2020	Increase	Purchase	470548	1.72
				06.03.2020	Increase	Purchase	555500	2.03
				27.03.2020	Increase	Purchase	560500	2.04
				31.03.2020	**0**		**560500**	**2.04**
3	RAHUL MADHUSUDAN BHANGADIA	250000	0.91	01.04.2019	NO MOVEMENT DURING THE YEAR			
				31.03.2020			**250000**	**0.91**
4	JUPITER SOUTH ASIA INVESTMENT COMPANY LIMITED - SOUTH ASIA ACCESS FUND	275090	1.00	01.04.2019	0	-	275090	1.00
				20.09.2019	Decrease	Sale	249849	0.91
				25.10.2019	Increase	Purchase	499698	1.82
				01.11.2019	Decrease	Sale	249849	0.91
				20.12.2019	Decrease	Sale	247170	0.90
				27.12.2019	Decrease	Sale	244521	0.89
				17.01.2020	Decrease	Sale	238771	0.87
				31.03.2020			**238771**	**0.87**
5	SHAREKHAN LIMITED	170769	0.62	01.04.2019	0		170769	0.62
				05.04.2019	Increase	Purchase	171346	0.63
				12.04.2019	Decrease	Sale	170859	0.62
				19.04.2019	Decrease	Purchase	170627	0.62
				26.04.2019	Increase	Purchase	171513	0.63
				03.05.2019	Decrease	Purchase	169889	0.62
				10.05.2019	Decrease	Sale	168138	0.61
				17.05.2019	Decrease	Sale	167471	0.61
				24.05.2019	Increase	Purchase	167870	0.61
				31.05.2019	Increase	Purchase	167681	0.61
				07.06.2019	Decrease	Sale	7860	0.03
				14.06.2019	Increase	Purchase	11297	0.04
				21.06.2019	Increase	Purchase	11406	0.04
				29.06.2019	Increase	Purchase	11492	0.04
				05.07.2019	Decrease	Sale	10313	0.04
				12.07.2019	Decrease	Sale	5457	0.02
				19.07.2019	Increase	Purchase	6365	0.02
				26.07.2019	Increase	Purchase	4757	0.02
				02.08.2019	Increase	Purchase	5977	0.02
				09.08.2019	Increase	Purchase	6872	0.03
				16.08.2019	Increase	Purchase	6292	0.02
				23.08.2019	Increase	Purchase	7099	0.03
				30.08.2019	Increase	Purchase	8565	0.03
				06.09.2019	Decrease	Sale	5282	0.02
				13.09.2019	Increase	Purchase	5320	0.02

				20.09.2019	Increase	Purchase	5710	0.02
				27.09.2019	Increase	Purchase	6897	0.03
				30.09.2019	Decrease	Sale	6558	0.02
				04.10.2019	Decrease	Sale	5842	0.02
				11.10.2019	Increase	Purchase	6001	0.02
				18.10.2019	Increase	Purchase	15670	0.06
				25.10.2019	Increase	Purchase	36007	0.13
				01.11.2019	Increase	Purchase	137671	0.50
				08.11.2019	Increase	Purchase	136360	0.50
				15.11.2019	Decrease	Sale	136014	0.50
				22.11.2019	Increase	Purchase	135626	0.49
				29.11.2019	Increase	Purchase	136620	0.50
				06.12.2019	Increase	Purchase	198359	0.72
				13.12.2019	Decrease	Sale	197750	0.72
				20.12.2019	Increase	Purchase	198637	0.72
				27.12.2019	Increase	Purchase	200642	0.73
				31.12.2019	Increase	Purchase	201111	0.73
				03.01.2020	Increase	Purchase	202360	0.74
				10.01.2020	Decrease	Sale	200539	0.73
				17.01.2020	Decrease	Sale	198684	0.72
				24.01.2020	Increase	Purchase	204543	0.75
				31.01.2020	Increase	Purchase	204214	0.74
				07.02.2020	Decrease	Sale	202807	0.74
				14.02.2020	Decrease	Sale	201458	0.73
				21.02.2020	Increase	Purchase	199889	0.73
				28.02.2020	Increase	Purchase	198655	0.72
				06.03.2020	Decrease	Sale	198138	0.72
				13.03.2020	Increase	Purchase	200190	0.73
				20.03.2020	Decrease	Sale	198059	0.72
				27.03.2020	Increase	Purchase	200919	0.73
				31.03.2020	**Decrease**	**Sale**	**195834**	**0.71**
6	SARASWATI COMMERCIAL (INDIA) LTD	118250	0.43	01.04.2019	0		118250	0.43
				27.03.2020	Increase	Purchase	123250	0.45
				31.03.2020			**123250**	0.45
7	SHRIYAM BROKING INTERMEDIARY LIMITED	89268	0.33	01.04.2019	NO MOVEMENT DURING THE YEAR			
				31.03.2020			**89268**	**0.33**
8	PANNA LAL C KOTHARI HUF	74000	0.27	01.04.2019	NO MOVEMENT DURING THE YEAR			
				31.03.2020			**74000**	**0.27**
9	FOUR DIMENSIONS SECURITIES (INDIA) LTD	65000	0.24	01.04.2019	0		65000	0.24
				25.10.2019	Increase	Purchase	130000	0.47

				01.11.2019	Decrease	Sale	65000	0.24
				20.03.2020	Increase	Purchase	70000	0.26
				27.03.2020	Decrease	Sale	65000	0.24
				31.03.2020			**65000**	**0.24**
10	GEOSPHERE INDIA FUND	93781	0.34	01.04.2019	0		93781	0.34
				25.10.2019	Increase	Purchase	187562	0.68
				01.11.2019	Decrease	Sale	93781	0.34
				27.03.2020	Decrease	Sale	68244	0.25
				31.03.2020	**Decrease**	**Sale**	**63943**	0.23

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt. in ₹ lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3,716.75	105.00	-	3,821.75
ii) Interest due but not paid				
iii) Interest accrued but not due	1.05	30.01	-	31.06
Total (i+ii+iii)	**3,717.80**	**135.01**	**-**	**3,852.81**
Change in Indebtedness during the financial year				
- Addition		500.00	-	500.00
- Reduction	191.18	14.06	-	205.24
Net Change	**(191.18)**	**485.94**		**294.76**
Indebtedness at the end of the financial year				
i) Principal Amount	3,526.62	605.00		4,131.62
ii) Interest due but not paid				
iii) Interest accrued but not due	-	15.95		15.95
Total (i+ii+iii)	**3,526.62**	**620.95**	**-**	**4,147.57**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL		
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:		(Amount in ₹ Actuals)
SN.	Particulars of Remuneration	Name of MD/WTD/ Manager
	Name	Chander K. Baljee
	Designation	CHAIRMAN & MANAGING DIRECTOR
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,70,82,423
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission	-
	- as % of profit	-
	- others, specify	-
5	Others, please specify	-
	Total (A)	2,70,82,423
	Ceiling as per the Act	N.A

B. Remuneration to other Directors								
								(Amount in ₹ Actuals)
SN.	Particulars of Remuneration	Name of Director						Total Amount
	Name	Mr. Naveen Jain	Dr. Vivek Mansingh	Ms. Jessie Paul	Ms. Sunita Baljee	Mr. Sunil Sikka	Mr.Keshav Baljee	(Rs)
	Designation	Director	Director	Director	Director	Director	Director	
	Independent Directors							
	Fee for attending board / committee meetings*	5,06,000	5,06,000	5,06,000	-	-	-	15,18,000
	Commission	-	-	.	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-
	Total (1)	5,06,000	5,06,000	5,06,000	-	-	-	15,18,000
	Other Non-Executive Directors							

	Fee for attending board / committee meetings	-	-	-	1,10,000	2,42,000	1,10,000	3,52,000
	Commission*	2,51,518	2,51,518	2,51,518	2,51,518	2,51,518		12,57,590
	Others, please specify	-	-	-	-	-		-
	Total (2)	2,51,518	2,51,518	2,51,518	3,61,518	4,93,518	1,10,000	16,09,590
	Total (B)=(1+2)	7,57,518	7,57,518	7,57,518	3,61,518	4,93,518	1,10,000	31,27,590
	Total Managerial Remuneration	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Overall Ceiling as per the Act	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

* above amounts are based on pay-out basis

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(Amount in INR Actuals)

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
	Name		Amit Jaiswal	Ranabir Sanyal	(Rs)
	Designation	C.E.O.	Chief Financial Officer	Company Secretary	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	6545000	2130100	86,75,100
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-			
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	6545000	2130100	86,75,100

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:						
Type		Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY						
Penalty		NIL				
Punishment						
Compounding						
B. DIRECTORS						
Penalty		NIL				
Punishment						
Compounding						
C. OTHER OFFICERS IN DEFAULT						
Penalty		NIL				
Punishment						
Compounding						

Annexure – V

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

Section 134(3) (m) of the Companies Act, 2013 read with, Rule 8(3) of The Companies (Accounts) Rules, 2014

Your company is continuously striving towards conservation of energy across all its units and has implemented various Energy Conservation programs and latest technology upgradation measures including:

A. Conservation of energy:

i) Steps taken or impact on conservation of energy: The Operations of your company are not energy intensive. However adequate measure has been initiated to reduce energy consumption further by implementing the additional measures are various hotels in the group:

1. Installation of STP / ETP Plant with tertiary system for final treatment and utilization of treated water for cooling tower, flushing, landscaping and cleaning purpose.
2. Centralized Air-conditioning chillers system, waste heat dissipated in the cooling tower is captured in the de-super heater and hot water is generated for domestic use and utilized in Guest room and public area.
3. Replacement of Inefficient / Defective Water Cooled chilled water Air-conditioning Plant.
4. Replacement of Water cooled chilled water Air-conditioning Plant with low efficiency and beyond repair condition to VRV System to enhance efficiency and reduce energy consumption.
5. Replacement of Rusted MS Chilled water pipe to PPR Pipeline to increase life and efficiency.
6. Replacement of Rusted Hot water & Cold water Pipeline with CPVC Pipeline to increase life and efficiency and reduce operating cost.
7. VRV & VRF Air conditioning system installed in New Hotels less than 100 rooms for conserving energy.
8. Replacing inefficient AHU & FCU with Efficient units to conserve energy.
9. In place of HSD/LPG fired boilers, we are using heat pump to generate hot water which has resulted in giving us 70% saving on the boiler fuel cost and the cold air which comes out of the heat pump is used as treated fresh air and pumped into the back area or Guest area, thereby giving double advantage on energy conservation.
10. Extensive drive has been taken in replacing high energy consuming Incandescent lamp, Halogen lamp, and Metal Halide & Sodium Vapour lamp to COB LED.
11. Natural Light is introduced into the building space to reduce the lighting electricity consumption.
12. Occupancy sensors are provided for lighting and AC in public area, Back of the house, Toilets, Gym, Staircase etc.
13. Dawn & Dusk Sensor, Analog & Digital Timers are used for street lights, Hotel Periphery lights, Building focus lights, Hoardings, Signage's etc.
14. Energy audit, Environment audits are regularly carried out and the recommendations are implemented which gives good returns and reduces operation cost.
15. Rolling out extracts from HACCP, ISO14001, and Green Globe etc.
16. Implementation of Total Productive Maintenance – Japanese Concept for upkeep / Operational efficiency of Plant and machinery, Kitchen equipment, Guest Area, Back Area & public area.
17. Implementation of Green Building requirements in a phased manner.
18. Implementation of Balance score card for development of Process to improve operational efficiency.
19. Building Management System is installed for efficient operation of engineering system.
20. Smart LED TV's are installed in the guest room to meet the present requirement of the guest and reduce energy consumption.
21. All New hotel projects have achieved 100% LED Lighting for energy conservation.
22. Rain water harvesting is implemented for water conservation and water conservation program is implemented across the group.
23. All the cold equipments purchased for new upcoming hotels use eco-friendly Refrigerant Gas.
24. All the hotel room we are using only energy efficient Absorption system minibar bar Refrigerators.
25. In all the buffet counters we have replace the fuel usage with energy efficient induction heating.
26. New VFD Driven energy efficient Screw chillers installed, phasing out old chillers which consumes high energy.
27. Conventional Hydropenomatic systems replaced with Latest VFD Driven Hydropenomatic system.
28. Replacing of OLD Transformer & Old DG Set is in done to increase the Electrical operational efficiency
29. Incorporating OLTC For Newly installed transformer to save energy
30. Introduced servo stabilizer in Cities where the power quality is not good.
31. Optimum utilization of Maximum Demand by introducing MD Controllers.
32. RO system is installed in all the hotels for drinking water, thereby reducing the cost on purchase of Mineral Water Bottles.
33. Replacement of defective & Week chilled water pipeline insulation to increase the efficiency of the centralized system.

ii) Steps taken by the Company for utilizing alternate sources of energy:

a. Solar System for hot water generation and lighting is implemented at various hotels.
b. In staff cafeterias we are using eco-friendly cooking units with pellets.

c. Solar panels have been installed at appropriate places.
d. Rain water harvesting is done to re-activated the old and abandoned bore wells
e. Rain water harvesting is done and water is used for Gardening, Cleaning and for cooling tower condenser circulation.

iii) The capital investment in energy conservation equipment: Rs. 0 Lakhs.

B. Technology absorption

i. Efforts made towards technology absorption: The Company continues to absorb and upgrade modern technologies and advances hotel management techniques in various guest contact areas
ii. The benefits derived like product improvement, cost reduction, product development or import substitution: The aforesaid energy conservation and technology absorption efforts has considerably reduced the cost
iii. Information regarding imported technology (Imported during the last three years): The Company has not imported any technology during the last three years.
iv. Expenditure incurred on research and development: Nil

C. Foreign Exchange Earnings and Outgo

During the year under review, your Company earned Foreign Exchange Revenue of Rs. 960.85 Lakhs (Previous Year Rs. 752.62 Lakhs) and the Foreign Exchange outgo on account of commission and others is Rs. 31.11 Lakhs (Previous year Rs. 36.08 Lakhs).

Annexure – VI

G.SHANKER PRASAD ACS ACMA
PRACTISING COMPANY SECRETARY
#10, AG's Colony, Anandnagar, Bangalore – 560024 Tel: 080 42146796
E-mail: gsp@graplind.com

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Royal Orchid Hotels Limited,
No -1, Golf Avenue, Adjoining KGA Golf Course,
Airport Road, Bangalore KA 560008

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Royal Orchid Hotels Limited (hereinafter called the "Company"). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2020 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder and the applicable provisions of Companies Act, 1956.

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

v. The following Regulations and Guidelines (and any amendments thereto) prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable:-

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018;
d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
e) The Securities and Exchange Board of India(Issue and Listing of Debt Securities) Regulations, 2008;
f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
g) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations 2015.

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018,

vi. The other laws specifically applicable to the Company:

a) Food Safety and Standards Act, 2006 and Food Safety and Standards Rules , 2011
b) Food Safety and Standards (Packing & Labelling) Regulations, 2011.

For the purpose of examining adequacy of compliances with other applicable laws reliance has been placed on the Compliance Certificate issued by the officials of the Company, at each Board Meeting, based on the report received by the Company from its hotels and service units etc. as part of the Company's Compliance Management and Reporting System. Based on the aforesaid internal compliance certificates, we are of the opinion that the Company has generally complied with the Deposit of Provident Fund, Employee State Insurance, Employee Deposit Linked Insurance and other employee related statutory dues and applicable stipulations pertaining to the Payment of Wages Act, Minimum wages Act, Contract Labour (Regulation and Abolition) Act and other related legislations.

However, notices received from the statutory authorities, if any, are reported as part of Board process for compliance reporting and appropriate action is taken from time to time.

I have also examined compliance with the applicable clauses of the Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors to schedule the Board/ Committee meeting, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

The decisions at the Board meetings were carried with requisite majority/taken unanimously and the related discussions were duly recorded in the minutes.

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

G. Shanker Prasad
ACS No.: 6357
CP No: 6450

Place: Bengaluru
Date: 25/07/2020
UDIN: A006357B000505174

This report is to be read with our letter of even date (Part I) of the Annexure and forms an integral part of this report.

(Part I) of the Annexure

To,
The Members
Royal Orchid Hotels Limited,
No -1, Golf Avenue, Adjoining KGA Golf Course,
Airport Road, Bangalore KA 560008

Our report of even date is to be read along with this letter.

1. The maintenance of secretarial records is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.

4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

7. Some of the required information for the audit was shared through email and other online channels as physical verification could not be done due to lockdown on account of COVID -19 Pandemic during the last few weeks of the quarter.

G. Shanker Prasad
ACS No.: 6357
CP No: 6450

Place: Bengaluru
Date: 25/07/2020

Annexure – VII

Corporate Social Responsibility (CSR)

Report on Corporate Social Responsibility as per Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014

Brief outline of the Company's CSR Policy, Including overview of projects / programmes undertaken in terms of section 135 read with Schedule VII of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014, the details of Corporate Social Responsibility (CSR) expenditure incurred by the Company for the FY 2019-20 are provided herein below:

<table>
<tr><td>1</td><td>A brief outline of the company's CSR policy,
including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs</td><td>The Company has adopted a CSR policy for carrying out activities given in Schedule VII of the Companies Act 2013. The CSR Policy is available at the website of the Company at the following link
http://www.royalorchidhotels.com/investors.

During the financial year 2019-20 the Company has contributed towards CSR through various Trusts i.e. Vedenta Institute, Abhay Ashram, Nightingale Trust and Skill Development Centres run by the Company which are working in the field of Education, and eradicating hunger, poverty and malnutrition.</td></tr>
<tr><td>2.</td><td>The Composition of the CSR Committee:</td><td><table><tr><th>Name of the Member</th><th>Position in the Board</th><th>Position in the Committee</th></tr><tr><td>Ms. Lilian Jessie Paul</td><td>Non-Executive Independent Director</td><td>Chairperson</td></tr><tr><td>Mr. C. K. Baljee</td><td>Chairman & Managing Director</td><td>Member</td></tr><tr><td>Mr. Sunil Sikka</td><td>Non-Executive Director</td><td>Member</td></tr></table></td></tr>
<tr><td>3</td><td>Average net profit of the company for last three financial years</td><td>Rs 145,493,605</td></tr>
<tr><td>4.</td><td>Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)</td><td>Rs 29 lacs</td></tr>
<tr><td>5.</td><td>Details of CSR spent during the financial year.</td><td></td></tr>
<tr><td>(a)</td><td>Total amount to be spent for the financial year</td><td>29.99 lacs</td></tr>
<tr><td>(b)</td><td>Amount unspent, if any</td><td>Nil</td></tr>
</table>

(c) Manner in which the amount spent during the financial year is detailed below.

rupees in lakhs

S. No	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs **Sub – heads:** (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto to the reporting period	Amount spent : Direct or through implementing agency
1	4 Skill Development Centres run by company	Education	Local area	21.59	(1)	21.59	Direct
2	Donation to Vedenta Institute	Eradication of hunger, poverty and malnutrition	Local area	2.50	(2)	2.50	implementing agency
3	Supply of food to Nightingale Trust	Eradication of hunger, poverty and malnutrition	Local area	3.50	(2)	3.50	implementing agency
4	Supply of food to Abhay Ashram	Eradication of hunger, poverty and malnutrition	Local area	2.40	(2)	2.40	implementing agency
	TOTAL			29.99		29.99	

The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company

Chander K. Baljee
Chairman & Managing Director
(DIN: 00081844)

Ms. Lilian Jessie Paul
Chairperson
CSR Commitee
(DIN: 02864506)

Corporate Governance Report for the year ended March 31, 2020

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

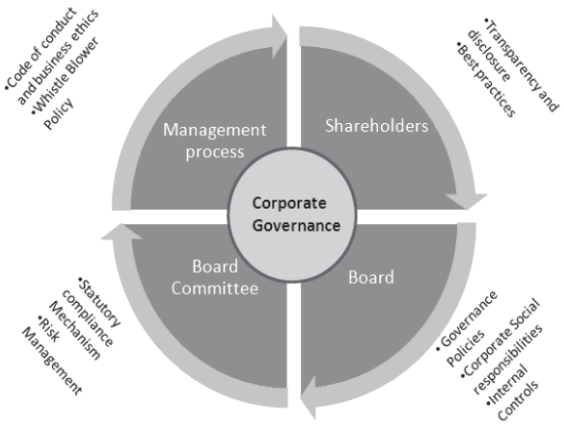
Royal Orchid Hotels Limited (hereinafter referred to as "ROHL" or "your Company"), observes the Corporate Governance principles and practices as key to sustainable corporate growth and long term shareholders' value creation. ROHL and it's Subsidiary companies, as a group values and believes in excellence in Corporate Governance as a good corporate citizen and is committed to ethical corporate practices based on conscience, openness, fairness, professionalism and accountability, for the benefit to its stakeholders and for its long term success.

Your Company believes in maintaining the highest standards of corporate governance, not only in form but also in substance by incorporating highest levels of transparency, accountability and equity in all facets of its operations and in all its transactions with its stakeholders, including its Employees, Customers, Shareholders, Vendors, supporting agencies, Government, and society at large. The corporate governance philosophy of the Company has been further strengthened with the adoption of the Code of Conduct, Whistle Blower Policy, CSR Policy, and Code for Prohibition of Insider Trading and such other policies. We have summarized the same in this Corporate Governance Report.

Good corporate governance is about maximizing shareholder value on a sustainable basis while ensuring fairness to all stakeholders: customers, vendor-partners, investors, employees, government and society.

ROHL's Corporate Governance philosophy is based on the following ideologies:

- ❖ Ensure transparency, high degree of disclosure, and good practices in our operations;
- ❖ Openness in communication externally and internally with all stakeholders;
- ❖ Maintain high standards of clean, healthy and safe environment;
- ❖ Institutionalize Corporate Governance at all levels within the Company with best practices, policies and procedures;
- ❖ Act in the spirit of the law and not merely the letter of the law.



THE 4 TIER GOVERNANCE STRUCTURE AT ROHL

Corporate Governance philosophy is put into practice at ROHL group through the following four layers, namely,

- Governance by Board of Directors,
- Governance by Sub-committees of Board of Directors,
- Governance through Management process, and
- Governance to Shareholders.

i. The Shareholders appoint the Board of Directors and authorizes the Board to conduct the business and ensure accountability to all the stakeholders.

ii. The Board of Directors is responsible for the vision, strategy and good governance of the Company. The Board ensures good returns to the Stakeholders through strategic management.

iii. The Committees of the Board are responsible to set governance policies and principles and overview the internal controls of the Company.

iv. The Executive Management, appointed by the Board is responsible for day to day management of the Company in line with the strategies and principles set by the Board.

2. GOVERNANCE BY BOARD

2.1 Board of Directors

1 The Board of Directors of your Company which consists of an optimum mix of Executive and Non-Executive Directors. The composition of the Board consists of a fine blend of professionals from diverse backgrounds which enables the Board to discharge its responsibilities more efficiently and provide effective leadership by taking the Company's business to achieve greater heights.

Pursuant to Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), the Board has six directors out of which one is Executive Director, two are Non-Executive Non-Independent Directors and three, i.e., half of the Board comprises of Independent Directors.

Directorships and Committee Memberships held by Directors in companies other than Royal Orchid Hotels Limited as on March 31, 2020.

Name of the Director	Age (in years)	Position/ Designation /Promoter	DIN	Date of appointment	Directorship in other public Companies	Position in committees of the Board of other Indian Public Companies*		Name of the other listed companies in which Directorships are held	Category of directorships held in other listed companies
						As Chairman	As member		
Mr. C. K. Baljee*	69	Chairman & Managing Director	00081844	03/01/1986	-	-	-		
Mr. Sunil Sikka*	61	Non-Executive Director	00083032	30/09/2000	-	-	-		
Mr. Keshav Baljee*	36	Non-Executive Director	00344855	11/11/2019	-	-	-		
Dr. Vivek Mansingh	64	Non-executive and Independent Director	06903079	12/08/2016	-	-	-		
Mr. Naveen Jain	61	Non-executive and Independent Director	00051183	25/10/2016	5	1	4	Majestic Auto Limited	Independent Director
Ms. Lilian Jessie Paul.	50	Non-executive and Independent Director	02864506	02/11/2017	2	-	2	Expleo Solutions Limited Bajaj Consumer Care Limited	Independent Director

* Promoter of the Company

2. Number of Directorships held in other public companies includes all companies, whether listed or unlisted but excludes foreign companies, other body corporates and professional bodies but does not include subsidiaries of public companies. The limits on directorships of Independent Directors and Executive Directors are within the permissible limits.

3. During the year under review, necessary disclosures regarding change in Committee positions, if any, have been made by all the Directors. None of the Directors is a member of more than 10 Committees or Chairman of more than 5 Committees across all Indian Companies.

4. As on April 01, 2020, all Independent Directors have submitted their declarations to the effect that they fulfil the criteria as laid down in Regulation 16(1) (b) of LODR, Sections 2 (47) and 149(6) of the Companies Act, 2013 and rules made there under.

5. The Company has issued a formal letter of appointment to its Independent Directors and the said Letter published on the website of the Company. The maximum tenure of Independent Directors is in accordance with the Companies Act, 2013 and the LODR.

6. Mr. Sunil Sikka (DIN: 00083032), Director of the Company, is retiring by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment, his brief profile is disclosed in the Annexure to Notice calling 34th Annual General Meeting of the Company.

7. Except Mr. Keshav Baljee & Mr. Sunil Sikka, Directors of the Company, who are relatives of Mr. C. K. Baljee, Chairman & Managing Director of the Company, none of the Directors on Board are related to each other.

8. Meetings of the Board and Attendance thereat
Scheduling of Board meetings and agenda fixation

a. The schedule of Board Meetings is communicated to all the Directors in advance, to enable them to schedule their effective participation during Board Meetings.

b. As a system, information to Directors is submitted along with the agenda papers well in advance of the Board meeting. Inputs and feedback of Board members are taken in preparation of agenda and documents for the Board meeting.

c. During the year under review, your Board met four times on 28.05.2019; 09.08.2019; 11.11.2019 and 12.02.2020 and the gap between two meetings did not exceed 120 days.

d. The Annual General Meeting for the Financial Year 2018 - 2019 was held on September 23, 2019.

The attendance at the Board Meetings during the year and at the Annual General Meeting is as below:

Name	Board Meeting		AGM Attendance
	Held	Attended	
Mr. C. K. Baljee	4	4	Yes
Mr. Sunil Sikka	4	4	Yes
Mr. Keshav Baljee	4	2	Yes
Dr. Vivek Mansingh	4	4	Yes
Mr. Naveen Jain	4	4	Yes
Ms. Lilian Jessie Paul	4	4	Yes

e. Information provided to the Board and its Committees

- Annual operating plans and budgets and any updates.
- Capital budgets and any updates.
- Quarterly results for the listed entity and its operating divisions or business segments.
- Minutes of meetings of audit committee and other committees of the board of directors.
- The information on recruitment and remuneration of senior officers just below the level of Board of Directors, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Show cause, demand, prosecution notices and penalty notices, which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the listed entity, or substantial non-payment for goods sold by the listed entity.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the listed entity or taken an adverse view regarding another enterprise that may have negative implications on the listed entity.

- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- Sale of investments, subsidiaries, assets which are material in nature and not in normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc

f. **Post-meeting follow-up system**
After the Board Meeting, we have a formal system of follow up, review and reporting on actions taken by the management on the decisions of the Board and sub-committees of the Board

9. Directors Shareholding in the Company as on March 31, 2020

Name of the Director	Designation	No. of Equity Shares held by the Directors	Percentage of holding (%)
Mr. C. K. Baljee	Managing Director	1,20,58,131	43.97
Mr. Sunil Sikka	Non-Executive Director	6975	0.03
Mr. Keshav Baljee	Non-Executive Director	8,03,424	2.93
Dr. Vivek Mansingh	Independent and Non-Executive Director	0	0.00
Mr. Naveen Jain4	Independent and Non-Executive Director	0	0.00
Ms. Lilian Jessie Paul	Independent and Non-Executive Director	0	0.00

10. Familiarisation programme for Independent Directors

The Company proactively keeps its Directors informed of the activities of the Company, its management and operations and provides an overall industry perspective as well as issues being faced by the Industry as well as key regulatory changes and reporting requirements as per the Companies Act and SEBI Guidelines etc.

The Company has made a familiarisation programme for the Independent Directors, which has been disclosed on Company's website at www.royalorchidhotels.com

Other Disclosures Regarding Board

Board is of the view that it requires a mix of expertise in Operations, Marketing, Finance, IT and Sales. The Board also believes that in its present composition it has the aforesaid diversity and expertise. The details of the expertise Director is given in the profile of the Directors. In the Opinion of the Board all the independent Directors fulfill the conditions specified in these regulations and are independent of the Management.

2.1.2 Brief Profile of Board of Directors

Mr. C. K. Baljee

A Management Graduate from Indian Institute of Management, Ahmedabad, is the Founder Promoter and Chairman & Managing Director of Royal Orchid Hotels. He has over four decades of experience in hospitality industry. He has been featured in the IIM Ahmedabad book "Stay Hungry Stay Foolish" which chronicles the rise of 25 entrepreneurs. He is a certified Hotel Administrator from American Hotel and Lodging Association (AH and LA).

Mr. Sunil Sikka

Mr Sunil Sikka is Managing Partner of Houzz N Dezins a leading Floor covering sourcing solutions provider. Mr. Sikka was one of the first to open a warehouse and distribution center in USA to market directly Floor Covering and Handicrafts from India and lived and gained experience for five years in early 80s on a L1 visa prior to returning to India. Mr. Sikka has won awards for development of Modern and Transitional Designs of Carpets at International Forums like Domotex, and is a regular speaker in Export Promotion forums like CEPC, EPCH and UPEPC. He is known for his passion for development of new Designs and textures in fashion colors for the Industry.

Mr. Keshav Baljee

Mr. Keshav Baljee, is the co-promoter of Royal Orchid Hotels Limited. He has a bachelors degree in management and technology from the Wharton School, University of Pennsylvania, USA.

Dr. Vivek Mansingh

Dr. Vivek Mansigh is a Gold Medalist engineer from NIT Allahabad (1978). Also PhD from the Queen's University, Kingston, Canada in 1986 and completed an Executive Business Management Program with the Stanford University in 1996.Dr. Vivek Mansingh is the General Partner of Your Nest Angel Fund and engaged Angel Investor of Innovatia, Janaagraha, EnCloudEn, Arthayantra, Golflan, Wolken Software, Teamtoq, Smartbuildings and KlickH.

Mr. Naveen Jain

Mr. Naveen Jain is a fellow member of Institute of Chartered Accountants of India as a Hospitality professional with over 35 years of experience, Mr. Jain has held several leadership positions across various functions with leading hotel companies. Mr. Jain is currently Managing Director of Nouvelle Knowledge Services and is member on the Board within Hospitality, Food & Beverage, Retail and Service Organizations. He is also Angel & Strategic advisor to new startups in the service industry. Prior to this, Mr. Jain headed Duet India Hotels, a private equity funded hotel group that invests in Indian Hospitality industry, as the President of the company. Prior to joining Duet, Mr. Jain worked with leading hotel companies namely the Oberois and the Leela Hotels leading several functions. Mr. Jain has been invited as a speaker at various national and international hospitality forums, and is a part of several industry associations, initiatives and government forums on hospitality & tourism.

Ms. Lilian Jessie Paul

Ms. Jessie Paul has over two decades of experience as a marketer. She was Global Brand Manager of Infosys, headed marketing for iGATE (now a part of CapGemini) and was Chief Marketing Officer of Wipro Technologies. She commenced her career with Ogilvy & Mather Advertising. In 2010, Jessie Paul founded Paul Writer a marketing advisory firm that works with clients to build profitable conversations amongst customers and prospects. Jessie is an independent director on the board of Bajaj Consumer Care, Expleo Solutions. She holds an MBA from Indian Institute of Management, Calcutta, and a bachelor's degree in computer science and engineering from National Institute of Technology, Trichy.

II.

GOVERNANCE BY BOARD COMMITTEES

Committees of Board

The Board has constituted following Committees and each Committee has its terms of reference as Charter.

The Chairman of each Committee along with other Members, decides the agenda, frequency and duration of each meeting and if required, with other Members of the Board also.

As on March 31, 2020, the Board has following four Statutory Committees:

- Audit Committee;
- Nomination and Remuneration Committee;
- Stakeholders Relationship Committee; and;
- Corporate Social Responsibility Committee

Audit Committee –

1. Terms of Reference

The Audit Committee reports to the Board and the roles, responsibilities and the terms of reference of the same are as follows:

a) Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

b) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.

c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

- Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
- Changes, if any, in accounting policies and practices and reasons for the same;
- Major accounting entries involving estimates based on the exercise of judgment by management;
- Significant adjustments made in the financial statements arising out of audit findings;
- Compliance with listing and other legal requirements relating to financial statements;
- Disclosure of any related party transactions;
- Qualifications in the draft audit report;
- Modified opinion(s) in the draft audit report.

e) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.

f) Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

g) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.

h) Approval or any subsequent modification of transactions of the Company with related parties.

i) Scrutiny of inter-corporate loans and investments.

j) Valuation of undertakings or assets of the Company, wherever it is necessary.

k) Evaluation of internal financial controls and risk management systems.

l) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.

m) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

n) Discussion with internal auditors any significant findings and follow up thereon.

o) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

p) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

q) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

r) To review the functioning of the Whistle Blower mechanism.

s) Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate.

t) Carrying out any other function as is mentioned in the term of reference of the Audit Committee.

u) Management discussion and analysis of financial condition and results of operations.

v) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.

w) Management letters/ letters of internal control weaknesses issued by the statutory auditors.

x) Internal audit reports relating to internal control weaknesses.

y) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.

z) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of Listing Regulations.

aa) Annual Statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7) of Listing Regulations and

bb) The Audit Committee of the listed holding Company shall also review the financial statements, in particular, the investments made by the unlisted subsidiary Company.

2. Composition of Committee:

In accordance with Section 177 of the Companies Act, 2013 and Regulation 19 of LODR, as on March 31, 2019, Audit Committee of the Company is duly constituted having three members, all of them are Non-Executive Independent Directors and the Chairman of the Committee is financially literate.

Details of the Members of Audit Committee are given below:

Name of the Member	Position in the Board	Position in the Committee
Mr. Naveen Jain	Non-Executive Independent Director	Chairman
Dr. Vivek Mansingh	Non-Executive Independent Director	Member
Ms. Lilian Jessie Paul	Non-Executive Independent Director	Member

Note: The Company Secretary of the Company acts as the secretary for Audit Committee.

3. Meetings and Attendance of the Members of the Audit Committee:

During the financial year 2019-20, the Audit Committee has met 4 times, i.e., 28.05.2019; 09.08.2019; 11.11.2019 and 12.02.2020 and attendance of the members is given below:

Name	Audit Committee Meetings	
	Held	Attended
Mr. Naveen Jain	4	4
Mr. Vivek Mansingh	4	4
Ms. Lilian Jessie Paul	4	4

Nomination and Remuneration Committee

1. **Brief Terms of Reference and Performance evaluation and Payment criteria for Directors and Independent Directors**

   The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Our compensation philosophy is to align Directors and employee compensation with our business objectives, so that compensation is used as a strategic tool that helps us recruit, motivate and retain highly talented individuals who are committed to our core values. We believe that our compensation programs are integral to achieving our goals. Through its compensation programme, the Company endeavours to attract, retain, develop and motivate a high performance workforce. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay. Individual performance pay is determined by business performance of the Company.

   The Nomination and Remuneration Committee recommends the all remuneration, in whatever form, including the commission based on the net profits of the Company for the Directors and Senior Management Personnel. This recommendation is then approved by the Board and Shareholders for payment of remuneration to Executive Directors and Senior Management Personnel.

   The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and performance incentives, commission (variable component) to its Managing Director. Annual increments are decided by the Nomination and Remuneration Committee within the salary scale approved by the Board and Shareholders.

   Independent Non-Executive Directors are appointed for their professional expertise in their individual capacity as Independent Professionals/Business Executives. Independent Non-Executive Directors receive sitting fees for attending the meetings of the Board and Board Committees.

   During the year under review the Independent Directors were oriented on various provisions and compliances of new Companies Act, 2013, introduction of Listing Regulation, SEBI guidelines, Internal Financial Controls and Accounting Standards by Consultants and Statutory Auditors.

Criteria for selection of Independent Directors

1. The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of information technology, sales/ marketing, finance, taxation, law, governance and general management.
2. In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
3. The Nomination and Remuneration Committee shall consider the following attributes/ criteria, whilst recommending to the Board the candidature for appointment as Director:
   a) Qualification, expertise and experience of the Directors in their respective fields;
   b) Personal, Professional or business standing; and
   c) Diversity of the Board.

In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his/ her engagement level.

2. **Composition of the Nomination and Remuneration Committee:** In accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the LODR, as on March 31, 2020, Nomination and Remuneration Committee of the Company is duly constituted comprising of three members, all of them are Non-Executive Independent Directors and the chairperson is a Non-Executive Independent Director.

Name of the Member	Position in the Board	Position in the Committee
Ms. Lilian Jessie Paul	Non-Executive Independent Director	Chairperson
Dr. Vivek Mansingh	Non-Executive Independent Director	Member
Mr. Naveen Jain	Non-Executive Independent Director	Member

3. **Meetings and Attendance of Members of Nomination and Remuneration Committee:**

During the Financial Year 2019 - 2020, the Nomination and Remuneration Committee has met 2 times, i.e., 28.05.2019 and 11.11.2019 attendance of the members are given below:

Name	Nomination and Remuneration Committee Meetings	
	Held	Attended
Ms. Lilian Jessie Paul	2	2
Dr. Vivek Mansingh	2	2
Mr. Naveen Jain	2	2

4. **Performance evaluation criteria for Independent Directors:** The performance evaluation criteria for Independent Directors and payment criteria for other Non-Executive Directors are disclosed on the web link: www.royalorchidhotels.com

Details of remuneration paid to the Directors for the year 2019-2020 Erstwhile as per the provisions of Section 197 read with Schedule V of the Companies Act 2013 approval of members and Central Government were required for payment of remuneration in case of inadequate profits accordingly Members of the Company vide Special resolution dated 27.09.2017 at 31st Annual General Meeting of the Company has approved a total remuneration of Rs. 2,77,76,844/- p.a. to Mr. C. K. Baljee (DIN: 00081844), Chairman & Managing Director of the Company, for Financial Year 2019 – 2020 and the Company has applied to Central Government for approval.

In accordance with the members approval and the remuneration policy of the Company following are the details of remuneration to the Board:

(Amount In Actuals)

S. No.	Name of Director	Sitting fees(`)	Salary (`)	Commission (`)
1.	Mr. C. K. Baljee	NIL	2,70,82,423	NIL
2.	Mr. Keshav Baljee	1,10,000	NIL	2,51,518
3.	Mr. Sunil Sikka	2,42,000	NIL	2,51,518
5.	Dr. Vivek Mansingh	5,06,000	NIL	2,51,518
6.	Mr. Naveen Jain	5,06,000	NIL	2,51,518
7.	Ms. Jessie Paul	5,06,000	NIL	2,51,518

Note: No stock options have been granted to any of the Directors during the financial year 2019-2020.

Stakeholders' Relationship Committee –

Terms of reference of Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee shall:

i. Ensure proper controls at Registrar and Share Transfer Agent,

ii. Look into the redressing of the shareholders complaints and queries,

iii. Review movement in shareholdings and ownership structure,

iv. To approve issue of duplicate certificates and oversees and reviews all matters connected with transfer and transmission of securities of the Company,

v. The Committee shall review and note the following Statutory Reports submitted to Stock Exchange(s):

   a. Quarterly Report on Corporate Governance,

   b. Quarterly Report on Reconciliation of Share Capital Audit, and

   c. Half Yearly Certificates;

vi. The Committee shall look into redressal of shareholders'/ investors' complaints related to transfer and transmission of shares, non-receipt of Balance Sheet, non-receipt of declared dividend, etc., and

vii. The Committee shall oversee performance of the Registrars and Transfer Agents of the Company and recommends measures for overall improvement in the quality of investor services;

viii. The Chairperson of the Stakeholders Relationship Committee shall be present at the annual general meetings to answer queries of the security holders;

ix. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;

x. Review of measures taken for effective exercise of voting rights by shareholders;

xi. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;

xii. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;

xiii. To approve, ratify, refuse to register transfer / transmission / deletion of name/ transposition requested of shares;

xiv. To approve the transmission of shares arising as a result of death of the sole/any joint shareholder or operation of law;

xv. To authorize issue of Duplicate Share Certificates and Share Certificates after Split / Consolidation / Rematerialization and in Replacement of those which are defaced, mutilated, torn or old, decrepit, worn out or where the pages on reverse for recording transfers have been utilized;

xvi. To approve issuance of share certificate(s) pursuant to request received for rematerialisation;

xvii. To approve request received for Dematerialisation of shares;

1. **Composition of Stakeholders Relationship Committee:**

In terms of Section 178 of the Companies Act, 2013 and Regulation 20 of LODR, the Stakeholders' Relationship Committee of the Company is duly constituted comprises of three members out of which two members are Non-Executive Independent Directors and One is an Executive Director and the chairman of the Committee is a Non-Executive Independent Director.

Name of the Member	Position in the Board	Position in the Committee
Dr. Vivek Mansingh	Non-Executive Independent Director	Chairman
Mr. Naveen Jain	Non-Executive Independent Director	Member
Mr. C.K. Baljee	Chairman & Managing Director	Member

2. **Meetings and Attendance of members of Stakeholders' Relationship Committee**

As a good corporate governance practice at your Company, four meetings are usually held in order to consider, discuss and review the quarterly stock exchange compliances of the Company, share transfers and stakeholders' grievances.

During the financial year 2019-2020, the Stakeholders' Relationship Committee has met 1 time, i.e., 28.05.2019 attendance of the members is given below:

Name	Stakeholders Relationship Committee Meetings	
	Held	Attended
Dr. Vivek Mansingh	1	1
Mr. C.K. Baljee	1	1
Mr. Naveen Jain	1	1

3. Dr. Ranabir Sanyal, Company Secretary & Compliance officer, monitors the share transfer process and reports to the Company's Board in each meeting and the said Officer also directly liaises with the authorities such as SEBI, Stock Exchanges, ROC etc., and investors with respect to implementation of various clauses, rules, regulations and other directives of such authorities and investor service and complaints related matter. There is no share transfer pending for more than 15 days.

Your Company has a designated email ID, cosec@royalorchidhotels.com for the Redressal of any Stakeholders' related grievances exclusively for the purpose of registering complaints by Members/ Stakeholders. Your Company has also displayed the said email ID under the investors section at its website, www.royalorchidhotels.com and other relevant details prominently for creating investor/ stakeholder awareness.

Your Company maintains a functional website containing necessary information about the Company e.g. details of its business, financial information, shareholding pattern, compliance with corporate governance, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances, details of agreements entered into with the media companies and/ or their associates, etc., at www.royalorchidhotels.com/common/about-ro-investors.asp and the contents of the said website are updated at any given point of time as per the requirements of Companies Act, 2013 and Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

The Company has appointed Integrated Enterprises (India) Limited as its Registrar and Share Transfer Agent, they are entitled to handle the Investor's Grievances as and when received the Company, they have sufficient infrastructure to process and resolve these grievances.

The Registrar and Share Transfer Agent, in every quarter, send the Company, a status of investor's grievances and as on 31st March, 2020, there were no complaints pending to be resolved. Following is the complete status of Investor's Grievances during the Financial Year 2019-2020:

No. of shareholders' complaints received during the year	No. of complaints not resolved to the satisfaction of shareholders during the year	No. of pending complaints during the year
NIL	NIL	NIL

Corporate Social Responsibility (CSR) Committee:
The Board has constituted the CSR Committee as per the requirements of the Companies Act, 2013 along with applicable Rules.

1. **Terms of reference of CSR Committee**
   a) Formulate and recommend to the Board, a Corporate Social Responsibility Policy which
   b) shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act 2013;
   c) Recommend the amount of expenditure to be incurred on the CSR activities
   d) Monitor the Corporate Social Responsibility Policy of the company from time to time

2. **Composition of CSR Committee:**
   The Companyhas constituted a committee of the Board to be known as Corporate Social Responsibility Committee. The primary role of the Committee is to review the Group's Corporate Social Responsibility Programme and to monitor performance against agreed targets. The Human Resource head shall act as the Secretary of the Committee.

   The members are appointed by the Board. The Committee consists of three members, who are nominated by the Board from time to time and at least one is Non-Executive Independent Director of the Company.

Name of the Member	Position in the Board	Position in the Committee
Ms. Lilian Jessie Paul	Non-Executive Independent Director	Chairman
Mr. C. K. Baljee	Chairman & Managing Director	Member
Mr. Sunil Sikka	Non-Executive Director	Member

Note: The Company Secretary of the Company is secretary to the Committee.

III. GOVERNANCE THROUGH MANAGEMENT PROCESS

Empowerment and Control:

Royal Orchid's Board believes that it is essential for effective corporate governance; management must have the freedom to drive the business forward. The Board believes in this principle and has vested the decision-making powers at the most appropriate levels in the organizational hierarchy. It is the core principle of corporate governance that while the Board of Directors are accountable to the shareholders, the management is accountable to the Board. With an optimum combination of the empowerment with accountability, it would lead to improved effectiveness, thereby enhancing shareholder value. The aforesaid would not yield any results without adequate control which is necessary and thus freedom of management should be exercised within a framework of appropriate checks and balances. Control should prevent misuse of power, facilitate timely management response to change, and ensure that business risks are pre-emptively and effectively managed.

Risk Management

Your Company has a well-established risk management process and framework for all hotels and managed properties across India and overseas.

The Audit Committee reviews the risks relevant to the business including changes in key regulations or political risks, competitor activities, economic or business risks, strategic acquisitions, attrition risk, health and safety. Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk, employee, guest, asset safety and safety of community and to establish a prevention system to safeguard the future.

Environment Initiatives

Your Company has constantly given high priority to social concerns. Your Company continually strive towards sustainable development by trying to find a balance between the needs of our customers and responsible care for the environment. Your Company is committed to protect and promote the environment and has a well-defined Environment Policy and all our units have proper environmental management system in place. The several initiatives taken are given in the Boards' Report.

IV. GOVERNANCE TO SHAREHOLDERS

General Body Meetings Annual General Meeting for the year 2019 - 2020 is scheduled to be held on the day and time as per the details in the AGM notice annexe to this annual report. The meeting will be conducted via video conference.

1. Annual General Meetings

Financial Year	Date	Time	Venue	Special Resolutions/ important items passed in the Annual General Meeting
2016-17	27.09.2017	09.30 A. M.	Royal Orchid Resort and Convention Center, Allalsandra, Bellary Road, Yelhanka, Bangalore – 560065	• To Borrow money exceeding paid up capital and free reserves upto Rs 150 crore • To authorise Grant Loans , make Investment and give Corporate Guarantee on loans taken by subsidiary and Joint Venture Companies upto Rs 350 Crore • To Pay Remuneration to Mr. C.K. Baljee as Managing Director for the years 2018-20
2017-18	28.09.2018	05.00 P.M.	Royal Orchid Resort and Convention Center, Allalsandra, Bellary Road, Yelhanka, Bangalore –560065	• To appoint a Director in place of Mr. Sunil Sikka (DIN: 00083032) • To declare a dividend of Rs. 1.5/- per equity share of Rs. 10/- each for the Financial Year ended March 31, 2018 • To appoint Ms. Lilian Jessie Paul as an Independent Director of the Company • Modification of the Royal Orchid Hotels Limited Employee Stock Option Plan (ESOP), 2014
2018-19	23.09.2019	11.30 A.M.	Hotel Royal Orchid Regenta, No.1 Golf Avenue, Adjoining KGA Golf Course, Bangalore -560008	• To appoint a Director in place of Mrs. Sunita Baljee (DIN: 00080737) • To declare a dividend of Rs. 2/- per Equity Share of Rs. 10/- each for the Financial Year ended March 31, 2019 • To Alter the Memorandum of Association of the Company. • To Alter the Articles of Association of the Company. • To Re-appoint Mr. Chander K. Baljee (DIN: 00081844) as a Managing Director of the Company and Approval of the remuneration. • Reappointment of Mr. Naveen Jain (DIN: 00051183) as an Independent Director of the Company • Approval of loans, investments, guarantee or security under section 185 of Companies act, 2013:

2. Extraordinary General Meeting(s)

Financial Year	Date	Time	Venue	Special Resolutions passed in the Annual General Meeting
2016-17	No Extraordinary General Meeting was conducted during last three years			
2017-18				
2018-19				

3. **E-Voting /Postal Ballot voting pattern, procedure and result.**
   During the year under review, at the Annual General Meeting, the Company passed the Resolutions through E-Voting system of Central Depository Services Limited (CDSL) and voting at through Poll Paper (MGT – 12). The result of the E-voting and voting through poll is detailed herein below:

Resolution No.	No. of E-votes/ postal ballots in favour	Total Votes cast in favour of Resolution	No. of E-votes/postal ballots against	Votes cast against the Resolution	Percentage of votes in favour of total votes
1.	92	20886057	0	0	100%
2.	85	1894144	1	140	*100%
3.	90	20882393	2	3664	*100%
4.	90	20882303	2	3754	*100%
5.	84	1890530	2	3754	*100%
6.	76	1660916	2	3779	*100%
7.	90	20882263	2	3794	*100%
8.	83	1764609	2	3754	*100%

* Rounded off

The result of the voting through electronic means and through poll was announced on September 23, 2019. After declaration, the result was communicated to the stock exchanges and the report of the Scrutiniser (MGT-13) was also posted on the Company's website at https://www.royalorchidhotels.com/Images/factsheet/Submission_of_Scrutinisers_Report.pdf

Scrutinizer: Mr. G. Shanker Prasad, Practising Company Secretary, Bangalore was appointed as Scrutinizer for conducting the e-voting / postal ballot process in a fair and transparent manner.

4. **Postal Ballot held during the year March 25, 2020 and result.**
   During the year, Postal Ballot was held on March 25, 2020 the Company passed the Resolution through E-Voting system of Central Depository Services Limited (CDSL) and voting through Postal Ballot. The result of the E-voting and voting through Postal Ballot is detailed herein below:

Resolution No.	No. of E-votes/ postal ballots in favour	Total Votes cast in favour of Resolution	No. of E-votes/postal ballots against	Votes cast against the Resolution	Percentage of votes in favour of total votes
1	55	251779	6	2356	99.07%

The result of the voting through electronic means and through postal ballot was announced on March 26, 2020. After declaration, the result was communicated to the stock exchanges and the report of the Scrutiniser report was also posted on the Company's website at

https://www.royalorchidhotels.com/Images/factsheet/Votingresultandscrutiniserreportforuplaoading.pdf

Scrutinizer: Mr. G. Shanker Prasad, Practising Company Secretary, Bangalore was appointed as Scrutinizer for conducting the e-voting / postal ballot process in a fair and transparent manner.

Means of Communication:

1	Quarterly results	The Quarterly unaudited financials of the Company are published in news papers and also on the Company's website.
2	Newspapers in which results are normally published	The Financial Express and Vijayavani
3	Company's Website	www.royalorchidhotels.com
4	Websites' investor's section	www.royalorchidhotels.com/common/about-ro-investors.asp
5	Whether website also displays official News Releases and the presentations made to Institutional Investors or to the analysts	The official news releases presentations to investors are also displayed on the website of the Company & Stock Exchanges

1. General Shareholder Information:

   Annual General Meeting:

   Date : Detailed in AGM notice
   Time : Detailed in AGM notice

2. Financial Calendar:

Financial Year:	2019-20
Book Closures Dates:	NA
Cut-off date for the purpose of remote E- voting	Detailed in AGM notice
Exchange on which Equity Shares are listed:	**The National Stock Exchange of India Limited** Exchange Plaza, Bandra-Kurla Complex, Bandra (E) Mumbai – 400 051 **BSE Limited** Bombay Stock Exchange Floor 25, P J Towers, Dalal Street, Mumbai – 400 001

3. Financial Reporting (held and tentative)

For the quarter ended 30.06.2020	July 2020
For the quarter ending 30.09.2020	November 2020
For the quarter ending 31.12.2020	February 2020
For the quarter ending 31.03.2021	May 2021

4. Listing fees for the year ending 2019-20 has been paid to both the Stock Exchanges where shares are listed.

5. Scrip Code:

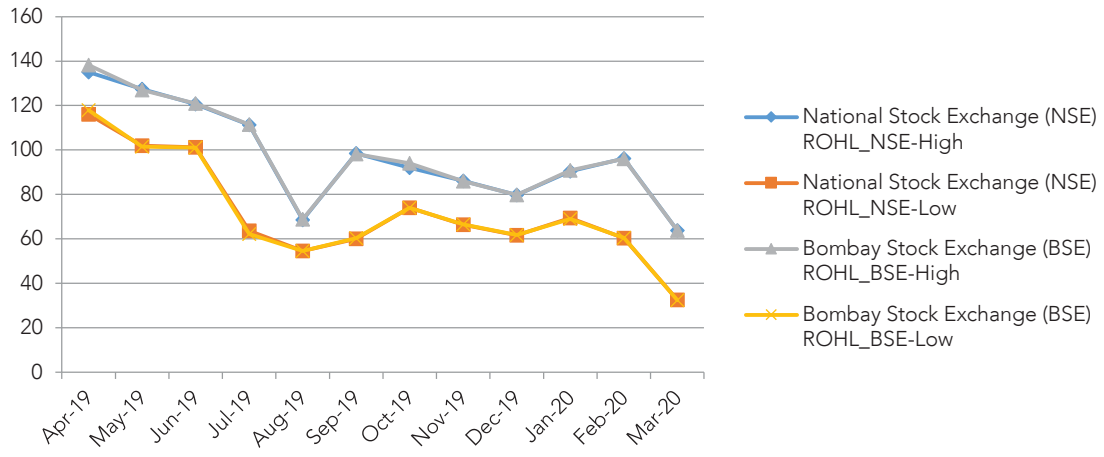
Particulars	Scrip Code
The National Stock Exchange of India Limited	ROHLTD
The Bombay Stock Exchange Limited	532699
ISIN Numbers in NSDL and CDSL	INE283H01019

6. Market Price Data

The Equity Shares of the Company were listed with Stock Exchanges on **February 06, 2006.** The following is the data of high and low closing quotations of Equity Shares of the Company during April 2019 to March 2020.

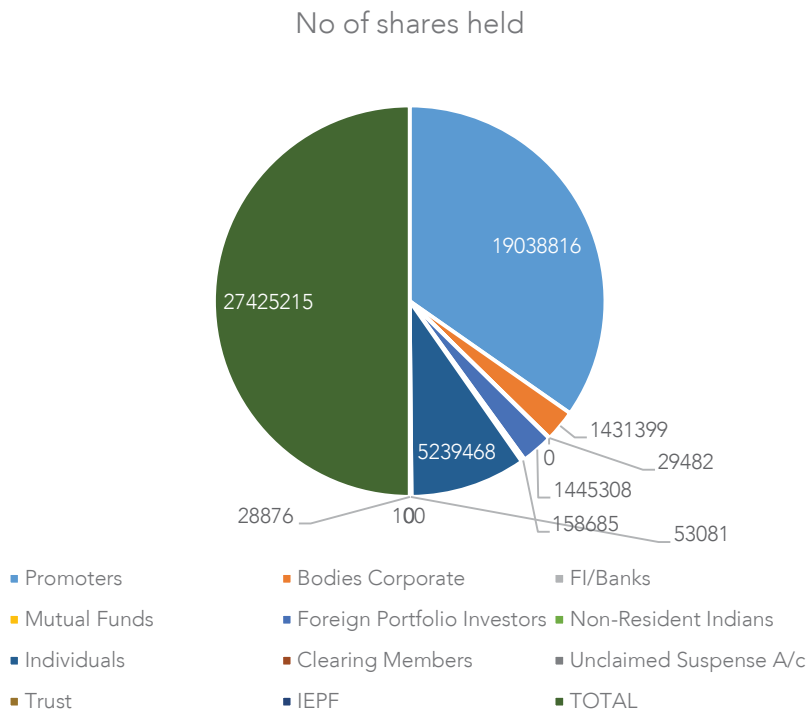
Month	National Stock Exchange (NSE)		Bombay Stock Exchange (BSE)	
	ROHL_NSE-High	ROHL_NSE-Low	ROHL_BSE-High	ROHL_BSE-Low
Apr-19	135.00	116.00	138.25	117.85
May-19	127.40	101.95	127.00	101.50
Jun-19	120.60	101.15	121.00	101.10
Jul-19	111.35	63.60	111.40	62.20
Aug-19	68.50	54.50	68.80	54.60
Sep-19	98.40	60.05	98.25	60.30
Oct-19	92.00	74.05	94.00	74.00
Nov-19	86.05	66.30	86.00	66.55
Dec-19	79.70	61.60	79.70	61.75
Jan-20	90.40	69.35	90.90	69.00
Feb-20	96.10	60.30	96.00	60.40
Mar-20	63.75	32.50	63.75	32.40

(*Source: www.nseindia.com and www.bseindia.com*)



7. Distribution of Shareholding as on March 31, 2020

Category	No of shares held	% to Paid up capital
Promoters	19038816	69.42
Bodies Corporate	1431399	5.22
FI/Banks	29482	0.11
Mutual Funds	0	0.00
Foreign Portfolio Investors	1445308	5.27
Non-Resident Indians	158685	0.58
Individuals	5239468	19.10
Clearing Members	53081	0.19
Unclaimed Suspense A/c	0	0.00
Trust	100	0.00
IEPF	28876	0.11
TOTAL	**27425215**	**100.00**



8. Distribution Schedule as on March 31, 2020

Category	No. of Members	% of Total	Amount	% of Total
Upto 5000	18137	99.06	37204780	13.57
5001 - 10,000	95	0.52	6964500	2.54
10,001 - 20,000	41	0.22	5375850	1.96
20,001 - 3,000	13	0.07	3249200	1.18
30,001 - 40,000	4	0.02	1278350	0.47
40,001 - 50,000	2	0.01	919960	0.34
50,001 - 1,00,000	6	0.03	4118690	1.5
1,00,001 and above	11	0.06	215140820	78.45
Total	**18309**	**100.00**	**274252150**	**100.00**

9. Top ten shareholders of the Company (excluding promoters) as on March 31, 2020

Sr. No.	Name of Shareholder	No. of Shares
1.	National Westminster Bank Plc As Trustee Of The Jupiter India Fund	1142594
2.	C Mackertich Private Limited	550500
3.	Rahul Madhusudan Bhangadia	250000
4.	Jupiter South Asia Investment Company Limited - So	238771
5.	Sharekhan Limited	195834
6.	Saraswati Commercial (India) Limited	123250
7.	Shriyam Broking Intermediary Limited	89268
8.	Panna Lal C Kothari Huf	74000
9.	Four Dimensions Securities (India) Ltd	65000
10.	Geosphere India Fund	63943

10. **Dematerialization of Shares and Liquidity**
The Company's shares are available for dematerialization with both the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). About 99.90% of the paid-up equity share capital of the Company has been dematerialized as on March 31, 2020.

Description	No. of Shareholders	No. of shares	% of Equity
Physical	49	28767	0.10
CDSL	6437	1971543	7.19
NSDL	11823	25424905	92.71
Total	**18309**	**27425215**	**100.00**

11. **Registrar and Share Transfer Agent**
Company has appointed a Registrar and Share Transfer Agent to smoothen the share transfer process, any request for transfers, transmissions, duplicate share certificates, updation of folio records etc., can be made to our Registrar and Share Transfer Agent at following address:

Integrated Registry Management Services Pvt. Ltd.
30, Ramana Residency,
4th Cross, Sampige Road, Malleswaram,
Bengaluru – 560 003
Tel No. 080 - 23460815 – 818
Fax No. 080 – 23460819, E-mail ID: alfint@vsnl.com

*Note: Shareholders holding shares in electronic mode should address all correspondence to their respective **Depository Participants**.*

12. **Hotels and Resorts Locations:**
The Hotel Locations consisting of address and other contact details have been provided separately in this Annual Report and also available at www.royalorchidhotels.com/common/contact-hc.asp

13. **Address for Correspondence:**
Dr. Ranabir Sanyal
Company Secretary & Compliance officer
Royal Orchid Hotels Limited
No. 1, Golf Avenue, Adjoining KGA Golf Course
Bengaluru – 560 008
Tel No. 080 – 41783000
Fax No. 080 - 2520 3366
E-mail ID: cosec@royalorchidhotels.com

Other Disclosures:

1. **Related Party Transactions:** Disclosures on materially significant related party transactions that may have potential conflict with the interests of Company at large.

There were no other transactions of material nature with the Promoters, the Directors or the Management, their subsidiaries or relatives, etc., that have potential conflict with the interests of the Company.

2. **Statutory compliances, penalties:** Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

There were neither any instance of non compliances nor have any penalties/strictures been imposed by any stock exchange or SEBI or any statutory authority or any other matter related to capital markets during the last three years.

3. **Vigil Mechanism and Whistle Blower Policy:** Establishment of Vigil Mechanism and Whistle Blower policy and affirmation that no personnel have been denied access to the Audit Committee.

Royal Orchid Hotels Limited and its subsidiaries (collectively referred to as "the Company" or "ROHL") are committed to the highest standards of transparency, professionalism, honesty, integrity, ethical behaviour and accountability in conducting its business. The Company is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct.

The Company has adopted a Whistle Blower Policy and has established the vigil mechanism in line with the Companies Act, 2013 and the LODR, for employees to report concerns about alleged wrongful conduct, including unethical behaviour, financial irregularities, sexual harassment, infringement and misuse of property. It also provides protection against victimization of employees who avail of the mechanism and also allows direct access to the Audit Committee. The policy is displayed on the intranet of the Company

and it is also available on the website of the Company at www.royalorchidhotels.com/pdfs/Whistle-Blower-Policy.pdf.

4. **Compliance with mandatory and non-mandatory requirements under Chapter IV of LODR:**

   The Company has disclosed all the mandatory requirements under Chapter IV of LODR and Schedules thereto.

5. **Disclosure on Policies for Determining Material Subsidiaries and Material Related Party Transactions**

   The Board, in its meeting held on November 04, 2015, had reviewed and revised the Policy for Determining Material Subsidiary and Policy for Determining Material Related Party Transactions; the same has been disclosed on weblink: www.royalorchidhotels.com/pdfs/Determining-Material-Subsidiary.pdf and www.royalorchidhotels.com/pdfs/Policy-Related-party-transaction.pdf.

6. **Compliance with Regulation 6 of the Listing Obligations and Disclosure Requirements (LODR):**

   In compliance with the provisions of Regulation 6 of LODR, a separate designated e-mail ID, investors@royalorchidhotels.com operates as a dedicated ID solely for the purpose of registering investor grievances.

7. **Compliance Certificate of Corporate Governance:**

   The Company has obtained a Certificate from the Company Secretary in whole-time Practice regarding compliances as stipulated in Clause 40 (9) of the Listing Obligations and Disclosure Requirements (LODR). The Certificate is appended as **Annexure – A.**

8. **Declaration on Compliance with Code of Conduct of the Company:**

   Pursuant to Regulation 17 of the LODR, all Board Members and Senior Management personnel shall affirm Compliance with code on annual basis. Company has obtained a Certificate from the Managing Director regarding compliances as stipulated in Regulation 17 of the LODR. The Certificate is appended as **Annexure – B.**

9. **CEO/CFO Certification:**

   Pursuant to Regulation 33 of the SEBI (LODR) Regulation 2015, Chairman & Managing Director and the Chief Financial Officer of the Company shall certify to the Board the provisions stipulated herein. The Company has obtained a Certificate from the Chairman & Managing Director and the CFO, appended as **Annexure – C**.

10. **Reconciliation of Share Capital Audit:**

    As required under Regulations 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Certificate issued by the Company Secretary in Whole-time Practice in regard to the same is submitted to BSE Limited and NSE Limited and is also placed before the Board of Directors in every quarter.

11. **Subsidiary**

    The Company has 18 Indian Subsidiaries including 1 foreign subsidiary as on the year ended 31st March, 2020. One of the Independent Directors of the Company is also on the Board of material Subsidiary i.e. Icon Hospitality Pvt Ltd.

12. **Unclaimed Dividends:**

    Under the provisions of the Companies Act, 2013, dividends that are unclaimed for a period of seven years are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government along with interest and shares in respect of which unclaimed dividend has been transferred. The details of the unclaimed dividend along with the due date for transfer to Investor Education and Protection Fund is given hereunder:

Financial Year	Dividend declared (%)	Date of declaration of dividend	Last date for claiming unpaid dividend	Unclaimed Dividend amount (`)	Due date for transfer to IEPF
2011-12	NIL	NA	NA	NA	NA
2012-13	NIL	NA	NA	NA	NA
2013-14	NIL	NA	NA	NA	NA
2014-15	NIL	NA	NA	NA	NA
2015-16	NIL	NA	NA	NA	NA
2016-17*	10%	18.02.2017	25.03.2024	97,946	24.03.2024
2017-18	15%	28.09.2018	02.11.2025	136,458	02.11.2025
2018-19	20%	23.09.2019	28.10.2026	142,650	28.10.2026

* Interim Dividend for the financial year 2016-17 declared on 18.02.2017

Shareholders who have not yet claimed the dividends as mentioned above are requested to contact the Secretarial Department (e-mail ID: cosec@royalorchidhotels.com) at the Registered Office of the Company.

The Company has uploaded on its website the details of unpaid and unclaimed amounts laying with the Company and also the details of shares liable for transfer in the name of IEPF Authority. The aforesaid details are put on the Company's website and can be accessed at: http://www.royalorchidhotels.com/investors The Company has also uploaded details of shares liable for transfer in the name of IEPF Authority on the website of the Ministry of Corporate. (www.mca.gov.in)

13. The Company has complied with all mandatory requirements of Regulation 34 of the Listing Regulations.

AUDIT QUALIFICATION

The Company is in the regime of unqualified financial statement.

REPORTING OF INTERNAL AUDITOR

The Internal Audit is done by inhouse internal audit team who acts as per the directions of the Audit Committee.

14. A certificate from a company secretary in practice stating that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is enclosed as Annexure D

15. All recommendations made by the respective committees are accepted by the Board.

16. Disclosures regarding Sexual Harassment at workplace are made in the Business Responsibility Report which forms a part of this Annual Report.

17. As per the applicable provisions the Company was not required to make any suspense account.

18. Ratios as required to be disclosed under LODR are as under:

S No	Name of the Ratio	2019 - 20	2018 - 19	% Change
1	Debtors Turnover	10.83	11.79	-8.11%
2	Inventory Turnover	7.99	8.19	-2.52%
3	Interest Coverage Ratio	6.88	6.43	7.00%
4	Current Ratio	1.00	1.14	-12.61%
5	Debt Equity Ratio	0.1865	0.1721	8.34%
6	Operating Profit Margin (%)	31.13%	33.17%	-6.17%
7	*Net Profit Margin (%)	7.47%	10.51%	-28.95%

* Covid 19 has come in Jan 2020 Bez of this lot of booking have been cancelled in Feb and March 2020

		Rs. (In lakhs)
Particulars	2019-20	2018-19
Share Capital	2742.42	2740.67
Other Equity	19520.81	19596.25
Net Worth	**22263.23**	**22,336.92**

Annexure – A

Certificate on Corporate Governance

To the Members of Royal Orchid Hotels Limited

I have examined the compliance of conditions of Corporate Governance by M/s. Royal Orchid Hotels Limited ("the Company") for the financial year ended March 31, 2020, as stipulated in the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the said Company with the Stock Exchanges.

The Compliance of conditions of corporate governance is the responsibility of the management. My examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with conditions of the Corporate Governances. It is neither

an audit nor an expression of opinion on the financial statements of the Company.In my opinion and to the best of my information and according to the explanation given to me, I certify that the Company has complied with the condition of Corporate Governance as stipulated in the above mentioned Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Bengaluru
Date : 27/07/2020
UDIN: A006357B000513006

G. SHANKER PRASAD
Practicing Company Secretary
C. P. No. – 6450

Annexure – B

Declaration by the C. K. Baljee, Chairman &Managing Director regarding Compliance with Code of Conduct

I hereby confirm that, all the Directors and the Senior Management Personnel of the Company have affirmed compliance with Code of Conduct, as applicable to them, for the financial year ended on March 31, 2020.

Place: Bengaluru
Date :01/07/2020

C. K. Baljee
Chairman & Managing Director
DIN: 00081844

Annexure – C

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification

(Pursuant to Regulation 17(8) and Part B of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

The Board of Directors
Royal Orchid Hotels Limited

We, Chander K Baljee, Chairman & Managing Director and Mr. Amit Jaiswal, Chief Financial Officer, to the best of our knowledge and belief, certify that:

1. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2020 and that to the best of our knowledge and belief:
    1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
    2. These statements together present, a true and fair view of the Company's affairs, and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or which violate the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the auditors and the Audit committee
    i. There are no significant changes in internal control over financial reporting during the year;
    ii. There are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statement; and
    iii. There are no instances of significant fraud of which we have become aware and the involvement therein, of the management or an employee having significant role in the company's internal control system over financial reporting.

01/07/2020
Bengaluru

Chander K Baljee	Amit Jaiswal
Chairman & Managing Director	Chief Financial Officer

Annexure-D

G. SHANKER PRASAD ACS ACMA
PRACTISING COMPANY SECRETARY
#10, AG's Colony, Anand Nagar, Bangalore – 560 024 Tel: 080 42146796
Email: gsp@graplind.com

To

M/s. Royal Orchid Hotels Limited

Golf Avenue, Adjoining KGA Golf Course,

HAL Airport Road, Kodihalli,

Bangalore 560 008

As required by item 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 we certify that none of the directors on the board of Royal Orchid Hotels Limited have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority.

G. Shanker Prasad
Practising Company Secretary
ACS No. 6357,
C.P. No. 6450

Place: Bengaluru
Date: July 20, 2020
UDIN: A006357800090466l

BUSINESS RESPONSIBILITY REPORT 2019-20

(Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Section A: General Information about the Company

1. Corporate Identity Number (CIN) of the company: L55101KA1986PLC007392
2. Name of the Company: ROYAL ORCHID HOTELS LIMITED (ROHL)
3. Registered address: No -1, Golf Avenue, Adjoining KGA Golf Course, Airport Road, Bangalore-560008
4. Website: https://www.royalorchidhotels.com
5. E-mail id: cosec@royalorchidhotels.com
6. Financial Year reported: April 1, 2019 — March 31, 2020
7. Sector(s) that the Company is engaged in (industrial activity code-wise):

Group	Description
551	Accommodation and food service activities
561	Restaurants and mobile food service activities

8. List three key products / services that the company manufactures / provides (as in balance sheet):
    1. Rooms
    2. Food and beverage services

   Note: The Company has mainly 2 key products.

9. Total number of locations where business activity is undertaken by the Company:
    - Number of National Locations: 39

10. Markets served by the Company - Local / State / National / International:

National: Bangalore, Mysore, Hospet (Hampi), Shimoga, Belagavi, Chennai, South Goa, North Goa, Pune, Nashik, Mahabaleshwar, Navi Mumbai, Ahmedabad, Bhuj, Bharuch, Rajkot, Vapi, Dahej, Vadodara, Morbi, Dwarka, Nagpur, Pench, Kanpur, Jaipur, Pushkar, Ranthambore, Bharatpur, Indore, Kolkata, Mussoorie, Dehradun, Rishikesh, Haridwar, Jim Corbett, Kullu Manali, Ludhiana, Chandigarh, Amritsar, Srinagar

Section B: Financial Details of the Company as on March 31, 2020

Sr. No	Particulars	FY 19-20
1.	Paid up capital (INR)	27.42
2.	Total turnover (INR)	114.84
3.	Total profit after taxes	9.11
4.	Total spending on Corporate Social Responsibility (CSR)	0.30

5. List of activities in which expenditure in 4 above has been incurred:

i. Employment enhancing vocational skills training: 21.59 lacs
ii. Livelihood enhancement projects: Nil
iii. Promotion and development of traditional arts and handicrafts: Nil
iv. Preservation and promotion of heritage sites: Nil
v. Donations to other local welfare institutions and for periphery cleaning & maintenance: 8.40 lacs

The details are given in Corporate Social Responsibility Report Annexed to Directors Report

Section C: Other Details

1. Does the Company have any Subsidiary company / companies?

   Yes. The Company has 18 Subsidiaries, as at March 31, 2020.

2. Do the Subsidiary company / companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s).

   One. Cosmos Premises Pvt Ltd is doing CSR activies of Skill Development in line with Royal Orchid Hotels Ltd. Other Activ subsidiaries are doing BR activities independently

3. Do any other entity / entities (e.g. suppliers, distributors etc.) that the Company does business with; participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity / entities? [Less than 30%, 30-60%, More than 60%]

   No.

Section D: BR Information

1. Details of Director / Directors responsible for BR:
   a. Details of the Director / Directors responsible for implementation of the BR policy / policies:
   BR Policy is not applicable to the Company The Corporate Social Responsibility Committee of the Board of Directors is responsible for implementation of CSR policies. The Members of the CSR Committee are as follows:

DIN No.	Name of the Member	Designation
02864506	Ms. Lilian Jessie Paul	Non-Executive Independent Director
00081844	Mr. Chander K. Baljee	Chairman & Managing Director
00083032	Mr. Sunil Sikka	Non-Executive Director

   b. Details of the BR head:
   The details of CSR Committee member responsible for monitoring and executing CSR activities of the company are:

Sr. No	Particulars	Details
1.	DIN Number(if applicable)	00081844
2.	Name:	Mr. Chander K. Baljee
3.	Designation:	Chairman & Managing Director
4.	Telephone Number	41783000
5.	Email	md.sec@royalorchidotels.com

2. Principle-wise (as per NVGs) BR Policy / policies (Reply in Y / N):

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs are based on nine principles in the realm of Business Responsibility. These are as under:

P1	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability
P2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
P3	Businesses should promote the well-being of all employees
P4	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
P5	Businesses should respect and promote human rights.
P6	Businesses should respect, protect, and make efforts to restore the environment.
P7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
P8	Businesses should support inclusive growth and equitable development.
P9	Businesses should engage with and provide value to their customers and consumers in a responsible manner.

Principle-wise (as per NVGs) BR Policy / policies (Reply in Y / N):

No. BR policy is not applicable for the Company as on March 31, 2020. The Company is in the process of finalizing its BR policies. Meanwhile CSR Polices of the Company are implemented and monitored.

2a. If answer to Sr. No. 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

Sr.No.	Particulars	P7
1.	The Company has not understood the Principles	N.A
2.	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified Principles	N.A
3.	The Company does not have financial or manpower resources available for the task	N.A
4.	It is planned to be done within next six months	N.A
5.	It is planned to be done within next one year	Yes
6.	Any other reason (please specify)	BR as per Clause 34 of LODR is not mandatory to the Company since the Company does not fall under top 1000 companies as per market cap

Governance related to BR

Indicate the frequency with which the Board of Directors, Committee of the Board or CEO assesses the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year:

The BR policies of the company are in the process of finalization and would be implemented within a year as BR as per Clause 34 of LODR is not mandatory to the Company since the Company does not fall under top 1000 companies as per market cap.

Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

No

Section E: Principle-wise Performance

Principle 1

Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

QUESTIONS 1/2/3 DERIVED FROM PRINCIPLE 1

1. Does the policy relating to ethics, bribery and corruption cover only the Company.
   The BR policies of the company are in the process of finalization and would be implemented within a year as BR as per Clause 34 of LODR is not mandatory to the Company since the Company does not fall under top 1000 companies as per market cap.
2. Does it extend to the Group I Joint Ventures I Suppliers I Contractors I NGOs I Others?
   N.A.
3. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the Management? If so, provide details thereof, in about 50 words or so —
   No escalated complaints were received and none of them remain pending for resolution.

Principle 2:

Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

As a hospitality company the service and product catered to by Esteemed Guest is of High quality, environmentally friendly with social responsibility attached to all the actions which happened during the course of product & service delivery

1. The consumption of energy – Electricity, Water, Cooking Gas & HSD
   Is Regularly monitored on an hourly basis and it is recorded, shift wise it is monitored, discussed and corrective action is taken, 24 Hrs /weekly/ Monthly reports are prepared. The consumption is always benchmarked with the budget, Occupancy & Business and it is controlled to achieve good Business GOP.
   We stand best in consumption across the major chains in the country
   We are also winner of the Energy conservation award conferred by the central government, Power Ministry.

2. The products purchased for the Engineering use is always looked at its Energy Efficiency, Environmentally Friendly product.
   i. Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?

      The steps implemented to improve resource efficiency and strengthen sustainability in the development and operation of our hotels includes usage of advance High Efficient Energy Conserving Air-conditioning Plant, VRV System & Heat pump in place of HSD Operated Hot Water Boiler, Hydropenomatic system for water circulation & pumping. Further, we encourage the use of building materials that are recycled and locally extracted or manufactured wherever possible. During the construction process, we ensure that waste and debris is diverted from the landfills and send to certified recycling agencies.

      The company has also addressed to single use plastic waste. Last year in March 2019, ROHL decided to phase out single use plastic items and replacing them with biodegradable options.

   ii. Reduction during usage by consumers (energy, water) has been achieved since the previous year?
   We have installed 40 Heat Pumps across the Royal Orchid Hotels Group in place of HSD operated hot water boiler. We have achieved reduction of HSD Consumption in big way there by reducing the carbon Footprints.

3. Does the company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.
The Company constantly endeavors to integrate sustainable practices into its supply chain. Given the widespread network of hotels, the Company understands the importance of efficiently managing its supply chain. In this regard, the Company has revamped its sourcing and distribution model.
We have a centralized procurement Team working in sync with all the hotels across the group, all the major consumption materials tender is floated and price is negotiated and finalized. Finalized rate is circulated to individual hotels to procure it respective from the Local Dealers at the Central purchase rates.
This initiative has helped the Company improve its supply chain efficiency and lower its carbon footprint, reduce stock inventories and optimize logistics by serving the hotel needs locally.

4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?
ROHL encourages its hotels to source local produce from small scale farmers, marginalized vendors, women self-help groups, micro enterprises supporting differently abled and owned by socially backward communities. Some of the products sourced by our hotels include fresh fish, fruits, vegetables, Paper chef cap, laundry bags, honey, candles, gift items for guests, table napkins, dusters, dry snacks and pickles. Additionally, local art and culture troupes, artists and craftsmen are provided a platform in hotels to perform to guests and sell their products. This generates the dual impact of supporting the livelihood of these artisans and encouraging the preservation of traditional art forms.

   This initiative is facilitated by the Corporate Materials Group and hotel materials team along with the CSR team.

   Does the company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

   Waste management is an integral part of our environment management endeavors. We have organic waste Converters generating manure for in house Lawn & garden. And it is given to Guest & Staff free of cost to support the Environment.

   Some of the other notable waste management projects implemented by the Company include the conversion of waste kitchen oil to Biodiesel (Given it to the vendor free of cost who manufactures Biodiesel), Hotels safely dispose hazardous waste like burnt oil, Defective batteries, tube lights, CFL & LED Bulbs and waste lubricant oil by giving it to authorized vendors. All e-waste generated in our properties is given to recyclers certified by the Pollution Control Board. Hotels ensure sewage treatment before disposing water into municipal sewers and also reuse treated water for Gardening, Cleaning & Staff area toilets, as appropriate

   This year, in response to the global concerns about plastic pollution and marine micro-plastics, the Company has committed to phasing out single-use plastics & has already eliminated plastic straws from all its properties. Single-use plastics such as the plastic packaging of in-room amenities has already been eliminated in properties across India. In place of Plastic Mineral water Bottles, we have placed bottles filled with RO Water for Drinking.

Principle 3

Businesses should promote the well-being of all employees

1. Please indicate the Total number of employees:

Permanent	Contractual	Total
1079	287	1366

2. Please indicate the Total number of employees hired on temporary/contractual/casual basis: 137

   Total hiring done in 2019-20: 671

3. Please indicate the Number of permanent women employees:

   269

4. Please indicate the Number of permanent employees with disabilities: 0
   The declaration of disability is voluntary on the part of the employee. There are currently 0 employees who have declared having disabilities.

5. Do you have an employee association that is recognized by management?
   In 1 hotel we have registered trade union which the management recognises as the staff representative council

6. What percentage of your permanent employees is members of this recognized employee association? 18
   Out of the total number of permanent employees, 18% are part of these recognized employee association.

7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

Category	No. of complaints pending filed during the financial year	No. of complaints as on end of the financial year
Child labour/forced labour/involuntary labour	NIL	NIL
Sexual harassment	NIL	NIL
Discriminatory employment	NIL	NIL

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?
   Safety training is conducted at all hotels and includes training of both permanent as well as contractual workforce. Additionally, the Company strives to continuously improve the Food Safety Management System by training and optimizing capacities of people, processes and technologies within the system and ensuring implementation of ISO 22000 Food Safety Management System, Codex Standards and other applicable internal & external management systems.

Sr. No	Category	Safety Training Received
1.	Permanent Employees	100%
2.	Permanent Women Employees	100%
3.	Casual/Temporary/ Contractual Employees	100%
4.	Employees with Disabilities	100%

Principle 4:

Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

1. Has the Company mapped its internal and external stakeholders? Yes / No

No. Since the company is not under top 1000 companies as per Market cap the regulations relating to Business responsibility are not applicable to the company. The company is the process of adopting the Policies regarding Business responsibility. Post adoption of the aforesaid policies the company would execute the mapping mechanism as per the policy.

2. Out of the above, has the Company identified the disadvantaged, vulnerable and marginalized stakeholders?

N.A.

3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide details thereof, in about 50 words or so.

N.A.

Principle 5:

Businesses should respect and promote human rights

1. Does the policy of the Company on human rights cover only the company or extend to the Group / Joint Ventures /Suppliers / Contractors / NGOs / others?

The Policy is applicable to the Company, its Subsidiaries and other stakeholders.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the Management?

Sum of No of Complaints filed during Financial Year 2019-20	Sum of No of complaints pending as on end of the Financial Year 2019-19
0	0

Principle 6:

Businesses should respect, protect, and make efforts to restore the environment

1. Does the policy related to Principle 6 cover only the Company or extends to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?

The Company's environmental vision is extended to its partners and subsidiary companies. All hotels within the Company's portfolio prescribe and are encouraged to adhere to the Company's environmental vision.

2. Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for webpage etc.

Yes. The Company has identified opportunities to reduce its environment footprint and therefore reduce the impact of operations on the environment. Solar for Hot water & Electricity, 40 HSD Operated Boiler switched over to Heat Pump, STP & ETP Installation for effluent treatment. Treated water used for gardening & Bore well re-charging, Rain water Harvesting is done to conserve water.

3. Does the Company identify and assess potential environmental risks? Y/N

Yes

4. Does the Company have any project related to Clean Development Mechanism?

Every year environmental audit is prepared and sent to PCB for Air & water Consent. Installation of OWC, Heat Pump, STP, ETP, WTP, RO, Solar, and Energy Conservation Program are implement in all New & running Hotels.

Yes

5. Has the Company undertaken any other initiatives on — clean technology, energy efficiency, renewable energy etc. Y/N.

Yes. Solar for Hot water Generation / Solar for Lighting, Heat Recovery system in the AC Plant for Hot water Generation, Heat Pump for Hot water Generation (40 HSD Operated Boilers removed), OWC For Manure, Old Oil for Biodiesel (To vendor).

6. Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?

Yes

7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

Three complaints were received of which none are pending.

Principle 7:

Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1. Is your Company a member of any trade and chamber or association? If Yes, name only those major ones that your business deals with:

Yes, ROHL is part of a number of associations. Key associations are noted below:

i. Hotel Association of India – HAI
ii. The Confederation of Indian Industry –CII
iii. Federation of Indian Chambers of Commerce and Industry – FICCI
iv. The Federation of Hotel & Restaurant Association of India-FHRAI
v. Federation of Indian Export Organisations- FIEO
vi. Hotel and Restaurant Association of North India – HRANI

2. Have you advocated / lobbied through above associations for the advancement or improvement of public good? Y/N. If yes, specify the broad areas

No

Principle 8:

Businesses should support inclusive growth and equitable development.

1. Does the Company have specified programmes/ initiatives/projects in pursuit of the policy related to Principle 8? If yes, details there of?

As articulated earlier

2. Are the programmes/ projects undertaken through in-house team/own foundation/external NGO/ government structures/any other organization?

The Company's CSR programmes are implemented by in-house team.

3. Have you done any impact assessment of your initiative?

The Company is in the process of completing impact assessment of its CSR initiatives.

4. What is your Company's direct contribution to community development projects? Amount in INR and the details of the projects undertaken.

The details of the CSR policy adopted by the Company are given in Report on Corporate Social Responsibility annexed to Directors Report

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

The company is running skill development centers and the officers directly and through help of Presidency College of Hotel Management is approaching villages, slums , lower income group persons directly for enrolling eligible persons in skill development programs. Further the details of the CSR policy adopted by the Company are given in Report on Corporate Social Responsibility annexed to Directors Report

Principle 9:

Businesses should engage with and provide value to their customers and consumers in a responsible manner

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year?

The Company receives guest complaints that are dealt with from time to time and handled to closure but none of them have converted to a consumer complaint in the financial year 2019-20. As such there are no consumer cases filed for the financial year ended March 31, 2020.

2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Y/N/N.A. /Remarks (additional information)

Not Applicable

3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.

No

4. Did your Company carry out any consumer survey / consumer satisfaction trends?

The company has carried out customer behaviour feedback to understand the sentiment of customers to choose ROHL as a brand in the market, Customers have a very strong incline towards brands who are focusing towards health & Hygiene and this is the key factor which is influencing them to purchase.

Management Discussion and Analysis

ECONOMIC OUTLOOK

The COVID-19 pandemic has changed the prospects of the global economy for the short-, the medium- and potentially for the long-term. In the short-term, as governments throughout the world introduce stringent measures limiting physical mobility and social activity to slow the spread of the virus and avert a health crisis, economic activities have contracted. This has led to a decline in global GDP during the first half of 2020. Slowly but steadily the wheels of the economy have started moving and are now making a u-shaped recovery versus a projected v-shaped pattern. Various economic thought leaders currently estimate global GDP growth to fall at -4.5 %for 2020 compared to 2019. Medium-term, GDPs of countries like India are expected to return to its pre-COVID-19 levels by May-2021, for mature economies, it is likely to last at least until the end of 2021 before the output fully recovers. Longer-term, beyond 2021, the outlook for the global economy is yet to be ascertained as it is contingent on quelling the rise of the second wave of infections.

India, in particular, which grew 6.8 percent for the fiscal year 2018 is expected to recover at a rate of 5.5 percent in 2021

Developing Economies Real GDP Growth Baseline Forecasts: 2019-2027

Country/Region	2019	2020	2021	2022	2023-2027	2020 revision	2021 revision
Developing Economies	4.0	-2.8	6.2	5.3	4.5	-1.7	-0.1
China	6.3	0.5	7.7	5.7	4.9	0.0	-0.6
India	4.7	-4.2	8.0	7.5	6.2	-6.2	1.0
Indonesia	5.0	-1.5	6.0	6.6	5.1	-2.4	-0.5
Brazil	1.1	-7.8	3.0	3.3	2.7	-2.8	0.0
Mexico	-0.3	-9.0	3.0	3.0	2.4	-2.0	0.0
Russia	1.3	-6.7	3.2	2.8	1.7	-0.5	-0.5
Turkey	0.9	-5.0	4.5	4.0	3.3	0.0	0.0

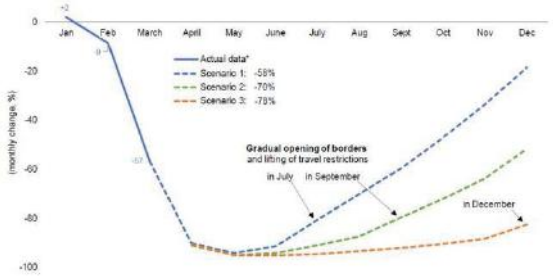
Global Tourism

Available data reported by destinations point to a 22% decline in arrivals in the first three months of the year, according to the latest UNWTO World Tourism Barometer. Arrivals in March dropped sharply by 57% following the start of a lockdown in many countries, as well as the widespread introduction of travel restrictions and the closure of airports and national borders. This translates into a loss of 67 million international arrivals and about US$80 billion in receipts (exports from tourism).

Although Asia and the Pacific show the highest impact in relative and absolute terms (-33 million arrivals), the impact in Europe, though lower in percentage, is quite high in volume (-22 million).



Prospects for the year were downgraded several times since the outbreak and uncertainty continues to dominate. Current scenarios point to possible declines in arrivals of 58% to 78% for the year. These depend on the speed of containment and the duration of travel restrictions and the shutdown of borders. The following scenarios for 2020 are based on three possible dates for the gradual opening up of international borders in July, September, and December.



Domestic demand is expected to recover faster than international demand according to the UNWTO Panel of Experts survey. The majority expects to see signs of recovery by the final quarter of 2020 but mostly in 2021. Based on previous crises, leisure travel is expected to recover quicker, particularly travel for visiting friends and relatives, than business travel.

The estimates regarding the recovery of international travel are more positive in Africa and the Middle East with most experts foreseeing recovery still in 2020. Experts in the Americas are the least optimistic and least likely to believe in recovery in 2020, while in Europe and Asia the outlook is mixed, with half of the experts expecting to see recovery within this year.

Tourism in India

According to industry chamber CII, COVID-19 took a toll on the Indian tourism industry by impacting all its geographical segments - inbound, outbound, and domestic, almost all tourism verticals - leisure, adventure, heritage, MICE, cruise, corporate, and niche segments.

The whole tourism value chain across hotels, travel agents, tour operations, destinations, restaurants, family

entertainment venues, and air, land, and sea transportation has been impacted. This has affected states like Uttarakhand, Rajasthan, Kerala, Himachal Pradesh, Goa, Sikkim, and other northeastern states which depend extensively on tourism as a source of state revenue.

The volume of international arrivals is traditionally the globally accepted barometer of a tourism economy's success. Luckily for some countries, international arrivals are not the predominant driver of tourism-related economic activity. In India, foreign tourists represent less than a percent of tourism activity. The lion's share of tourism activity being domestic, India's travel and tourism sector will largely be insulated from the immediate aftermath of the pandemic.

The silver lining here is that domestic tourism is expected to steadily rise again over the year as domestic flights have resumed and interstate travel restrictions have been rolled back.

Restrictions on international travel will see a spurt in domestic tourism activity. A KPMG India tourism report on Indian domestic travel and tourism estimates that tourism activity will touch 2.8 billion by 2022. The drivers of growth could be two-fold. First, there would be multiple citizens coming out of nearly two months of lockdown who would be itching to travel and experience normalcy. We could see a weekend tourism boom, with people travelling to familiar destinations preferring cars over mass transit options. Second, 40 million Indians who would have otherwise planned to vacation overseas are largely restricted to domestic travel. As confidence in air travel resumes, long haul destinations beyond the 'four-hour travel barrier' will see heightened activity. Together these travellers will generate significant additional revenue for the currently ailing industry.

For perspective, Indians spent a whopping USD 26 billion on international travel last year, as per World Bank estimates. The quantum of money spent by Indians on foreign shores is equal to a tenth of the travel and tourism sectors' contribution to the Indian economy. Contrary to what some may presume, Indians are among the most lavish spenders in the world. According to Forbes, an average Indian spends around US$ 1,200 per overseas trip. In contrast, an American spends US$ 700 while a Briton spends US$ 500. The average Indian spends almost four times more than even the Chinese, the biggest volumetric influence of global travel and tourism. With the sheer volume of activity that jet-setting Indians splurge on, there would be a resultant spike in economic activity.

Government Initiatives:

The timing could not be more opportune as the Ministry of Tourism has been working tirelessly on strategies to boost domestic tourism. A result of the prime minister's independence-day speech last year, when he exhorted citizens to explore 15 new destinations over the next three years. The 'Dekho Apna Desh' campaign by the ministry is likely to intensify in the coming months as early initiatives and teasers have been well received.

Under the Swadesh Darshan scheme, 77 projects have been sanctioned of worth Rs 6,035.70 crore (US$ 863.60 million). In Union Budget 2020-21, the Government has allotted Rs 1,200 crore (US$ 171.70 million) for the development of tourist circuits under Swadesh Darshan for Northeast.

The launch of several branding and marketing initiatives by the Government of India such as 'Incredible India!' and 'Athiti Devo Bhava' has provided a focused impetus to growth. The Indian Government has also released a fresh category of visa - the medical visa or M-visa, to encourage medical tourism in the country. The Government is working to achieve two percent of the world's share of tourism by 2025.

The ministry has revamped the 'Incredible India' website, showcases India as a holistic destination, revolving around major experiences, such as spirituality, heritage, adventure, culture, yoga, wellness and more. Going forward, the website will be available in Hindi and leading international languages.

Also, the "Adopt a Heritage: Apni Dharohar, Apni Pehchaan" project is a collaborative effort by both the tourism and culture ministry and Archaeological Survey of India, state or UT governments for developing tourist amenities at heritage or the tourist sites and making them tourist-friendly, in a planned and phased manner. The tourism ministry has signed 27 Memorandum of Understanding (MoUs) to date under the Adopt a Heritage project.

In Union Budget 2019-20, the Government introduced a Tax Refund for Tourists (TRT) scheme in line with countries like Singapore to encourage tourists to spend more in India and boost tourism. The Government of India also announced to develop 17 iconic tourist sites in India into world-class destinations as per Union Budget 2019-20.

Some of the other major initiatives planned by the Government of India to boost the tourism and hospitality sector of India are as follows:

- Ministry of Tourism launched DekhoApnaDesh webinar series to provide information on many destinations and sheer depth and expanse on the culture and heritage of India.
- Ministry of Tourism launched an audio Guide facility App called Audio Odigos for 12 sites in India (including iconic sites).
- Prime Minister, Mr. Narendra Modi urged people to visit 15 domestic tourist destinations in
- India by 2022.

- Under Budget 2020-21, the Government of India has allotted Rs 1,200 crore (US$ 171.70 million) for the development of tourist circuits under Swadesh Darshan for eight Northeast states.

- Under Budget 2020-21, the Government of India has allotted Rs 207.55 crore (US$ 29.70 million) for the development of tourist circuits under PRASHAD scheme.

- In 2019, the Government reduced GST on hotel rooms with tariffs of Rs 1,001 (US$ 14.32) to Rs 7,500 (US$ 107.31) per night to 12 percent and those above Rs 7,501 (US$ 107.32) to 18 percent to increase India's competitiveness as a tourism destination.

- In September 2019, Japan joined a band of Asian countries, including Taiwan and Korea among others, to enter India's tourism market

Outlook

COVID has temporarily slowed down the growth of travel, tourism and hospitality but the industry at large is expected to bounce back by May 2021. Tourism in India has significant potential considering the rich cultural and historical heritage, variety in ecology, terrains and places of natural beauty spread across the country. According to WTTC, India ranked third among 185 countries in terms of travel and tourism's total contribution to GDP in 2018. India ranked 34 in the Travel and Tourism Competitiveness Report 2019 published by the World Economic Forum.

India is also the most digitally advanced traveller nation in terms of digital tools being used for planning, booking, and experiencing a journey. India's rising middle class and increasing disposable income have supported the growth of domestic and outbound tourism.

During 2019, foreign tourist arrivals (FTAs) in India stood at 10.89 million, achieving a growth rate of 3.20 per cent Y-O-Y. During 2019, FEEs from tourism increased by 4.8 per cent y-o-y to Rs 1,94,881 crore (US$ 29.96 billion). In 2019, arrivals through e-Tourist Visa increased by 23.6 per cent y-o-y to 2.9 million.

With all that is happening, Royal Orchid hotels remains steadfast and committed to delivering exceptional value to all our stakeholders. We are constantly exploring and identifying opportunities to strengthen our position in the mid-market segment. Royal Orchid Hotels also continues to remain amongst the top 20 hotels in India in terms of room inventory.

While our asset-light strategy has put us on a path of increased profitability with minimal increase in costs. Our robust infrastructure, strong brand recall and digital-first policy have aided in winning management contracts through the year.

We at Royal Orchid Hotels remain optimistic because travel has become an important part of everyone's life and it is no longer considered a luxury but a necessity to break away from a mundane routine and rejuvenate, we are positive that travel will revive soon.

Details of internal control system and their adequacy and discussion on financial performance with respect to operational performance and employee/ HR details are given in the director's report and financial statements and Disclosures required to be made under Prevention of sexual harassment policy are made under Business Responsibility Report which forms a part of this annual report.

Details of the Credit Rating of the Company are as follows:

		(Rs. crore)	
Instrument*	**Previous Rated Amount**	**Current Rated Amount**	**Rating Action**
Long-term Term loan	46	46	[ICRA]BBB (Stable); Rating outstanding
Total	**46**	**46**	

Details of Remuneration of the Auditor in the Company and its Subsidiaries are as follows:

PARTICULARS	(RS. IN LAKHS)	
	2019-20	2018-19
ROYAL ORCHID HOTELS LTD		
AUDIT FEES	46.75	40.25
OTHER SERVICES		0.5
REIMBURSEMENT EXPENSES	1.63	1.38
TOTAL	**48.38**	**42.13**
ICON HOSPITALITY PRIVATE LIMITED		
AUDIT FEES	5.75	5.75
REIMBURSEMENT EXPENSES		0.2
TOTAL	**5.75**	**5.95**
COSMOS PREMISES PRIVATE LIMITED		
AUDIT FEES	5.75	5.75
REIMBURSEMENT EXPENSES	0.25	0.21
TOTAL	**6.00**	**5.96**
MARUTI COMFORTS & INN PRIVATE LIMITED		
AUDIT FEES	5.75	5.75
REIMBURSEMENT EXPENSES		0.64
TOTAL	**5.75**	**6.39**

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INDEPENDENT AUDITOR'S REPORT

To The Members of Royal Orchid Hotels Limited
Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Royal Orchid Hotels Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Emphasis of Matter

We draw attention to note 2(b)(ii) of the standalone financial statements, which sets out the Company's assessment of the going concern assumption and the financial impact on account of the COVID-19 pandemic. Based on these assessments, the Management has concluded that the Company will continue as a going concern and will be able to meet all of its obligations as well as recover the carrying amount of its assets as on March 31, 2020.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
Impairment of Investments The Management of the Company has carried out impairment assessment for Investments made in one of the subsidiaries of the Company viz. Ksheer Sagar Developers Private Limited owing to recurring losses incurred by the subsidiary. The standalone financial statements of the Company as at March 31, 2020 include Investments of Rs. 3,756.18 lakhs, Loans (including interest accrued thereon) of Rs.747.19 lakhs, current/non-current financial assets of Rs. 246.10 Lakhs (hereinafter collectively referred to as "Investments") made by the Company in this subsidiary. Impairment of Investments in the said subsidiary has been identified as a key audit matter due to: • The significance of the investments made; and • The assessment of the carrying value of the Investments as it involves exercise of significant judgement in determining the fair value of the subsidiary	Principal Audit Procedures performed: (a) Evaluated the design and implementation of relevant controls and the operating effectiveness of such internal controls which inter-alia include the reasonableness of input data considered and assumptions made in determining the fair value of the subsidiary; (b) Obtained the impairment assessment prepared by the Management and performed the following procedures: • Held discussions with the Company/Subsidiary personnel to identify if factors, which, in our professional judgement, should have been considered in the analysis of impairment. • Reviewed the source data used for determining the fair value of the subsidiary. • Tested if the fair valuation of the subsidiary considered for the assessment of impairment is as reviewed and approved by the Board of Directors of the Company and the subsidiary. • Assessed the competence, independence and objectivity of the management's expert involved in determining fair value of the subsidiary. • Involved our internal valuation specialists to test key assumptions considered by the Management in the fair valuation of the subsidiary.

Key Audit Matter	Auditor's Response
Evaluation of Management's Assessment of appropriateness of going concern assumption: The evaluation of Management's assessment of going concern assumption and basis of accounting used by the management of the Company in the preparation of its standalone financial statements is identified as a key audit matter considering the significant impact of COVID-19 pandemic on the hospitality industry in general and the Company. As disclosed in note 2(b)(ii) to the standalone financial statements, the COVID-19 pandemic has led to low occupancies/shutdown of some of the hotels of the Company pan India to comply with the guidelines issued by the Central/State governments. The assessment of appropriateness of going concern assumption by the Management involves significant judgement and estimation of key input variables like average occupancy rate and average room rate and performing sensitivity analysis.	*Principal Audit Procedures performed:* Our procedures in relation to evaluation of Management's assessment of the appropriateness of going concern assumption included the following: (a) Obtained an understanding of the process followed by the Management for the going concern evaluation which includes preparation of cash flow forecasts and liquidity analysis. Evaluated the design and implementation of relevant controls and the operating effectiveness of such internal controls which inter-alia includes reasonableness of the input data considered and assumptions used in preparing the cash flow forecasts for the immediate future. (b) Obtained the cash flow forecasts prepared by the Management and performed the following procedures: • Tested the inputs and assumptions used in the cash flow forecasts with reference to historical performance, internal and external sources of information about the hospitality industry and the Company's strategy. • Tested the reasonableness of the cash flows prepared by the Management with reference to various measures undertaken by the Company considering the COVID-19 pandemic. • Performed sensitivity analysis on the key input variables used in cash flow forecasts to assess the impact of change on the overall cash flows and if the same are within the tolerable limits.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's report including Annexures to Board's Report , Management Discussion and Analysis, Corporate Governance, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity of the Company and cash flows in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

  Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

  We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

  We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

  From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the

matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report, that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
   e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
   g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
   h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
      i. The Company has disclosed the impact of pending litigations on its financial position in note 43 of the standalone financial statements
      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Monisha Parikh
Partner
(Membership No. 47840)
July 27, 2020

BENGALURU,
UDIN: 20047840AAAACL6289
MP/SS/YB/2020

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Royal Orchid Hotels Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the

prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Monisha Parikh
Partner
(Membership No. 47840)

BENGALURU, July 27, 2020
UDIN: 20047840AAAACL6289

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to The Members of Royal Orchid Hotels Limited of even date)

i. In respect of its fixed assets:

a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b. The property, plant and equipment are physically verified by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

c. In respect of freehold land where the Company has a share of undivided land jointly with other entities, according to the information and explanations given to us and based on the examination of registered sale deed provided to us, we report that the title deeds, comprising of such immovable property as at the balance sheet date, is held in the name of the Company.

In respect of immovable properties constructed on leased land and disclosed as property, plant and equipment in the financial statements, we report that the Company is the lessee in the lease deed based on confirmation received from the banker with whom the lease deed is pledged

.

(ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.

(iii) According to the information and explanations given to us, the Company has granted unsecured loans, to companies covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which:

a. The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.

b. The schedule of repayment of principal and payment of interest has not been stipulated and in the absence of such schedule, we are unable to comment on the regularity of the repayments or receipts of principal amounts and interest.

c. The schedule of repayment is not stipulated and in the absence of such schedule, we are unable to comment on the overdue amount, if any remaining outstanding as at the balance sheet date.

(iv) The Company has not granted any loans that are covered under the provisions of section 185 of the Act and provisions of section 186 of the Act in respect to granting of loans, making investments and providing guarantees and securities are not applicable.

(v) According to the information and explanations given to us, the Company has not accepted any deposit during the year and does not have any unclaimed deposits.

(vi) Having regard to the nature of the Company's business / activities, reporting under clause (vi) of the Order 2016 is not applicable.

(vii) According to the information and explanations given to us, in respect of statutory dues:

a. The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Customs Duty, Goods and Service Tax, cess and other material statutory dues applicable to it to the appropriate authorities.

b. There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Customs Duty, Goods and Services Tax, cess and other material statutory dues in arrears as at March 31, 2020 for a period of more than six months from the date they became payable except in case of Tax Deducted at Source of Rs 59.32 lakhs which is unpaid on account of dispute with the party.

c. Details of dues, which have not been deposited as on March 31, 2020 on account of disputes are given below:

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount (Rs.in lakhs)
Income tax Act,1961	Income Tax	Income Tax-Appellate Tribunal	Financial year 2008-09	227.46
			Financial year 2010-11	198.74

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions and banks. The Company has no borrowings from government and has not issued any debentures.

(ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause (ix) of the Order is not applicable

(x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.

(xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 188 and 177 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

(xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the Order is not applicable to the Company.

(xv) In our opinion and according to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Monisha Parikh
Partner
(Membership No. 47840)

BENGALURU, July 27, 2020
UDIN: 20047840AAAACL6289

Balance Sheet as at 31 March 2020

	Notes	As at 31 March 2020 ₹ in lakhs	As at 31 March 2019 ₹ in lakhs
ASSETS			
Non-current assets			
(a) Property, plant and equipment	3A	2,944.39	3,277.25
(b) Capital Work in progress	3B	2.87	-
(c) Right-of-use assets	3C	4,062.19	-
(d) Intangible assets	3D	14.32	-
(e) Financial assets			
(i) Investments	4	16,444.74	16,563.86
(ii) Loans	5	3,026.54	2,538.36
(iii) Other non-current financial assets	6	2,660.54	2,441.66
(f) Deferred tax assets, net	7	384.18	300.91
(g) Other non-current assets	8	794.87	799.83
		30,334.64	**25,921.87**
Current assets			
(a) Inventories	9	129.46	137.87
(b) Financial assets			
(i) Trade receivables	10	1,217.69	902.73
(ii) Cash and cash equivalents	11	738.72	1,853.18
(iii) Bank balances other than cash and cash equivalents	12	1,382.34	322.34
(iv) Other financial assets	13	225.28	274.73
(c) Other current assets	14	385.38	496.41
		4,078.87	**3,987.26**
TOTAL ASSETS		**34,413.51**	**29,909.13**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	15	2,742.52	2,740.67
(b) Other equity	16	19,520.81	19,596.25
		22,263.33	**22,336.92**
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	4,022.89	3,608.86
(ii) Lease liabilities	18	3,782.82	-
(iii) Trade Payables	19		
(a) total outstanding dues of micro enterprises and small enterprises		-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		9.68	113.19
(iv) Other non-current financial liabilities	20	45.95	60.01
(b) Provisions	21	105.38	165.60
(c) Other non-current liabilities	22	89.21	129.91
		8,055.93	**4,077.57**

Balance Sheet as at 31 March 2020 *(continued)*

	Notes	As at	As at
		31 March 2020	31 March 2019
		₹ in lakhs	₹ in lakhs
Current liabilities			
(a) Financial liabilities			
(i) Lease liabilities	23	300.15	-
(ii) Trade payables	24		
(a) total outstanding dues of micro enterprises and small enterprises		-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		2,497.41	2,214.97
(iii) Other financial liabilities	25	696.72	587.71
(b) Other current liabilities	26	408.57	620.52
(c) Provisions	27	103.12	64.60
(d) Current tax liabilities, net	28	88.28	6.84
		4,094.25	**3,494.64**
TOTAL EQUITY AND LIABILITIES		**34,413.51**	**29,909.13**
See accompanying notes forming part of these financial statements.			

In terms of our report attached.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants

Monisha Parikh
Partner

Place: Bengaluru
Date: 27 July 2020

For and on behalf of the Board of Directors of Royal Orchid Hotels Limited

Chander K Baljee
Managing Director
DIN: 00081844

Keshav Baljee
Director
DIN: 00344855

Amit Jaiswal
Chief Financial Officer

Dr. Ranabir Sanyal
Company Secretary
MM No. F7814

Place: Bengaluru
Date: 27 July 2020

Statement of Profit and Loss for the year ended 31 March 2020

	Notes	Year ended 31 March 2020	Year ended 31 March 2019
		₹ in lakhs	₹ in lakhs
INCOME			
Revenue from operations	29	11,483.91	11,259.59
Other income	30	717.21	744.29
Total revenue		**12,201.12**	**12,003.88**
Expenses			
Food and beverages consumed	31	1,395.09	1,189.22
Employee benefits expense	32	2,529.92	2,280.49
Finance costs	33	767.03	451.69
Depreciation and amortisation	34	827.75	402.26
Other expenses	35	5,389.28	5,858.44
Total expenses		**10,909.07**	**10,182.10**
Profit before tax		**1,292.05**	**1,821.78**
Tax expense/(benefit)	36		
Current tax		502.01	549.00
Prior year taxes (credit)/charge		12.25	-
Deferred tax charge/ (credit)		(133.62)	10.71
		380.64	**559.71**
Profit for the year		**911.41**	**1,262.07**
Other comprehensive income			
Items that will not be reclassified to profit or loss:			
a) Remeasurement (losses)/gains in defined benefit plans		32.12	(6.31)
Income tax relating to items that will not be reclassified to profit or loss	36	(9.35)	1.84
		22.77	(4.47)
Other comprehensive income, net of tax		**22.77**	**(4.47)**
Total comprehensive income for the period		**934.18**	**1,257.60**
Earnings per equity share of ₹ 10 each	37		
Basic		3.41	4.59
Diluted		3.38	4.56

See accompanying notes to Financial Statements.
In terms of our report attached.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants

Monisha Parikh
Partner

Place: Bengaluru
Date: 27 July 2020

For and on behalf of the Board of Directors of Royal Orchid Hotels Limited

Chander K Baljee
Managing Director
DIN: 00081844

Keshav Baljee
Director
DIN: 00344855

Amit Jaiswal
Chief Financial Officer

Dr. Ranabir Sanyal
Company Secretary
MM No. F7814

Place: Bengaluru
Date: 27 July 2020

Statement of Changes in Equity for the year ended 31 March 2020

A. Equity share capital

Equity shares of ₹ 10 each, fully paid-up	Equity shares	
	Number	Amount in ₹ lakhs
As at 1 April 2018	2,73,01,188	2,730.12
Add: Issued and subscribed during the year	1,05,527	10.55
As at 31 March 2019	**2,74,06,715**	**2,740.67**
Add: Issued and subscribed during the year	18,500	1.85
As at 31 March 2020	**2,74,25,215**	**2,742.52**

B. Other equity

For the year ended 31 March 2020

₹ in lakhs

	Reserves and Surplus				Total
	Securities Premium Account	ESOP Reserve	Retained Earnings	General Reserve	
Balance as at 1 April 2019	**11,504.07**	**84.08**	**6,992.16**	**1,015.94**	**19,596.25**
Profit for the year	-	-	911.41	-	911.41
Other comprehensive income/(loss), net of tax	-	-	22.77	-	22.77
Total Comprehensive Income	**-**	**-**	**934.18**		**934.18**
Final dividend at ₹ 2.00 per share	-	-	(548.50)	-	(548.50)
Dividend distribution tax on Final dividend	-	-	(112.75)	-	(112.75)
Issue of equity shares under ROHL ESOP Scheme, 2014	37.06	-	-	-	37.06
Impact of adoption of Ind AS 116 (refer note 39)	-	-	(368.50)	-	(368.50)
Recognition of share based payment	-	(16.93)	-	-	(16.93)
Balance as at 31 March 2020	**11,541.13**	**67.15**	**6,896.59**	**1,015.94**	**19,520.81**

For the year ended 31 March 2019

₹ in lakhs

	Reserves and Surplus				Total
	Securities Premium Account	ESOP Reserve	Retained Earnings	General Reserve	
Balance as at 1 April 2018	**11,381.66**	**131.04**	**6,229.88**	**1,015.94**	**18,758.52**
Profit for the year	-	-	1,262.07	-	1,262.07
Other comprehensive income/(loss), net of tax	-	-	(4.47)	-	(4.47)
Total Comprehensive Income	**-**	**-**	**1,257.60**	**-**	**1,257.60**
Final dividend at ₹ 1.50 per share	-	-	(410.86)	-	(410.86)
Dividend distribution tax on interim dividend	-	-	(84.46)	-	(84.46)
Issue of equity shares under ROHL ESOP Scheme	122.41	-	-	-	122.41
Recognition of share based payment	-	(46.96)	-	-	(46.96)
Balance as at 31 March 2019	**11,504.07**	**84.08**	**6,992.16**	**1,015.94**	**19,596.25**

In terms of our report attached.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants

Monisha Parikh
Partner

Place: Bengaluru
Date: 27 July 2020

For and on behalf of the Board of Directors of Royal Orchid Hotels Limited

Chander K Baljee
Managing Director
DIN: 00081844

Keshav Baljee
Director
DIN: 00344855

Amit Jaiswal
Chief Financial Officer

Dr. Ranabir Sanyal
Company Secretary
MM No. F7814

Place: Bengaluru
Date: 27 July 2020

Cash flow statement for the year ended 31 March 2020

	Year ended 31 March 2020	Year ended 31 March 2019
	₹ in lakhs	₹ in lakhs
A. Cash flow from operating activities		
Profit for the year	**911.41**	**1,262.07**
Adjustments for:		
Income tax expense recognised in profit or loss	380.64	559.71
Depreciation and amortisation	827.75	402.26
Loss on fixed assets sold /written off	0.67	25.75
Interest expense	741.69	424.97
Ind AS adjustment on account of present value	(0.97)	26.72
Provision for doubtful trade receivables, advances and security deposits	107.08	28.46
Unrealised exchange gain	(84.81)	(7.27)
Share based payments to employees	0.98	(4.62)
Interest income	(199.08)	(232.04)
Dividend income	-	(151.79)
Provisions/ Liabilities no longer required, written back	(174.23)	(128.23)
Guarantee commission	(45.79)	(45.76)
Profit on buyback of shares	(75.10)	-
Operating profit before working capital changes	**2,390.24**	**2,160.23**
Changes in working capital:		
(Increase)/Decrease in inventories	8.40	(9.44)
(Increase)/Decrease in trade receivables and unbilled revenue	(302.74)	15.54
(Increase)/Decrease in other current and non-current assets	(351.14)	75.75
Increase/(Decrease) in provisions	10.41	1.72
Increase/(Decrease) in trade payables	298.42	265.75
Increase/(Decrease) in other current and non-current liabilities	(373.21)	(254.38)
Cash generated from operations	**1,680.38**	**2,255.17**
Direct taxes paid (net)	419.17	263.42
Net cash generated from operating activities	**1,261.21**	**1,991.75**
B. Cash flows from investing activities		
Purchase of Property, plant and equipment (including changes in capital work-in-progress and intangible assets net of project creditors and retention money payable)	(93.19)	(170.21)
Interest received	132.49	55.94
Amount received towards shares bought back by a subsidiary	200.27	-
Dividend income	-	151.79
Loans given to subsidiaries	(403.36)	(333.80)
Change in other bank balances	(1,060.00)	(470.22)
Net cash used in investing activities	**(1,223.79)**	**(766.50)**

Cash Flow Statement for the year ended 31 March 2020 *(continued)*

	Year ended 31 March 2020 ₹ in lakhs	Year ended 31 March 2019 ₹ in lakhs
C. Cash flows from financing activities		
Interest paid	(433.64)	(425.30)
Proceeds from borrowings from related parties	500.00	-
Proceeds from borrowings from banks and financial institutions	-	3,900.00
Repayment of borrowings to banks and financial institutions	(192.90)	(3,838.87)
Change in unclaimed dividend account	1.40	(1.45)
Proceeds from allotment of shares	14.65	85.19
Dividend paid	(548.50)	(409.50)
Dividend distribution tax paid	(112.75)	(84.46)
Payment of lease liabilities (rent paid)	(380.14)	-
Net cash used in financing activities	**(1,151.88)**	**(774.39)**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**(1,114.46)**	**450.86**
Cash and cash equivalents at the beginning of the year	**1,853.18**	**1,402.32**
Cash and cash equivalents at the end of the year (Note 11)	**738.72**	**1,853.18**
See accompanying notes forming part of these financial statements.		

In terms of our report attached.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants

Monisha Parikh
Partner

Place: Bengaluru
Date: 27 July 2020

For and on behalf of the Board of Directors of Royal Orchid Hotels Limited

Chander K Baljee
Managing Director
DIN: 00081844

Keshav Baljee
Director
DIN: 00344855

Amit Jaiswal
Chief Financial Officer

Dr. Ranabir Sanyal
Company Secretary
MM No. F7814

Place: Bengaluru
Date: 27 July 2020

Notes to the financial statements

1. Corporate Information

Royal Orchid Hotels Limited ('the Company') is a public company and is domiciled in India. The Company was incorporated in 1986. The shares of the Company are listed on Bombay and National stock exchange in India. The Company is engaged in the business of operating and managing hotels/ resorts and providing related services, through its portfolio of hotel properties across the country.

2. Summary of significant accounting policies

a. Statement of compliance

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Except for the changes below, the Company has consistently applied accounting policies to all periods.

i. The Company has adopted Ind AS 116 'Leases' with the date of initial application being April 1, 2019. Ind AS 116 replaces Ind AS 17 – Leases and related interpretation and guidance. The standard sets out principles for recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. The Company has applied Ind AS 116 using the modified retrospective approach, under which the cumulative effect of initial application is recognised in retained earnings at April 1, 2019. As a result, the comparative information has not been restated. Also refer note 39 of the financial statements.

ii. Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments: On March 30, 2019, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2019 containing Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments which clarifies the application and measurement requirements in Ind AS 12 when there is uncertainty over income tax treatments. The current and deferred tax asset or liability shall be recognized and measured by applying the requirements in Ind AS 12 based on the taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates determined by applying this appendix. The amendment is effective from April 1, 2019. The Company has evaluated the effect of this amendment on the financial statements and concluded that there is no impact.

iii. Amendment to Ind AS 19 'Employee Benefits': On March 30, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 19 'Employee Benefits' in connection with accounting for plan amendments, curtailments and settlements. The amendments require an entity to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement and to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling. The amendment is effective from April 1, 2019. The Company has evaluated the effect of this amendment on the financial statements and concluded that this amendment is currently not applicable.

iv. Amendment to Ind AS 12 'Income Taxes': On March 30, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 12 'Income Taxes'. The amendments require an entity to recognise the income tax consequences of dividends as defined in Ind AS 109 when it recognises a liability to pay a dividend. The income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The amendment is effective from April 1, 2019. The Company has evaluated the effect of this amendment on the financial statements and concluded that there is no impact.

b. Basis of preparation and presentation

i. The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair valued, such as value in use quantification as per Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

b. Basis of preparation and presentation (cont'd)

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability.

ii. In March 2020, the World Health Organization declared the COVID-19 outbreak a global pandemic. As a response, the Government of India and various State Governments have taken measures to contain the outbreak which include travel bans, quarantines and imposing lockdowns.

Lockdown guidelines issued by Central/State governments mandated closure of hotel operations and cessation of air traffic and other forms of public transport. This has resulted in low occupancies / shutdown of some of our hotels pan India. Certain hotels of the Company are a part of Government denominated essential services called Vande Bharat Mission and are operational. The Company is in the process of resuming its operations in a phased manner in line with the directives from the Government. The Company expects the demand for rooms, restaurants, banquet halls and related services to pick up albeit at a slower pace as the lockdown is being lifted in various parts of the country and there is recovery in business, driven by business travel and leisure tourism.

In evaluating the impact of the Covid 19 pandemic on its ability to continue as a going concern and the possible impact on its financial position, management has used the principles of prudence and exercised judgements in estimating occupancy rates and average room rate per hotel while developing cash-flow forecasts. Towards this objective, the management is implementing various initiatives like rationalizing costs, negotiating extended credit terms with suppliers and lenders, evaluating monetising certain assets, building efficiencies in collections and taking various initiatives to improve revenues. The Company believes that with a combination of the above mitigation plans, it would be able to recover its assets and meet all its obligations in the normal course of business. Accordingly, the financial statements have been prepared on going concern basis.

Management has used internal and external sources of information upto the date of approval of these financial results in determining the recoverability of property, plant and equipment, investments and other financial assets, and trade receivables as at the balance sheet date. The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial results given the uncertainties associated with its nature and duration. The Company will continue to monitor any material changes to future economic conditions and any significant impact of these changes would be recognised in the financial statements as and when these material changes to economic conditions arise.

c. Use of estimates

The preparation of the standalone financial statements in conformity with the recognition and measurement principals of Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities and disclosure relating to contingent liabilities as at the date of standalone financial statements and the reported amounts of income and expenditure during the reported year. The Management believes that the estimates used in preparation of the standalone financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements pertain to:

Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Impairment of investments

The Company reviews its carrying value of investments carried at cost or amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

Litigation

From time to time, the Company is subject to legal proceedings the ultimate outcome of each being always subject to many uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount of the loss can be reasonably estimated. Significant judgement is made when evaluating, among other factors, the probability of unfavourable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances.

Income taxes
Deferred tax assets are recognized to the extent that it is regarded as probable that deductible temporary differences can be realized. The Company estimates deferred tax assets and liabilities based on current tax laws and rates and in certain cases, business plans, including management's expectations regarding the manner and timing of recovery of the related assets. Changes in these estimates may affect the amount of deferred tax liabilities or the valuation of deferred tax assets and thereby the tax charge in the Statement of Profit or Loss.

Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the Statement of Profit or Loss.

Defined benefit plans
The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each Balance Sheet date.

d. **Revenue recognition**
Performance obligation in contract with customers is met throughout the stay of guest in the hotel or on rendering of services and sale of goods.

Revenue from contracts with customers is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The specific recognition criteria described below must also be met before revenue is recognized.

Income from operations
Revenues comprise income from the sale of room nights, food and beverages and allied services during a guest's stay at the hotel. Room revenue is recognised based on occupation and revenue from sale of food, beverages and other allied services, as the respective services are rendered with reasonable certainty of ultimate collection. Other revenues are recognised as and when the services are performed or the right to receive claim is established, with reasonable certainty for ultimate collection. Rebates and discounts granted to customers are reduced from revenue.

Income from management and technical services are recognised as the services are rendered based on the terms of the contract.

Unbilled revenues' represent revenues recognised on services rendered, for which amounts are to be billed in subsequent periods.

Interest income
Interest income is reported on an accrual basis using the effective interest method and is included under the head "other income" in the Statement of Profit and Loss.

Dividend
Dividend income is recognized when the Company's right to receive the amount is established

e. **Employee benefits**
Employee benefits include provident fund, employee state insurance scheme, labour welfare fund, gratuity and compensated absences. Expenses and liabilities in respect of employee benefits are recorded in accordance with Ind AS 19, Employee Benefits.

Defined contribution plan
Retirement benefit in the form of provident fund and employee state insurance scheme is a defined contribution scheme. The Company is generally liable for specified contributions to a separate entity and has no obligation to pay any further amounts. The Company's contribution is recognized as an expense in the statement of profit and loss during the period in which the employee renders the related service.

Defined benefit plan
Gratuity
The liability recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Compensated absences
Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the Balance Sheet date.

Service cost on the Company's defined benefit plan is included in employee benefits expense. Employee contributions, all of which are independent of the number of years of service, are treated as a reduction of service cost.

Compensated absences (cont'd)

Gains and losses through re-measurements of the defined benefit plans are recognized in other comprehensive income, which are not reclassified to profit or loss in a subsequent period. Further, as required under Ind AS compliant Schedule III, the Company transfers those amounts recognized in other comprehensive income to retained earnings in the statement of changes in equity and in the balance sheet.

Short-term employee benefits

The costs of all short-term employee benefits (that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service) are recognised during the period in which the employee renders the related services. The accruals for employee entitlements of benefits such as salaries, bonuses and annual leave represent the amount which the Company has a present obligation to pay as a result of the employees' services and the obligation can be measured reliably. The accruals have been calculated at undiscounted amounts based on current salary levels at the Balance Sheet date.

f. Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation (other than freehold land) and impairment losses, if any.

All property, plant and equipment are initially recorded at cost. Cost includes the acquisition cost or the cost of construction, including duties and non-refundable taxes, expenses directly related to bringing the asset to the location and condition necessary for making them operational for their intended use and, in the case of qualifying assets, the attributable borrowing costs. Initial estimate of costs of dismantling and removing the item and restoring the site on which it is located is also included if there is an obligation to restore it.

Subsequent expenditure relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Depreciation is charged to Statement of Profit and Loss so as to expense the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight line method, as per the useful life prescribed in Schedule II to the Companies Act, 2013.

Leasehold building (including improvements) is amortised on a straight-line basis over the period of the lease.

Asset Category	Useful lives (in years)
Buildings	30
Plant and equipment	15
Furniture and fixtures	8
Vehicles	6
Office equipment	5
Computer equipment	3

The Company has evaluated the applicability of component accounting as prescribed under Ind AS 16 and Schedule II of the Companies Act, 2013, the management has not identified any significant component having different useful lives.

Depreciation methods, useful lives and residual values are reviewed periodically and updated as required, including at each financial year end. Capital work in progress represents projects under which the property, plant and equipment are not yet ready for their intended use and are carried at cost determined as aforesaid.

g. Intangible Assets

Intangible assets include cost of acquired software. Intangible assets are initially measured at acquisition cost including directly attributable costs of preparing the asset for its intended use.
Intangible assets are amortised over a period of three years.

h. Impairment of assets

Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.
If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in Statement of Profit and Loss.

i. **Foreign currency translations**
The functional currency of the Company is Indian rupee (₹).

Initial Recognition
On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Subsequent Recognition
As at the reporting date, non-monetary items which are carried at historical cost and denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value denominated in a foreign currency are retranslated at the rates prevailing at the date when the fair value was determined.

Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses arising on settlement and restatement are recognised in the Statement of Profit and Loss.

j. **Lease**
The Company's lease asset classes primarily consist of leases for land and buildings. The Company, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contracts existing and entered into on or after April 1, 2019.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets (assets of less than Rs. 3,50,000 ~ USD 5,000 in value). The Company recognises the lease payments associated with these leases as an expense over the lease term.

In the comparative period, leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments and receipts under operating leases are recognised as an expense and income respectively, on a straight line basis in the statement of profit and loss over the lease term except where the lease payments are structured to increase in line with expected general inflation.

k. **Inventories**
Inventory comprises food, beverages, stores and spare parts and are valued at the lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the goods to their present location and condition and is determined on a weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion to make the sale.

l. **Government grants**
The Company may receive government grants that require compliance with certain conditions related to the Company's operating activities or are provided to the Company by way of financial assistance on the basis of certain qualifying criteria.
Government grants are recognised when there is reasonable assurance that the grant will be received, and the Company will comply with the conditions attached to the grant. Accordingly, government grants:

i. related to or used for assets are included in the Balance Sheet as deferred income and recognised as income over the period in which the associated obligations are fulfilled.

l. Government grants (cont'd)

ii. related to incurring specific expenditures are taken to the Statement of Profit and Loss on the same basis and in the same periods as the expenditures incurred.

iii. by way of financial assistance on the basis of certain qualifying criteria are recognised as they become receivable

m. Income Taxes

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

a. Current tax:

Current tax expenses are accounted in the same period to which the revenue and expenses relate. Provision for current income tax is made for the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the applicable tax rates and the prevailing tax laws.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

b. Deferred tax:

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill, an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

Deferred tax liabilities are generally recognized for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax liabilities and assets are measured at tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantially enacted by the end of the reporting period.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity

Minimum Alternative Tax ("MAT") credit forming part of Deferred tax assets is recognized as an asset only when and to the extent there is reasonable certainty that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a reasonable certainty to the effect that the Company will pay normal income tax during the specified period.

n. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of s interest expense as per Effective Interest Rate (EIR) and other costs that an entity incurs in connection with the borrowing of funds.

o. Provisions and contingencies

Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities
A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation or it cannot be measured with sufficient reliability. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

Contingent assets
Contingent assets are neither recognised nor disclosed. However, when realisation of income is virtually certain, related asset is recognised.

p. **Cash flow Statement**
Cash flows are reported using the indirect method, whereby profit/ (loss) before tax is adjusted for the effects of transactions of non cash nature and any deferrals or accruals of past or future cash receipts or payments. Cash flow for the year are classified by operating, investing and financing activities.

q. **Earnings Per Share**
Basic earnings per share is computed by dividing the profit or loss after tax by the weighted average number of equity shares outstanding during the year including potential equity shares on compulsory convertible debentures. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share.

r. **Share based payments**
The Company has equity-settled share-based remuneration plans for its employees. None of the Company's plans are cash-settled.

Where employees are rewarded using share-based payments, the fair value of employees' services is determined indirectly by reference to the fair value of the equity instruments granted. This fair value is appraised at the grant date and excludes the impact of non-market vesting conditions (for example profitability and sales growth targets and performance conditions).

All share-based remuneration is ultimately recognised as an expense in profit or loss with a corresponding credit to equity. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest.

Upon exercise of share options, the proceeds received, net of any directly attributable transaction costs, are allocated to share capital up to the nominal (or par) value of the shares issued with any excess being recorded as share premium.

s. **Segment reporting**
Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company is engaged in the business of operating and managing hotels/ resorts and providing related services, which constitutes its single reportable segment.

t. **Financial Instruments**

i. **Financial assets**
Initial recognition and measurement

Financial assets are recognised when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial assets at initial recognition.

When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss directly attributable transaction costs. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the Statement of Profit and Loss.

Classification

- Cash and Cash Equivalents – Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

- Debt Instruments - The Company classifies its debt instruments as subsequently measured at amortised cost, fair value through Other Comprehensive Income or fair value through profit or loss based on its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

  - **(a) Financial assets at amortised cost** - Financial assets are subsequently measured at amortised cost if these financial assets are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest. Interest income from these financial assets is included as a part of the Company's income in the Statement of Profit and Loss using the effective interest rate method.

- **(b) Financial assets at fair value through Other Comprehensive Income (FVOCI)** – Financial assets are subsequently measured at fair value through Other Comprehensive Income if these financial assets are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest. Movements in the carrying value are taken through Other Comprehensive Income, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains or losses which are recognised in the Statement of Profit and Loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in Other Comprehensive Income is reclassified from Other Comprehensive Income to the Statement of Profit and Loss. Interest income on such financial assets is included as a part of the Company's income in the Statement of Profit and Loss using the effective interest rate method.

- **(c) Financial assets at fair value through profit or loss (FVTPL)** - Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on such debt instrument that is subsequently measured at FVTPL and is not part of a hedging relationship as well as interest income is recognised in the Statement of Profit and Loss.

- **Equity Instruments** - The Company subsequently measures all equity investments (other than the investment in subsidiaries, joint ventures and associates which are measured at cost) at fair value. Where the Company has elected to present fair value gains and losses on equity investments in Other Comprehensive Income ("FVOCI"), there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in the Statement of Profit and Loss as other income when the Company's right to receive payment is established.

  At the date of transition to Ind AS, the Company has made an irrevocable election to present in Other Comprehensive Income subsequent changes in the fair value of equity investments that are not held for trading.

  When the equity investment is derecognised, the cumulative gain or loss previously recognised in Other Comprehensive Income is reclassified from Other Comprehensive Income to the Retained Earnings directly.

- **De-recognition** - A financial asset is derecognised only when the Company has transferred the rights to receive cash flows from the financial asset. Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised.

  Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

ii. **Financial liabilities**

Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognised initially at fair value, plus, in the case of financial liabilities not at fair value through profit or loss directly attributable transaction costs.

Subsequent measurement

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised, and through the amortisation process.

De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Derivatives
Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged and the type of hedge relationship designated. During the years reported, no hedge relationship was designated.

Equity Instruments
An equity is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

iii. **Impairment of financial assets**
The Company assesses, at each reporting date, whether a financial asset or a group of financial assets is impaired. Ind AS-109 on Financial Instruments, requires expected credit losses to be measured through a loss allowance. For trade receivables only, the Company recognises expected lifetime losses using the simplified approach permitted by Ind AS-109, from initial recognition of the receivables. For other financial assets (not being equity instruments or debt instruments measured subsequently at FVTPL) the expected credit losses are measured at the 12 month expected credit losses or an amount equal to the lifetime expected credit losses if there has been a significant increase in credit risk since initial recognition.

u. **Rounding of amounts**
All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs with two decimals as per the requirement of Schedule II, unless otherwise stated.

3. **Recent accounting pronouncements**
Standard issued and effective
On July 24, 2020, Ministry of Corporate Affairs ("MCA") has notofied the Companies (Indian Accounting Standards) Rules, 2020 containing Ind AS 116- As a practical expedient, a lessee may elect not to assess whether a rent concession that meets the conditions in paragraph 46B is a lease modification. A lessee that makes this election shall account for any change in lease payments resulting from the rent concession the same way it would account for the change applying this Standard if the change were not a lease modification. The practical expedient applies only to rent concessions occurring as a direct consequence of the Covid-19 pandemic on meeting the conditions mentioned in the above rule. A lessee shall apply that amendment for annual reporting periods beginning on or after the April 1st, 2020. In case a lessee has not yet approved the financial statements for issue before the issuance of this amendment, then the same may be applied for annual reporting periods beginning on or after the April 1st, 2019. The Company has evaluated the effect of this amendment on the financial statements and concluded that there is no impact.

3A	Property, plant and equipment								
								As at 31 March 2020	As at 31 March 2019
								₹ in lakhs	₹ in lakhs
	Carrying amounts of:								
	Land (Freehold)							30.81	24.30
	Leasehold buildings (including improvements)							1,722.87	1,817.11
	Plant and equipment's							542.10	639.74
	Furniture and fixtures							565.22	689.40
	Vehicles							35.40	74.23
	Office equipment's							19.04	10.41
	Computer equipment's							28.95	22.06
								2,944.39	**3,277.25**
	Cost or deemed cost:								
									(₹ in lakhs)
	Particulars	Land (Freehold)	Leasehold buildings (including improvements)	Plant and equipment's	Furniture and fixtures	Vehicles	Office equipment's	Computer equipment's	Total
	Gross Block								
	Balance as at 1 April 2018	**24.30**	**3,393.76**	**2,441.86**	**2,635.47**	**387.22**	**177.77**	**249.78**	**9,310.16**
	Additions	-	48.55	79.54	130.85	3.50	6.01	10.47	278.92
	Disposals/Adjustments	-	-	76.41	6.53	-	-	1.42	84.36
	Balance as at 31 March 2019	**24.30**	**3,442.31**	**2,444.99**	**2,759.79**	**390.72**	**183.78**	**258.83**	**9,504.72**
	Additions	6.51	4.07	67.52	13.89	15.93	12.60	17.73	138.25
	Disposals/Adjustments	-	-	32.58	4.02	9.98	0.56	3.58	50.72
	Balance as at 31 March 2020	**30.81**	**3,446.38**	**2,479.93**	**2,769.66**	**396.67**	**195.82**	**272.98**	**9,592.25**
	Accumulated depreciation								
	Balance as at 1 April 2018	**-**	**1,521.92**	**1,711.96**	**1,944.19**	**300.72**	**168.24**	**236.79**	**5,883.82**
	Charge for the year	-	103.28	138.75	131.31	15.77	5.13	8.02	402.26
	Reversal on disposal/adjustments	-	-	45.46	5.11	-	-	8.04	58.61
	Balance as at 31 March 2019	**-**	**1,625.20**	**1,805.25**	**2,070.39**	**316.49**	**173.37**	**236.77**	**6,227.47**
	Charge for the year	-	98.31	150.25	138.07	54.76	3.97	10.83	456.19
	Reversal on disposal/adjustments	-	-	17.67	4.02	9.98	0.56	3.57	35.80
	Balance as at 31 March 2020	**-**	**1,723.51**	**1,937.83**	**2,204.44**	**361.27**	**176.78**	**244.03**	**6,647.86**
	Net block								
	Balance as at 31 March 2019	**24.30**	**1,817.11**	**639.74**	**689.40**	**74.23**	**10.41**	**22.06**	**3,277.25**
	Balance as at 31 March 2020	**30.81**	**1,722.87**	**542.10**	**565.22**	**35.40**	**19.04**	**28.95**	**2,944.39**
	Note								
	I. Land (freehold) includes ₹ 30.81 lakhs representing the Company's share of undivided land jointly owned with its subsidiaries viz, Royal Orchid Jaipur Private Limited and Royal Orchid South Private Limited and other entities. ii. Unless otherwise stated all assets are owned by the Company and none of the assets are given on lease. iii. Certain Property, plant and equipment are pledged against secured borrowings, the details relating to which have been described in Note 17 pertaining to Borrowings.								
								As at 31 March 2020	As at 31 March 2019
								₹ in lakhs	₹ in lakhs
3B	Capital work-in-progress							2.87	-

3C	Right-of-use assets			
			As at 31 March 2020	As at 31 March 2019
	Carrying amounts of:		₹ in lakhs	₹ in lakhs
	ROU Assets (Land)		336.16	-
	ROU Assets (Building)		3,726.03	-
			4,062.19	-
				(₹ in lakhs)
	Particulars	Land	Buildings	Total
	Gross Block			
	Balance as at 01 April 2018	-	-	-
	Additions	-	-	-
	Disposals/written off	-	-	-
	Balance as at 31 March 2019	-	-	-
	Impact of adoption of Ind AS 116 (refer note 39)	346.57	2,404.23	2,750.80
	Additions	-	1,682.94	1,682.94
	Disposals/written off	-	-	-
	Balance as at 31 March 2020	346.57	4,087.17	4,433.74
	Accumulated depreciation			
	Balance as at 01 April 2018	-	-	-
	Charge for the year	-	-	-
	Disposals/written off	-	-	-
	Balance as at 31 March 2019	-	-	-
	Charge for the year	10.41	361.14	371.55
	Disposals/written off	-	-	-
	Balance as at 31 March 2020	10.41	361.14	371.55
	Net block			
	Balance as at 31 March 2019	-	-	-
	Balance as at 31 March 2020	336.16	3,726.03	4,062.19

3D	Intangible assets		
			₹ in lakhs
	Particulars	Computer software's	Total
	Gross block		
	Balance as at 01 April 2018	-	-
	Additions	-	-
	Disposals/written off	-	-
	Balance as at 31 March 2019	**-**	**-**
	Additions	14.33	14.33
	Disposals/written off	-	-
	Balance as at 31 March 2020	**14.33**	**14.33**
	Accumulated depreciation		
	Balance as at 01 April 2018	**-**	-
	Charge for the year	-	-
	Disposal/written off	-	-
	Balance as at 31 March 2019	**-**	**-**
	Charge for the year	0.01	0.01
	Disposal/written off	-	-
	Balance as at 31 March 2020	**0.01**	**0.01**
	Net block		
	Balance as at 31 March 2019	**-**	**-**
	Balance as at 31 March 2020	**14.32**	**14.32**

		As at 31 March 2020 ₹ in lakhs	As at 31 March 2019 ₹ in lakhs
4	**Investments**		
	Investment carried at cost (unquoted)		
A	**Equity shares of Subsidiary Companies**		
	Icon Hospitality Private Limited	2,794.97	2,794.97
	(970,537 (31 March 2019 – 970,537) equity shares of ₹100 each)		
	Royal Orchid Jaipur Private Limited	123.75	123.75
	(1,237,500 (31 March 2019 – 1,237,500) equity shares of ₹10 each)		
	AB Holdings Private Limited	25.00	25.00
	(250,000 (31 March 2019 – 250,000) equity shares of ₹10 each)		
	Maruti Comforts & Inn Private Limited	1,144.39	1,144.39
	(407,636 (31 March 2019 – 407,636) equity shares of ₹100 each)		
	Multi Hotels Limited	740.60	740.60
	(30 (31 March 2019 – 30) equity shares of Tanzanian Shillings 1,000 each)		
	Royal Orchid Maharashtra Private Limited	5.00	5.00
	(5,000 (31 March 2019 – 5000) equity shares of ₹100 each)		
	River Shore Developers Private Limited	4,066.75	4,066.75
	(47,798,100 (31 March 2019 - 47,798,100) equity shares of ₹10 each)		
	Cosmos Premises Private Limited*	1,574.83	1,700.00
	(187,480 (31 March 2019 – 202,381) equity shares of ₹10 each)		
	Rajkamal Buildcon Private Limited	528.20	528.20
	(5,000 (31 March 2019 – 5,000) equity shares of ₹10 each)		
	Ksheer Sagar Buildcon Private Limited	528.20	528.20
	(5,000 (31 March 2019 – 5,000) equity shares of ₹10 each)		
	J H Builders Private Limited	528.20	528.20
	(5,000 (31 March 2019 – 5,000) equity shares of ₹10 each)		
	Ksheer Sagar Developers Private Limited	3,527.70	3,527.70
	(30,000,000 (31 March 2019 – 30,000,000) equity shares of ₹10 each)		
*	*During the year 14,901 equity shares has been bought back by Cosmos Premises Pvt. Ltd.*		
B	**Compulsorily Convertible Debentures of Subsidiary Companies ****		
	Icon Hospitality Private Limited	301.49	301.49
	(301,490 (31 March 2019 - 301,490) 18%, Unsecured, Compulsorily Convertible Debentures of ₹100 each)		
	Maruti Comforts & Inn Private Limited	106.65	106.65
	(106,650 (31 March 2019 - 106,650) 18%, Unsecured, Compulsorily Convertible Debentures of ₹100 each)		
**	*entirely equity in nature*		

		As at 31 March 2020 ₹ in lakhs	As at 31 March 2019 ₹ in lakhs
	Investments		
	Investment carried at cost (unquoted)		
C	**Deemed investment on account of grant of ESOP to employees of Subsidiaries**		
	Royal Orchid Associated Hotels Private Limited	65.39	60.33
	Icon Hospitality Private Limited	12.47	11.60
	Maruti Comforts & Inn Private Limited	10.88	10.88
	Royal Orchid Jaipur Private Limited	2.06	2.06
	Ksheer Sagar Developers Private Limited	11.52	11.40
	Cosmos Premises Private Limited	12.35	12.35
D	**Deemed investment on account of commission on corporate guarantee provided on behalf of subsidiaries**		
	Icon Hospitality Private Limited	115.14	115.14
	Ksheer Sagar Developers Private Limited	216.95	216.95
E	**Government securities**		
	National savings certificate	2.25	2.25
		16,444.74	**16,563.86**

		As at 31 March 2020 ₹ in lakhs	As at 31 March 2019 ₹ in lakhs
5	**Loans**		
	(Unsecured, considered good)		
	Loans to subsidiaries (refer note 38(ii))	3,026.54	2,538.36
		3,026.54	**2,538.36**

6	**Other Financial Assets**		
	(Unsecured, considered good)		
	Security deposits		
	for hotel properties	388.62	362.31
	for others	852.24	827.87
	Dues from other parties	13.69	63.13
	Balances with banks under lien		
	for hotel properties	300.00	130.00
	for term loan (refer note 17 1(i))	160.71	150.35
	for others	5.00	-
	Interest accrued (refer note 38(ii))	940.28	908.00
		2,660.54	**2,441.66**
	Unsecured, considered doubtful		
	Security deposit for others	51.79	12.00
		51.79	**12.00**
	Less: Allowance for doubtful advances/deposits	(51.79)	(12.00)
		-	-
		2,660.54	**2,441.66**

7	**Deferred tax asset, net**		
	Deferred tax assets	482.69	431.47
	Deferred tax liabilities	(98.51)	(130.56)
	Net deferred tax (liabilities)/ assets	**384.18**	**300.91**

Significant components of deferred tax asset / (liability) for the year ended March 31, 2020 are as follows :

₹ in lakhs

	Opening balance	Recognised in Retained earnings	Recognised in Statement of profit or loss	Recognised in other comprehensive income	MAT credit utilised	Closing balance
(i) Difference between written down value of fixed assets as per books of accounts and Income Tax Act,1961.	(107.41)	-	28.87	-	-	(78.54)
(ii) Provision for doubtful receivables and advances	71.22	-	20.74	-	-	91.96
(iii) Re-measurement of defined benefit liability	83.60	-	2.28	(9.35)	-	76.53
(iv) Disallowance under 40(a)(ia)	35.82	-	37.47	-	-	73.29
(v) Valuation of loan under effective interest rate	(23.15)	-	3.18	-	-	(19.97)
(vi) Minimum Alternate Tax (MAT) credit	157.82	-	-	-	(157.82)	-
(vii) Measurement of security deposits at fair value	83.01	-	(3.20)	-	-	79.81
(viii) Lease liabilities net of lease assets	-	116.81	44.29	-	-	161.10
Total	**300.91**	**116.81**	**133.63**	**(9.35)**	**(157.82)**	**384.18**

Significant components of deferred tax asset / (liability) for the year ended March 31, 2019 are as follows :

₹ in lakhs

	Opening balance	Recognised in Retained earnings	Recognised in Statement of profit or loss	Recognised in other comprehensive income	MAT credit utilised	Closing balance
(i) Difference between written down value of fixed assets as per books of accounts and Income Tax Act,1961.	(102.03)	-	(5.38)	-	-	(107.41)
(ii) Provision for doubtful receivables and advances	86.11	-	(14.89)	-	-	71.22
(iii) Re-measurement of defined benefit liability	87.13	-	(5.37)	1.84	-	83.60
(iv) Disallowance under 40(a)(ia)	-	-	35.82	-	-	35.82
(iv) Valuation of loan under effective interest rate	(0.21)	-	(22.94)	-	-	(23.15)
(v) Minimum Alternate Tax (MAT) credit	314.15	-	-	-	(156.33)	157.82
(vi) Measurement of security deposits at fair value	80.96	-	2.05	-	-	83.01
Total	**466.11**	**-**	**(10.71)**	**1.84**	**(156.33)**	**300.91**

	As at 31 March 2020	As at 31 March 2019
	₹ in lakhs	₹ in lakhs
8. Other non-current assets		
Balances with Government authorities (Good and Service Tax)	37.81	7.56
Advance tax, net of provision ₹ 6,100.88 lakhs (as at 31 March 2019: ₹ 5,539.14 lakhs)	282.11	299.76
Capital advances	-	46.62
Dues from related parties (refer note 38(ii))	419.80	13.34
Unamortized portion of security deposit	37.50	432.55
Prepaid Expenses	17.65	-
	794.87	**799.83**

9. Inventories		
(At lower of cost or net realisable value)		
Food and beverages	98.65	112.89
Stores and spares	30.81	24.98
	129.46	**137.87**

Note:

a. The cost of inventories recognised as an expense during the year in respect of continuing operations was ₹ 1,395.09 lakhs (for the year ended March 31, 2019: ₹ 1,189.22 lakhs).

b. The mode of valuation of inventories has been stated in note 2 (k).

		As at 31 March 2020	As at 31 March 2019
		₹ in lakhs	₹ in lakhs
10	**Trade receivables**		
	Unsecured		
	- considered good	1,217.69	902.73
	- Credit impaired	264.01	196.72
		1,481.70	**1,099.45**
	Less: Allowance for credit impaired	(264.01)	(196.72)
		1,217.69	**902.73**
	Note:		
	No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member. Trade receivable are non interest bearing and are generally on terms of 30-90 days from the date of invoice.		

11	**Cash and cash equivalents**		
	Balances with banks		
	- in current accounts	718.65	1,028.44
	- in deposit accounts (with maturity upto 3 months)*	-	793.69
	Cash on hand	20.07	31.05
		738.72	**1,853.18**
	*'Fixed deposits amounting to Rs. Nil (as on March 31, 2019: Rs. 610 lakhs) are voluntarily held towards a trade payable. Refer Note 24 (ii).		

12	Bank balances other than cash and cash equivalents		
	Balances with banks		
	- in deposit accounts*	1,378.59	-
	- in deposit accounts earmarked for margin money for bank guarantee	-	320.00
	- Unpaid dividend account	3.75	2.34
		1,382.34	**322.34**
	*'Fixed deposits amounting to Rs. 1197.20 lakhs (as on March 31, 2019: Rs. Nil) are voluntarily held towards a trade payable. Refer Note 24 (ii).		

13	Other financial assets		
	Interest accrued on deposits	59.64	43.52
	Interest accrued on receivables (refer note 38(ii))	57.08	38.88
	Unbilled revenue	94.18	173.69
	Others	14.38	18.64
		225.28	**274.73**

14	Other current assets		
	(Unsecured, considered good)		
	Advances to suppliers	305.51	281.10
	Advances to employees	14.76	30.88
	Prepaid expenses	65.11	184.43
		385.38	**496.41**

		As at 31 Mar 2020		As at 31 Mar 2019	
		Number	Amounts	Number	Amounts
			₹ in lakhs		₹ in lakhs
15	**Share capital**				
	Authorised share capital				
	Equity shares of ₹ 10 each	5,00,00,000	5,000.00	5,00,00,000	5,000.00
		5,00,00,000	**5,000.00**	**5,00,00,000**	**5,000.00**
	Issued, subscribed and fully paid up				
	Equity shares of ₹ 10 each	2,74,25,215	2,742.52	2,74,06,715	2,740.67
		2,74,25,215	**2,742.52**	**2,74,06,715**	**2,740.67**

		As at 31 March 2020		As at 31 March 2019	
a)	**Reconciliation of equity share capital**	Number	Amounts ₹ in lakhs	Number	Amounts ₹ in lakhs
	Balance at the beginning	**2,74,06,715**	**2,740.67**	**2,73,01,188**	**2,730.12**
	Add : Issued during the year under ESOP plan (refer note 47)	18,500	1.85	1,05,527	10.55
	Balance at the end	**2,74,25,215**	**2,742.52**	**2,74,06,715**	**2,740.67**

		Number of shares held	% holding in class of shares	Number of shares held	% holding in class of shares
b)	**Shareholders holding more than 5% of the shares of the Company**				
	Equity shares of ₹ 10 each				
	Mr. Chander K. Baljee	1,20,58,131	43.97%	1,20,01,060	43.79%
	Baljees Hotels and Real Estates Private Limited	57,14,689	20.84%	57,14,689	20.85%
		1,77,72,820	**64.81%**	**1,77,15,749**	**64.64%**

c. **Terms and rights attached to equity shares**
The Company has one class of equity shares having a face value of ₹ 10 per share. Each holder of the equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity will be entitled to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

d. **Aggregate number of bonus shares issued and shares issued for consideration other than cash during the period of five years immediately preceding the reporting date.**
The Company has not issued any bonus shares nor has there been any buy back of shares during five years immediately preceding 31 March 2020. Further, the Company has not issued any shares without payment being received in cash.

e. **shares reserved for issue under options granted under the Company's Employee Stock Option Scheme, 2014 refer note 47)**

Particulars	As at 31 March 2020	As at 31 March 2019
	Number	Number
Ordinary Shares of ₹ 10 each	10,49,698	11,18,698

16	Other equity					
	For the year ended 31 March 2020					₹ in lakhs
		Reserves and Surplus				Total
		Securities premium	Share based payments Reserve	Retained earnings	General reserve	
	Balance as at 1 April 2019	**11,504.07**	**84.08**	**6,992.16**	**1,015.94**	**19,596.25**
	Profit for the year	-	-	911.41	-	911.41
	Other comprehensive income/(loss), net of tax					
	DBO Re-measurement	-	-	22.77	-	22.77
	Total Comprehensive Income	**-**	**-**	**934.18**	**-**	**934.18**
	Final dividend at ₹ 2.00 per share	-	-	(548.50)	-	(548.50)
	Dividend distribution tax on dividend	-	-	(112.75)	-	(112.75)
	Issue of equity shares under ROHL ESOP Scheme	37.06	-	-	-	37.06
	Impact of adoption of Ind AS 116 (refer note 39)	-	-	(368.50)	-	(368.50)
	Recognition of share based payment	-	(16.93)	-	-	(16.93)
	Balance as at 31 March 2020	**11,541.13**	**67.15**	**6,896.59**	**1,015.94**	**19,520.81**
	For the year ended 31 March 2019					₹ in lakhs
		Reserves and Surplus				Total
		Securities premium	Share based payments Reserve	Retained Earnings	General Reserve	
	Balance as at 1 April 2018	**11,381.66**	**131.04**	**6,229.88**	**1,015.94**	**18,758.52**
	Profit for the year	-	-	1,262.07		1,262.07
	Other comprehensive income/(loss), net of tax					
	DBO Re-measurement	-	-	(4.47)		(4.47)
	Total comprehensive income	**-**	**-**	**1,257.60**	**-**	**1,257.60**
	Final dividend at ₹ 1.50 per share	-	-	(410.86)	-	(410.86)
	Dividend distribution tax on dividend	-	-	(84.46)	-	(84.46)
	Issue of equity shares under ROHL ESOP Scheme	122.41	-	-	-	122.41
	Recognition of share based payment	-	(46.96)	-	-	(46.96)
	Balance as at 31 March 2019	**11,504.07**	**84.08**	**6,992.16**	**1,015.94**	**19,596.25**

		As at 31 March 2020 ₹ in lakhs	As at 31 March 2019 ₹ in lakhs
17	**Borrowings**		
	Secured		
	Term loans		
	From a bank (refer note (i) and (ii) below)	3,526.62	3,716.75
	Vehicle loans from banks (refer note (iii) below)	20.03	22.80
		3,546.65	**3,739.55**
	Less: Current maturities of long-term debt (refer note (iv) below)	128.76	235.69
		3,417.89	**3,503.86**
	Unsecured (refer note (v) below)		
	From related parties (refer note 38 (ii))	605.00	105.00
		605.00	**105.00**
		4,022.89	**3,608.86**

Notes:

1. **Details of terms of repayment, guarantee and security for term loans from banks**

   i. During the previous year, the Company had availed Indian Rupee term loan (RTL) from ICICI Bank Limited of ₹ 3,900 lakhs towards repayment of term loan from Tourism Finance Corporation of India Limited (TFCIL) including related transaction expenses.

   The loan is secured by exclusive charge by way of equitable mortgage of leasehold rights of the land and equitable mortgage of building of Hotel Royal Orchid Regenta, Bangalore. The loan is further secured by exclusive charge by way of hypothecation of all the moveable fixed assets and current assets of the Company. Also, the loan is secured by lien on fixed deposit held with a bank of ₹ 160.71 lakhs (as on March 31, 2019: ₹ 150.35 lakhs) as Debt Service Reserve. Additionally, the loan is secured by an irrevocable and unconditional personal guarantee of Mr. Chander K Baljee, Managing Director.

   ii. The term loan is repayable in 44 quarterly instalments commencing from 10 October 2018, which ranges from 1.33% - 3.22% of the loan amount and bearing annual interest rate of MCLR-1Y plus spread of 1.8%.

   iii. Vehicle loans are secured by hypothecation of the vehicles concerned and bear interest rate of 10% - 12% p.a. The aforesaid vehicle loans are repayable in monthly installments, commencing from September 2014 till November 2020.

   iv. The current portion of the long-term loans where instalments are due within one year have been classified as "current maturities of long-term debt" under other financial liabilities. (refer note 25)

   v. During the year, the Company has availed the moratorium as announced by RBI for COVID-19 regulatory package (vide notification (No.: RBI/2019-20/186; dt Mar 27, 2020)), for deferrment of payment of installment pertaining to March, 2020.

   vi. During the year the Company has borrowed ₹ 500 lakhs from related parties repayable in 24 months and bear an interest rate of 10.55% per annum.

   Remaining unsecured loans of ₹ 105 lakhs are repayable in April 2021 and bear an interest rate of 18% per annum.

		As at 31 March 2020 ₹ in lakhs	As at 31 March 2019 ₹ in lakhs
18	**Lease Liabilities**		
	Lease Liabilities	3,782.82	-
		3,782.82	**-**

19	**Trade Payables (non-current)**		
	(a) total outstanding dues of micro enterprises and small enterprises		
	(b) total outstanding dues of creditors other than micro enterprises and small enterprises (Refer note 38(ii))	9.68	113.19
		9.68	**113.19**

20	**Other non-current financial liabilities**		
	Interest accrued but not due on borrowings (refer note 38(ii))	15.95	30.01
	Security deposits received (refer note 38(ii))	30.00	30.00
		45.95	**60.01**

21	**Long-term provisions**		
	Employee benefits		
	Gratuity (refer note 40(b))	92.11	137.81
	Compensated absences (refer note 40(c))	13.27	27.79
		105.38	**165.60**

22	**Other non-current liabilities**		
	Uncharged guarantee commisssion	89.21	129.91
		89.21	**129.91**

		As at 31 March 2020 ₹ in lakhs	As at 31 March 2019 ₹ in lakhs
23	**Lease Liabilities**		
	Lease Liabilities	300.15	-
		300.15	**-**

24	**Trade payables**		
	(a) total outstanding dues of micro enterprises and small enterprises	-	-
	(b) total outstanding dues of creditors other than micro enterprises and small enterprises (refer note (i) & (ii) below)	2,497.41	2,214.97
		2,497.41	**2,214.97**
(i)	Based on the information available with the Company, there are no outstanding dues in respect of Micro and Small enterprises at the Balance Sheet date. The above disclosure has been determined to the extent such parties have been identified on the basis of information available to the Company. This has been relied upon by the auditors.		
(ii)	Includes a trade payable of Rs. 903 Lakhs (as on March 31, 2019: Rs. 494 lakhs) against which the Company voluntarily holds a fixed deposit. Refer Note 11 and 12.		

25	**Other financial liabilities**		
	Current maturities of long-term debt (refer note 17)	128.76	235.69
	Interest accrued and not due on borrowings	-	1.05
	Unclaimed dividends (refer note (a) below)	3.75	2.34
	Payables on purchase of fixed assets (including retention money payable)	28.73	28.73
	Payable towards investment in a subsidiary	250.00	224.66
	Book overdraft	161.59	12.64
	Dues to related parties (refer note 38(ii))	111.90	70.10
	Others	11.99	12.50
		696.72	**587.71**
	Note:		
	(a) The Company has transferred an amount of ₹ Nil (as at 31 March, 2019 : ₹ 1.43 lakhs) to Investor Education and Protection Fund during the year.		

26	**Other current liabilities**		
	Statutory dues	47.24	253.65
	Advance received from customers	322.35	322.79
	Uncharged guarantee commisssion	38.98	44.08
		408.57	**620.52**

27	**Short-term provisions**		
	Employee benefits		
	Gratuity (refer note 40(b))	85.78	47.27
	Compensated absences (refer note 40(c))	17.34	17.33
		103.12	**64.60**

28	**Current tax liabilities, net**		
	Provision for taxes, net of advance taxes ₹ 418.73 lakhs (as at 31 March 2019: ₹ 544.08 lakhs)	88.28	6.84
		88.28	**6.84**

		Year ended 31 March 2020 ₹ in lakhs	Year ended 31 March 2019 ₹ in lakhs
29	**Revenue from operations**		
	From sale of services at hotels		
	- Room nights	6,348.35	6,614.24
	- Food and beverages	4,003.89	3,672.65
	- Other services	327.48	282.25
	From hotel management and consultancy services (refer note no 38 (i))	804.19	690.45
		11,483.91	**11,259.59**

30	**Other income**		
	Interest income		
	- on bank deposits	125.62	81.61
	- on income tax refund	-	12.68
	- on management fee (refer note no 38 (i))	20.22	5.97
	- on unsecured loan (refer note no 38 (i))	53.56	31.09
	Interest on Compulsorily Convertible Debentures		
	- from subsidiaries (refer note no 38 (i))	73.47	73.47
	Dividend income from a subsidiary (refer note no 38 (i))	-	151.79
	Interest income earned on Financial Assets that are not designated at fair value through Profit or Loss (refer note (i) below)	26.31	27.23
	Commission on corporate guarantees provided to subsidiaries	45.79	45.76
	Liabilities/Provision no longer required, written back	174.23	128.23
	Net gain on foreign currency transactions and translations	84.81	45.15
	Profit on shares bought back	75.10	-
	Reimbursement of expenses - Government assistance	-	94.45
	Miscellaneous	38.10	46.86
		717.21	**744.29**
	Note:		
	(i) Pertains to interest income earned on account of discounting of the rental deposits.		

31	**Food and beverages consumed**		
	Opening stock	112.89	96.24
	Add : Purchases during the year	1,380.85	1,205.87
		1,493.74	**1,302.11**
	Less : Closing stock	98.65	112.89
		1,395.09	**1,189.22**

32	Employee benefits expense		
	Salaries and bonus (includes Share based payments to employees ₹ 0.98 lakhs (for the year ended March 31, 2019: ₹ (4.62) lakhs))	2,183.26	1,948.04
	Contribution to provident fund (refer note 40(a))	89.69	86.27
	Gratuity (refer note 40(b))	42.03	43.75
	Staff welfare expenses	214.94	202.43
		2,529.92	**2,280.49**

33	Finance costs		
	Interest expenses		
	- on a term loan	397.80	393.76
	- on present value accounting of liability towards investment in a subsidiary	25.34	26.72
	- on lease liability of ROU assets	318.11	-
	- on unsecured loans (refer note no 38 (i))	20.43	18.90
	- on vehicle loans	1.34	3.46
	- on delay in payment of statutory remittances (Income tax)	4.01	8.85
		767.03	**451.69**

34	Depreciation and amortisation		
	Depreciation (refer note 3A and 3C)	827.74	402.26
	Amortisation (refer note 3D)	0.01	-
		827.75	**402.26**

		Year ended 31 March 2020 ₹ in lakhs	Year ended 31 March 2019 ₹ in lakhs
35	Other expenses		
	Guest transportation	120.31	112.82
	Linen and room supplies	150.18	192.15
	Catering and other kitchen supplies	101.37	71.25
	Cablenet charges	31.90	21.37
	Uniform washing and laundry	131.02	150.14
	Music and entertainment	14.83	29.63
	Banquet expenses	430.47	503.84
	Power, fuel and water	1,272.09	1,154.97
	Garden, landscaping and decoration	47.20	44.25
	Security charges	118.62	112.88
	Communication	87.49	87.13
	Printing and stationery	65.90	67.96
	Subscription charges	59.59	31.67
	Rent	910.91	1,306.43
	Repairs and maintenance		
	- Buildings	85.65	79.60
	- Plant and equipment	127.69	135.20
	- Others	165.52	150.28
	Insurance	31.13	32.07

		Year ended 31 March 2020 ₹ in lakhs	Year ended 31 March 2019 ₹ in lakhs
35	**Other expenses (Cont'd)**		
	Commission and brokerage	377.51	468.91
	Rates and taxes	301.86	322.92
	Legal and professional	180.51	249.28
	Travelling and conveyance	82.46	100.04
	Advertisement and business promotion	123.02	112.49
	Allowance for doubtful debts (expected credit loss allowance)	67.29	28.46
	Directors' sitting fees and commission	30.38	42.78
	Royalty	-	22.10
	Bank charges	30.03	55.50
	Loss on fixed assets sold /written off	0.67	25.75
	Provision for doubtful advances/deposits	39.79	-
	Expenditure on Corporate Social Responsibility (CSR) (refer note 48)	29.25	21.98
	Advances written off	28.36	30.01
	Miscellaneous	146.28	94.58
		5,389.28	**5,858.44**

36	**Income tax expenses**		
	A. Amount recognised in profit or loss		
	Current tax		
	Income tax for the year	502.01	549.00
	Adjustments/(credits) related to previous years - Net	12.25	-
	Total current tax	**514.26**	**549.00**
	Deferred tax		
	Deferred tax for the year	(133.62)	10.71
	Total deferred tax	**(133.62)**	**10.71**
	Total	**380.64**	**559.71**

	Income tax expenses (cont'd)		
	B. Amount recognised in other comprehensive income		
	The tax (charge)/credit arising on income and expenses recognised in other comprehensive income is as follows:		
	Deferred tax		
	On items that will not be reclassified to profit or loss		
	Remeasurement gains/(losses) on defined benefit plans	(9.35)	1.84
	Total	**(9.35)**	**1.84**
	C. Reconciliation of effective tax rate		
	The income tax expense for the year can be reconciled to the accounting profit as follows:		
	Profit before tax	1,292.05	1,821.78
	Income tax expense calculated at 29.12% (2019 - 29.12%)	376.25	530.50
	Effect of:		
	Income that is exempt from taxation	21.87	44.20
	Non-deductible in determining taxable profit	29.72	14.99
		368.39	**559.71**
	Adjustments recognised in the current year in relation to the current tax of prior years	12.25	-
	Income tax recognised in profit or loss	**380.64**	**559.71**
	The tax rate used for the financial year 2018-19 and 2019-20 reconciliations above is the corporate tax rate of 29.12% (25%+ Surcharge at 12% and Cess at 4%), payable on taxable profits under the Income-tax Act, 1961.		

37	Earnings per share		
	Basic		
	Weighted average number of shares outstanding	2,74,21,778	2,73,71,812
	Net profit after tax attributable to equity shareholders in ₹ in lakhs	934.18	1,257.60
	Basic earnings per share in ₹	3.41	4.59
	Nominal value per equity share in ₹	10	10
	Diluted		
	Weighted average number of shares outstanding	2,76,38,639	2,76,01,678
	Net profit after tax attributable to equity shareholders in ₹ in lakhs	934.18	1,257.60
	Diluted earnings per share in ₹	3.38	4.56
	Nominal value per equity share in ₹	10	10

38		**Related party transactions**	
	i.	Parties where control exists	
		Name of party	**Nature of relationship**
		Icon Hospitality Private Limited	Subsidiary
		Cosmos Premises Private Limited	Subsidiary
		Maruti Comforts & Inn Private Limited	Subsidiary
		River Shore Developers Private Limited	Subsidiary
		Royal Orchid Hyderabad Private Limited	Subsidiary
		Royal Orchid Jaipur Private Limited	Subsidiary
		AB Holdings Private Limited	Subsidiary
		Royal Orchid Associated Hotels Private Limited #	Subsidiary (subsidiary of AB Holdings Private Limited)
		Royal Orchid South Private Limited	Subsidiary
		Royal Orchid Shimla Private Limited	Subsidiary
		Royal Orchid Goa Private Limited	Subsidiary
		Royal Orchid Mumbai Private Limited	Subsidiary
		Royal Orchid Maharashtra Private Limited	Subsidiary
		Multi Hotels Limited	Subsidiary
		Ksheer Sagar Developers Private Limited	Subsidiary
		J.H. Builders Private Limited	Subsidiary
		Raj Kamal Buildcon Private Limited	Subsidiary
		Ksheer Sagar Buildcon Private Limited	Subsidiary
		Mr. Chander K. Baljee	Managing Director and Key Management Personnel
	ii.	Key Management Personnel (KMP)	
		Mr. Chander K. Baljee	Managing Director
	iii	Relatives of key management personnel	
		Mrs. Sunita Baljee (upto November 10, 2019)	Director
		Mr. Sunil Sikka	Director
		Mr. Keshav Baljee (w.e.f. November 11, 2019)	Director
	iv.	Entities owned or significantly influenced by KMP or their relatives	
		Baljees Hotels and Real Estate Private Limited	
		Hotel Staylonger Private Limited	
	v.	Entities significantly influenced by KMP	
		Presidency College of Hotel Management	

Notes to the financial statements

38. Related party transactions

i. *Transactions with related parties during the year*

₹ *in lakhs*

Nature of transaction	Subsidiary		Key Management Personnel/ Relatives of KMP		Entities owned or significantly influenced by KMP or their relatives	
	Year ended 31 March 2020	Year ended 31 March 2019	Year ended 31 March 2020	Year ended 31 March 2019	Year ended 31 March 2020	Year ended 31 March 2019
Management and technical fee income (excluding tax)						
Ksheer Sagar Developers Private Limited	93.36	106.48				
Dividend income						
Cosmos Premises Private Limited	-	151.79				
Consultancy charges						
Royal Orchid Associated Hotels Private Limited	580.43	508.97				
Ksheer Sagar Developers Private Limited	0.64	-				
Cosmos Premises Private Limited	129.77	60.00				
Interest income						
Icon Hospitality Private Limited	54.27	54.27				
Maruti Comforts & Inn Private Limited	19.20	19.20				
River Shore Developers Private Limited	53.56	31.10				
Ksheer Sagar Developers Private Limited	20.22	5.97				
Interest expense						
Baljees Hotels and Real Estate Private Limited					15.43	14.40
Mr. Chander K. Baljee			4.76	4.50		
Hotel Staylonger Private Limited					0.24	-
Loans granted						
Multi Hotels Limited (including gain/loss on foreign currency translation)	210.53	173.81				
Ksheer Sagar Developers Private Limited	60.00	100.00				
AB Holdings Private Limited	0.18	0.21				
Royal Orchid Maharashtra Private Limited	0.19	0.10				
River Shore Developers Private Limited	217.28	59.68				
Loans taken						
Baljees Hotels and Real Estate Private Limited					325.00	-
Mr. Chander K. Baljee			100.00	-		
Hotel Staylonger Private Limited					75.00	-
Remuneration						
Mr. Chander K. Baljee			270.82	208.65		
Directors' commission and sitting fees						
Sunita Baljee			3.10	6.80		
Keshav Baljee			1.10	-		
Sunil Sikka			4.64	7.02		
Rental expense						
Baljees Hotels and Real Estate Private Limited					240.00	240.00
Hotel Staylonger Private Limited					60.00	60.00

Notes to the financial statements

38. Related party transactions

ii. Balances (payable to)/receivable from related parties is summarised below:

₹ in lakhs

Particulars	Subsidiary		Key Management Personnel		Entities owned or significantly influenced by KMP or their relatives	
	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
Loans						
AB Holdings Private Limited	281.74	281.55				
Multi Hotels Limited	1,097.52	886.99				
Royal Orchid Maharashtra Private Limited	254.34	254.16				
Royal Orchid Associated Hotels Private Limited	224.08	224.08				
River Shore Developers Private Limited	427.30	210.02				
Ksheer Sagar Developers Private Limited	696.84	636.84				
J.H. Builders Private Limited	15.34	15.34				
Raj Kamal Buildcon Private Limited	14.70	14.70				
Ksheer Sagar Buildcon Private Limited	14.68	14.68				
Trade Receivable						
Ksheer Sagar Developers Private Limited	184.54	108.58				
Royal Orchid Associated Hotels Private Limited	159.86	371.18				
Cosmos Premises Private Limited	55.23	-				
Borrowings						
Baljees Hotels and Real Estate Private Limited					405.00	80.00
Mr. Chander K. Baljee			125.00	25.00		
Hotel Staylonger Private Limited					75.00	-
Dues from related parties						
Ksheer Sagar Developers Private Limited	4.48	5.05				
Royal Orchid Mumbai Private Limited	0.23	-				
Royal Orchid Goa Private Limited	0.18	-				
Royal Orchid Hyderabad Private Limited	0.19	-				
Royal Orchid Shimla Private Limited	0.23	-				
Royal Orchid South Private Limited	9.40	8.29				
Royal Orchid Associated Hotels Private Limited	394.48	-				
Royal Orchid Jaipur Private Limited	10.61	-				
Dues to related parties						
Icon Hospitality Private Limited	54.57	4.94				
Maruti Comforts & Inn Private Limited	9.84	3.34				
Royal Orchid Jaipur Private Limited	-	14.95				
Cosmos Premises Private Limited	47.49	46.87				

Notes to the financial statements

38. Related party transactions

ii. Balances (payable to)/receivable from related parties is summarised below (Cont'd) :

₹ in lakhs

Particulars	Subsidiary		Key Management Personnel		Entities owned or significantly influenced by KMP or their relatives	
	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
Interest accrued						
Icon Hospitality Private Limited	235.20	186.36				
Maruti Comforts & Inn Private Limited	5.73	70.50				
River Shore Developers Private Limited	649.00	600.80				
Ksheer Sagar Developers Private Limited	50.35	50.35				
Interest receivable on outstanding management fee						
Ksheer Sagar Developers Private Limited	57.08	38.88				
Trade payable						
Baljees Hotels and Real Estates Private Limited					27.12	207.92
Hotel Staylonger Private Limited					9.68	68.42
Mr. Chander K. Baljee			30.86	61.02		
Interest payable (net of tax deducted at source)						
Baljees Hotels and Real Estates Private Limited					11.46	4.76
Mr. Chander K. Baljee			4.28	25.25		
Hotel Staylonger Private Limited					0.21	-
Security deposit given						
Hotel Staylonger Private Limited					100.00	100.00
Mr. Chander K. Baljee			600.00	600.00		
Security deposit received						
Presidency College of Hotel Management					30.00	30.00
Personal guarantee taken outstanding						
Mr. Chander K. Baljee			4,400.00	4,400.00		
Corporate guarantee issued outstanding						
Ksheer Sagar Developers Private Limited	4,500.00	4,500.00				
Icon Hospitality Private Limited	2,000.00	2,000.00				

Note

(i) Managerial remuneration excludes provision for gratuity and compensated absences, since a separate actuarial valaution is not available.

Notes to the financial statements

39. Impact on adoption of Ind AS 116

Effective April 1, 2019, the Company has applied IND AS 116 "Leases" to all applicable lease contracts existing on April 1, 2019 using the modified retrospective approach. Accordingly, the Company has not restated comparative information, instead, the cumulative impact on adoption of the standard has been recognised as an adjustment to the opening balance of retained earnings as on April 1, 2019. On transition, the adoption of the new standard resulted in recognition of Right-of-Use assets (ROU) ₹ 2,750.80 lakhs (including security deposit of Rs. 398.92 lakhs) and a lease liability of ₹ 2,871.77 lakhs. The cumulative effect of applying the Standard resulted in ₹ 368.50 lakhs being debited to retained earnings (net of taxes ₹ 151.40 lakhs). New lease contracts entered into during the year have been accounted under Ind AS 116, as applicable.

Consequent to the adoption of Ind AS 116, the nature of expenses in respect of operating leases has changed from lease "Rent Expense" in the previous period to "Depreciation and Amortisation expenses" for the "Right of Use assets" and "Finance cost" for interest accrued on Lease Liability in the Statement. As a result the "Rent Expense", "Depreciation and Amortisation expense" and "Finance cost" of the current period is not comparable to the earlier periods and the reconciliation of the above effect for the year ended March 31, 2020 is as under:

(₹ in Lakhs)

Particulars	Year ended March 31, 2020 comparable basis	Changes due to Ind As 116 increase/ (decrease)	Year ended March 31, 2020 as reported
Rent expense	1,467.60	(556.69)	910.91
Depreciation and Amortisation expenses	456.20	371.55	827.75
Finance costs	448.92	318.11	767.03
Profit before tax	1,425.02	(132.97)	1,292.05
Less: Tax expense	419.36	(38.72)	380.64
Net Profit for the year	1,005.66	(94.25)	911.41

40. Employee benefit plans

a. Defined contribution plans

The Company makes Provident Fund and Employee State Insurance Scheme contributions which are defined contribution plans, for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised ₹ 89.69 lakhs (Year ended 31 March 2019: ₹ 86.27 lakhs) for Provident Fund contributions, and ₹ 26.73 lakhs (Year ended 31 March 2019: ₹ 31.78 lakhs) for Employee State Insurance Scheme contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

b. Defined benefit plans

The Company offers gratuity benefit scheme to its employees in India as per 'The Payment of Gratuity Act, 1972'. Under the said Act, employee who has completed five years of service is entitled to gratuity benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. The following table sets out the status of the gratuity plan as required under Indian Accounting Standard (Ind AS) - 19 - Employee benefits:

		Year ended 31 March 2020 ₹ in lakhs	Year ended 31 March 2019 ₹ in lakhs
(i)	**The amounts recognised in the Balance Sheet are as follows:**		
	Present value of the obligation as at the end of the year		
	Current Liability	85.78	47.27
	Non-Current Liability	92.11	137.81
	Fair value of plan assets as at the end of the year	-	-
	Net liability/ (assets) recognized in the Balance Sheet	**177.89**	**185.08**
(ii)	**Changes in the present value of defined benefit obligation**		
	Defined benefit obligation as at beginning of the year	185.08	161.29
	Service cost	29.60	31.18
	Interest cost	12.43	12.57
	Actuarial losses/(gains) arising from		
	- change in demographic assumptions	(20.66)	(40.53)
	- change in financial assumptions	(2.80)	53.31
	- experience variance (i.e. Actual experiences vs assumptions)	(8.66)	(6.47)
	Benefits paid	(17.10)	(26.27)
	Defined benefit obligation as at the end of the year	**177.89**	**185.08**
(iii)	**Components of net gratuity costs are**		
	Service cost	29.60	31.18
	Net interest cost on the net defined benefit liability	12.43	12.57
	Components of defined benefit costs recognised in Statement of Profit and Loss	**42.03**	**43.76**
(iv)	**Other comprehensive income**		
	Change in financial assumptions	(2.80)	53.31
	Experience variance (i.e. actual experience vs assumptions)	(8.66)	(6.47)
	Return on plan assets, excluding amount recognized in net interest expense	-	-
	Change in demographic assumptions	(20.66)	(40.53)
	Components of defined benefit costs recognized in other comprehensive income	**(32.12)**	**6.31**
(v)	**Assumptions used for actuarial valuation of gratuity and compensated absences**		
	Discount rate	5.00%	6.70%
	Salary escalation rate	0% for first year , 5% for next year and 7% thereafter	8.50%
	Mortality rates *(IAL: Indian Assured Lives Mortality (2006-08))*	100% of IAL	100% of IAL
	The Company assesses these assumptions with the projected long-term plans of growth and prevalent industry standards.		

(vi)	Experience adjustments:		
	Particulars	As at 31 March 2020	As at 31 March 2019
		₹ in lakhs	₹ in lakhs
	Defined Benefit Obligation	177.89	185.08
	Fair value of plan assets	-	-
	(Surplus)/deficit	177.89	185.08
	Experience adjustments on liabilities: gain/(loss)	(8.66)	(6.47)
	Experience adjustments on plan assets: gain/(loss)	-	-

vii. Sensitivity analysis

Description of Risk Exposures

Valuations are performed on certain basic set of pre-determined assumptions which may vary over time. Thus, the Company is exposed to various risks in providing the above benefit which are as follows:

a. **Interest Rate Risk:**
The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of liability (as shown in financial statements).

b. **Liquidity Risk:**
This is the risk that the Company is not able to meet the short term benefit payouts. This may arise due to non availability of enough cash/cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

c. **Salary Escalation Risk:**
The present value of the above benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase in salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

d. **Demographic Risk:**
The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

e. **Regulatory Risk:**
Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts (for example, increase in the maximum liability on gratuity of ₹ 10 lakhs).

f. **Asset Liability Mismatching or Market Risk:**
The duration of the liability is longer compared to duration of assets exposing the company to market risks for volatilities/fall in interest rate.

g. **Investment Risk:**
The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

Particulars	Year ended 31 March 2020		Year ended 31 March 2019	
	Increase	Decrease	Increase	Decrease
	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
Discount Rate (- / + 1%)	173.99	181.95	176.81	194.20
Salary Growth Rate (- / + 1%)	181.71	174.10	192.82	177.84
Attrition Rate (- / + 50% of attrition rates)	167.67	200.16	176.72	199.32
Mortality rate (- / + 10%)	177.89	177.88	185.08	185.08

Sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. There are no changes from the previous period in the methods and assumptions used in preparing the sensitivity analysis.

There is no change in the method of valuation for the prior period.

viii. Maturity analysis of Defined Benefit Obligation

		₹ *in lakhs*
Particulars	As at 31 March 2020	As at 31 March 2019
Weighted average duration (based on discounted cashflows)	2 years	5 years
Expected cash flows over the next (valued on undiscounted basis):		
1 year	85.78	47.27
2 to 5 years	95.67	98.63
6 to 10 years	16.30	56.29
More than 10 years	1.26	67.61

c. Actuarial assumptions considered to determine the provision for compensated absence is same as gratuity provision.

41. Segment information

The Managing Director of the Company has been identified as the CODM as defined by Ind AS 108 – Operating Segments. The Company's business comprises operation of hotels and allied services. The Company has evaluated its Operating segments in accordance with Ind AS 108 and concluded that it operates in a single primary reportable segment viz. Hospitality business.

Further, the Company derives its entire revenues from services rendered in India and does not have any non-current assets (other than financial instruments) located outside India. Consequently, the disclosure of secondary reportable segment viz. geographic segment is not applicable to the Company.

42. Capital management

For the purpose of the Company's capital management, capital includes issued capital, additional paid in capital and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

In order to achieve this overall objective, the company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, less cash.

Particulars	As at 31 March 2020	As at 31 March 2019
	₹ in lakhs	₹ in lakhs
Long term borrowings	4,151.65	3,844.55
Less: Cash and cash equivalents	(738.72)	(1,853.18)
Less: Bank balances other than cash and cash equivalents	(1,382.34)	(322.34)
Net debt	**2,030.59**	**1,669.03**
Equity	2,742.52	2,740.67
Other Equity	19,520.81	19,596.25
Total capital	**22,263.33**	**22,336.92**
Capital and net debt	**24,293.92**	**24,005.95**
Gearing ratio	**8%**	**7%**

Notes to the financial statements

43. Commitments and contingencies

a. Litigations

The Company received tax demand including interest, from the Indian tax authorities for payment of ₹ 426 lakhs (31 March 2019: ₹ 426 lakhs) for fiscal years 2009 and 2011 arising on denial of certain expenditure, upon completion of tax assessment. The Company's appeal against the said demands were allowed partially in favour of the Company. Currently, the matter for these fiscal years are before the Income Tax Appellate Tribunal for hearing.

The Company is contesting the above demands and believes that the final outcome of the disputes will not have any material adverse effect on the financial position and results of operations.

b. Guarantees

The Company has given guarantees to financial institutions for loans sanctioned to subsidiaries amounting to ₹ 6,500 lakhs (31 March 2019: ₹ 6,500 lakhs)

c. Capital and other commitments

		As at 31 March 2020 ₹ in lakhs	As at 31 March 2019 ₹ in lakhs
	Estimated amount of contracts remaining to be executed on capital account and not provided for	-	28.16

44	Payment to auditors		
		As at 31 March 2020 ₹ in lakhs	As at 31 March 2019 ₹ in lakhs
	for audit fees	46.75	40.25
	for other services	-	0.50
	for reimbursement of expenses	1.63	1.38
		48.38	**42.13**

45	Fair value measurements		
	(i) Financial instruments by category		
	The Carrying value and fair value of financial Instruments by categories are as follows:		
			₹ in lakhs
	Particulars	**As at 31 March 2020**	**As at 31 March 2019**
	A. Financial assets		
	a) Measured at amortised cost		
	Non-current assets		
	(i) Investments	16,444.74	16,563.86
	(ii) Loans	3,026.54	2,538.36
	(iii) Other non-current financial assets	2,660.54	2,441.66
	Current assets		
	(i) Trade receivables	1,217.69	902.73
	(ii) Cash and cash equivalents	738.72	1,853.18
	(iii) Bank balances other than cash and cash equivalents	1,382.34	322.34
	(iv) Other financial assets	225.28	274.73
		25,695.85	**24,896.87**
	b) Measured at fair value through OCI	-	**-**
	c) Measured at fair value through profit or loss	-	**-**
	Total financial assets	**25,695.85**	**24,896.87**
	B. Financial liabilities		
	a) Measured at amortised cost		
	Non-current liabilities		
	(i) Borrowings	4,022.89	3,608.86
	(ii) Lease liabilities	3,782.82	-
	(iii) Trade Payables	9.68	113.19
	(iv) Other financial liabilities	45.95	60.01
	Current liabilities		
	(i) Lease liabilities	300.15	
	(ii) Trade payables	2,497.41	2,214.97
	(iii) Other financial liabilities	696.72	587.71
		11,355.62	**6,584.74**
	b) Measured at fair value through OCI	-	**-**
	c) Measured at fair value through profit or loss	-	**-**
	Total financial liabilities	**11,355.62**	**6,584.74**

Notes:

i. The fair value of trade receivables, trade payables and other Current financial assets and liabilities are considered to be equal to the carrying amounts of these items due to their short – term nature.

ii. The fair value of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

iii. The management assessed that for amortised cost instruments, the fair value approximates largely to the carrying amount.

46. Financial risk management

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on it's financial performance. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer.

The Company's risk management activity focuses on actively securing the Company's short to medium-term cash flows by minimising the exposure to volatile financial markets. Long-term financial investments are managed to generate lasting returns.

The Company does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Company is exposed are described below.

A. Credit risk analysis

Credit risk is the risk that a counterparty fails to discharge an obligation to the Company, resulting in a financial loss. The Company is exposed to this risk for various financial instruments. The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets, as summarised below:

₹ in lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Non-current Financial assets		
(i) Investments	16,444.74	16,563.86
(ii) Loans	3,026.54	2,538.36
(iii) Other non-current financial assets	2,660.54	2,441.66
Current Financial assets		
(i) Trade receivables	1,217.69	902.73
(ii) Cash and cash equivalents	738.72	1,853.18
(iii) Bank balances other than cash and cash equivalents	1,382.34	322.34
(iv) Other financial assets	225.28	274.73
Total financial assets	**25,695.85**	**24,896.88**

A1: Trade and other receivables

Trade receivables are typically unsecured and are derived from revenue earned from customers primarily located in India. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, Financial Instruments, the Company uses expected credit loss model to assess the impairment loss or gain. The provision for expected credit loss takes into account available external and internal credit risk factors and Company's historical experience for customers.

The allowance/reversal for life time expected credit loss on customer balances for the year ended 31 March 2020 and as at 31 March 2019 is given below:

₹ in lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Balance at the beginning of the year	196.72	168.26
Impairment loss recognised	67.29	28.46
Balance at the end of the year	**264.01**	**196.72**

A2: Cash and cash equivalents

The credit risk for cash and cash equivalents, and bank balances other than cash and cash equivalents are considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

Financial assets that are neither past due nor impaired
Cash and cash equivalents, advances recoverable, loans and advances to employees, security deposit and other financial assets are neither past due nor impaired.

Financial assets that are past due but not impaired
Interest accrued on management fees receivable is past due but not impaired.

B. Liquidity risk

Liquidity risk is that the Company might be unable to meet its obligations. The Company manages its liquidity needs by monitoring scheduled debt servicing payments for long-term financial liabilities as well as forecast cash inflows and outflows due in day-to-day business. The data used for analysing these cash flows is consistent with that used in the contractual maturity analysis below. Liquidity needs are monitored in various time bands, usually on a month on month basis. Long-term liquidity needs for a 360-day lookout period are identified monthly. Net cash requirements are compared to available borrowing facilities in order to determine headroom for any shortfalls. This analysis shows that available borrowing facilities are expected to be sufficient over the lookout period.

The Company's objective is to maintain cash and marketable securities to meet its liquidity requirements for 30-day periods at a minimum. This objective was met for the reporting periods. Funding for long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities and the ability to sell long-term financial assets. The Company's non-derivative financial liabilities that have contractual maturities (including interest payments where applicable) are summarised below:

Maturities of financial liabilities

₹ in lakhs

As at 31 March 2020	Less than 1 year	1 year to 5 years	More than 5 years	Total
Borrowings	-	638.75	3,384.14	4,022.89
Lease liabilities	300.15	1,577.20	2,205.62	4,082.97
Trade payable	2,497.41	9.68	-	2,507.09
Other financial liabilities	696.72	45.95	-	742.67
Total	**3,494.28**	**2,271.58**	**5,589.76**	**11,355.62**
As at 31 March 2019	**Less than 1 year**	**1 year to 5 years**	**More than 5 years**	**Total**
Borrowings	-	1,305.78	2,303.08	3,608.86
Trade payable	2,214.97	113.19	-	2,328.16
Other financial liabilities	587.71	60.01	-	647.72
Total	**2,802.68**	**1,478.98**	**2,303.08**	**6,584.74**

C. Market risk

The Company is exposed to market risk through its use of financial instruments and specifically to currency risk and interest rate risk, which result from both its operating and investing activities.

i. Foreign currency risk

The predominant currency of the Company's revenues and operating cash flows is Indian Rupees (INR). The Company is exposed to foreign exchange risk on account of advances given to its wholly owned subsidiary in foreign currency. The exchange rate between the rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of the Company's operations are adversely affected as the rupee appreciates/ depreciates against these currencies.

Foreign currency denominated financial assets and liabilities which expose the Company to currency risk are disclosed below. There are no forward exchange contracts entered into by the Company as at 31 March 2020 and 31 March 2019. The year end foreign currency exposures that have not been hedged by derivative instrument or otherwise are given below:

₹ in lakhs

Particulars	Currency	As at 31 March 2020	As at 31 March 2019
Non-current assets			
Financial assets			
(i) Loans	USD	14.40	12.65
	INR	1,097.52	886.99
Conversion rates	USD	76.24	70.14

Sensitivity:
The following table details the Company's sensitivity to a 1% increase and decrease in the ₹ against the relevant foreign currencies. 1% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 1% change in foreign currency rates, with all other variables held constant. A positive number below indicates an increase in profit or equity where ₹ strengthens 1% against the relevant currency. For a 1% weakening of ₹ against the relevant currency, there would be a comparable impact on profit or equity, and the balances below would be negative.

₹ in lakhs

Particulars	Increase	Decrease	Increase	Decrease
	31 March 2020	31 March 2020	31 March 2019	31 March 2019
Sensitivity				
INR/USD	10.98	10.98	8.87	8.87

ii. Interest rate risk

a. Liabilities

The Company's policy is to minimise interest rate cash flow risk exposures on bank/financial institution financing. As at 31 March 2020, the Company is exposed to changes in market interest rates through bank borrowings at variable interest rates. The Company's investments in fixed deposits pay fixed interest rates.

Interest rate risk exposure
Below is the overall exposure of the Company to interest rate risk:

₹ in lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Variable rate borrowing	3,526.62	3,716.75
Fixed rate borrowing	20.03	22.80
Total borrowings	**3,546.65**	**3,739.55**
Amount disclosed under other current financial liabilities	128.76	235.69
Amount disclosed under borrowings	3,417.89	3,503.86

Sensitivity
Below is the sensitivity of profit or loss in interest rates.

₹ in lakhs

Particulars	As at 31 March 2020	As at 31 March 2019
Interest sensitivity		
Interest rates – increase by 100 basis points (100 bps)	35.27	37.17
Interest rates – decrease by 100 basis points (100 bps)	35.27	37.17

(ii.b) Assets
The Company's fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Notes to the financial statements

47. Information in respect of Options granted under the Company's Employee Stock Option Scheme, 2014

Sl. No.	Particulars	ROHL Employee Stock Option Scheme, 2014 ('the ESOP Scheme 2014)
1	Date of Shareholders approval	29 September 2014
2	Total number of Options approved under the Plan	Options equivalent to 13,61,698 Ordinary Shares of ₹ 10 each.
3	Vesting Schedule	The vesting period for conversion of Options is as follows: - 1/3rd vests on completion of 12 months from the date of grant of the Options. - 1/3rd vests on completion of 24 months from the date of grant of the Options. - 1/3rd vests on completion of 36 months from the date of grant of the Options.
4	Pricing Formula	The Pricing Formula, as approved by the Shareholders of the Company, is at such price, as determined by the Board of Directors ('the Board'), which is no lower than closing price on a recognized stock exchange on which the shares of the Company are listed on the date immediately prior to the date of grant and if such shares are listed on more than one stock exchange, then the closing price on the stock exchange having higher trading volume shall be considered as the market price or the 'Market Price' as defined from time to time under the erstwhile Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. The Options have been granted at 'market price' as defined from time to time under the aforesaid Guidelines/Regulations.
5	Maximum term of Options granted	One year from the date of vesting.
6	Source of Shares	Primary
7	Variation in terms of Options	None
8	Method used for accounting of share-based payment plans	The employee benefit expense pertaining to share-based payments has been calculated using the fair value method of accounting for Options issued under the Company's ESOP scheme 2014. The employee benefit expense as per the fair value method for the financial year 2019-20 is ₹ 0.98 lakhs (2018-19: ₹ (4.62) lakhs).
9	Weighted average exercise prices and weighted average fair values of Options whose exercise price either equals or exceeds or is less than the market price of the stock.	Weighted average exercise price per Option: ₹ 84.34 (31 March 2019: ₹ 84.34) Weighted average fair value per Option: ₹ 35.03 (31 March 2019: ₹ 35.03)

10. Details of Employee Stock Option granted during the financial year, but not vested as on 31 March 2020:

Date of grant	Number	Financial year of vesting	Exercise price in ₹	Fair value at grant date in ₹
NIL				

11. Details of Employee Stock Option granted during the previous financial year, but not vested as on 31 March 2019:

Date of grant	Number	Financial year of vesting	Exercise price in ₹	Fair value at grant date in ₹
NIL				

The fair value at grant date is determined using Black Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

12. Summary of status of Options

Particulars	As at 31 March 2020		As at 31 March 2019	
	No. of Options	Weighted Average Exercise Prices in ₹	No. of Options	Weighted Average Exercise Prices in ₹
Outstanding at the beginning of the year	2,55,000	80.71	4,30,777	80.71
Add: Granted during the year	-	-	-	-
Less: Lapsed during the year	50,500	-	70,250	-
Less: Exercised during the year	18,500	80.85	1,05,527	80.73
Outstanding at the end of the year	1,86,000	87.01	2,55,000	80.71
Options exercisable at the end of the year	1,77,500	85.09	38,065	100.60

13. Share Option Excercised during the year:

Option Series	Number of shares exercised	Exercise Date	Share Price at exercise date
			NSE
Series I- Granted as on May 30 2016	18,500	8-Jun-19	114.75

48. Corporate Social Responsibility Expenditure

The gross amount required to be spent by the Company during the year is ₹ 29.25 lakhs (Previous Year - ₹ 21.98 lakhs). Against this sum, the Company has spent ₹ 16.54 lakhs (Previous Year - ₹ 16.98 lakhs) on projects other than construction/ acquisition of assets and ₹ 12.76 lakhs (Previous year- ₹ 5.50 Lakhs) on acquisition of assets aggregating ₹ 29.30 lakhs (Previous Year - ₹ 21.98 lakhs).

49. Disclosures required by Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 186 (4) of the Companies Act, 2013

Amount of loans / advances in nature of loans outstanding from subsidiaries as at 31 March 2020, on a standalone basis.

₹ in lakhs

	2019-20		2018-19	
Particulars	Maximum amount outstanding during the year	Balance outstanding as on 31 March 2020	Maximum amount outstanding during the year	Balance outstanding as on 31 March 2019
Subsidiaries				
AB Holdings Private Limited	281.74	281.74	281.55	281.55
Multi Hotels Limited	1,097.52	1,097.52	886.99	886.99
Royal Orchid Maharashtra Private Limited	254.34	254.34	254.16	254.16
Royal Orchid Associated Hotels Private Limited	224.08	224.08	224.08	224.08
River Shore Developers Private Limited	427.30	427.30	210.02	210.02
Ksheer Sagar Developers Private Limited	796.84	696.84	636.84	636.84
J.H. Builders Private Limited	15.34	15.34	15.34	15.34
Raj Kamal Buildcon Private Limited	14.70	14.70	14.70	14.70
Ksheer Sagar Buildcon Private Limited	14.68	14.68	14.68	14.68

50 (a). The Company has been named as a defendant in a suit filed in mid 2008 by Kamat Hotels (India) Limited ('the plaintiff' or "Kamat Hotels") with Bombay High Court restraining the alleged use of the trademark of the Company and a relief of a permanent injuction restraining the Company from using the trademark 'Orchid'. The Company had filed an application seeking an interim injuction while the above proceedings are pending. The Bombay High Court vide its interim order dated 05 April 2011, has allowed the Company to continue to operate its current hotels as on that date but has restrained the Company from opening new hotels under the said brand. However, the Division bench of the Bombay High Court vide its order dated 06 May 2011 has partially stayed operation of the said Order and allowed opening of one of Company's proposed hotels in Vadodara under the 'Royal Orchid' brand.

During the year ended 31 March 2014, the Company has obtained two favourable rulings from the Intellectual Property Appellate Board (""IPAB""). Kamat Hotels had preferred to appeal the ruling of IPAB in Madras High Court. The Madras High Court has passed orders cancelling the registration in Class 42 of Trademarks Act and the Company has filed a Special Leave Petition ""SLP"" with the Honorable Supreme Court in 2015. Reply to SLP was filed by Kamat Hotels in the form of Counter affidavit and the Company has filed a Rejoinder in the form of an affidavit. The matter was partly heard by the Honorable Supreme Court in April and May of 2017 and has advised Kamat Hotels to consider the options for settlement by displaying the disclaimers on the Websites regarding the disassociation between the two brands. On 13 February 2018, the Supreme Court dismissed the SLP filed by the Company and consequently, the Company has filed a Chamber Appeal against the said Order which was listed on August 3, 2018. The Chamber accepted the clarification filed by the Company. Therefore, the management believes that the outcome of SLP affects only the registration of the trademarks in Class 42 and does not in any way affect the use of marks by the Company.

The management believes that the case will be settled in its favour and will not affect its current and future operations.

50 (b). The management believes that the case will be settled in its favour and will not affect its current and future operations. The Company has been named as a defendant in two civil suits on a portion of land taken on lease from the Karnataka State Tourism Development Corporation ("KSTDC") for the operation of the Hotel Royal Orchid Regenta, Bangalore, which is adjacent to the hotel premises. One of the civil suit has been settled in favour of the Company, against which an appeal before the High Court of Karnataka, is pending and in the other matter the Company has an injunction against the other party. Management believes that these cases are not material and will not adversely affect its operations.

51. Approval of Financial Statements
The standalone financial statements were approved for issue by the board of directors on 27 July 2020

For and on behalf of the Board of Directors

Chander K Baljee
Managing Director
DIN: 00081844

Keshav Baljee
Director
DIN: 00344855

Amit Jaiswal
Chief Financial Officer

Dr. Ranabir Sanyal
Company Secretary
MM No. F7814

Place: Bengaluru
Date: 27 July 2020

INDEPENDENT AUDITOR'S REPORT

To The Members of Royal Orchid Hotels Limited
Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Royal Orchid Hotels Limited ("the Parent") and its subsidiaries, (the Parent and its subsidiaries together referred to as "the Group") which comprise the Consolidated Balance Sheet as at March 31, 2020, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS'), and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2020, and their consolidated profit, their consolidated total comprehensive income, their consolidated changes in equity and consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143 (10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Emphasis of Matter

We draw attention to note 2(d) of the consolidated financial statements, which sets out the Group's assessment of the going concern assumption and the financial impact on account of the COVID-19 pandemic. Based on these assessments, the Parent Company's Management has concluded that the Group will continue as a going concern and will be able to meet all of its obligations as well as recover the carrying amount of its assets as on March 31, 2020.
Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
Impairment of Assets of a Subsidiary Impairment evaluation carried out by Management for Property Plant and Equipment (hereinafter referred to as "Assets") relating to one of the subsidiaries viz. Ksheer Sagar Developers Private Limited due to recurring losses incurred by the subsidiary. The Consolidated financial statements as at March 31, 2020 includes Rs. 6,828.43 lakhs of Assets relating to the subsidiary. Impairment of the Assets of the subsidiary has been identified as a key audit matter due to: • The significance of the amounts involved; and • The assessment of the fair value of these Assets involves exercising significant judgement in determining the fair value.	**Principal audit procedures performed:** (a) Evaluated the design and implementation of relevant controls and the operating effectiveness of such internal controls which *inter-alia* includes reasonableness of the input data considered, assumptions made in determining the fair value of the assets. (b) Obtained the impairment assessment prepared by the Management and performed the following procedures: • Held discussions with the Parent/Subsidiary personnel to identify if factors that, in our professional judgement, should have been considered in the analysis of impairment, were considered. • Reviewed the source data used for determining the fair value of the assets. • Tested if the valuation of the assets considered for the assessment of impairment is as reviewed and approved by the Board of Directors of the Parent and the subsidiary. • Assessed the competence, independence and objectivity of the management's expert involved in determining fair value of the assets. • Involved our internal valuation specialists to test key assumptions considered in the fair valuation.

Key Audit Matter	Auditor's Response
Evaluation of Management's Assessment of appropriateness of going concern assumption: The evaluation of Management's assessment of going concern assessment of going concern assumption and basis of accounting used by the respective Board of Directors of the Companies included in the Group and the Parent in the preparation of its consolidated financial statements is identified as a key audit matter considering the significant impact of COVID-19 pandemic on the hospitality industry in general and on the Group. As disclosed in note 2(d) to the consolidated financial statements, the COVID-19 pandemic has led to low occupancies/shutdown of some of the hotels of the Group to comply with the guidelines issued by the Central/State governments. The assessment of appropriateness of going concern assumption involves significant judgement and estimation of key input variables like average occupancy rate and average room rate and performing sensitivity analysis.	**Principal audit procedures performed:** Our procedures in relation to evaluation of going concern included the following: (a) Obtained an understanding of the process followed for the going concern evaluation which includes preparation of cash flow forecasts and liquidity analysis by the respective companies of the Group and review by the Management of the Parent and approval by the Board of Directors of the Parent. (b) Evaluated the design and implementation of relevant controls and the operating effectiveness of such internal controls which inter-alia includes reasonableness of the input data considered and assumptions used in preparing the cash flow forecasts for the immediate future. (c) Obtained the cash flow forecasts prepared by the respective companies of the Group and reviewed by the Management of the Parent and approved by the Board of Directors of the Parent and performed the following procedures: • Tested the inputs and assumptions used in the cash flow forecasts with reference to historical performance, internal and external sources of information and the respective company's / Group's strategy and initiatives being undertaken considering the COVID-19 pandemic. • Verified if the cash flow forecasts of the respective companies of the Group considered for the assessment of appropriateness of going concern assumption were as per the cash flow forecasts reviewed and approved by the Board of Directors of the respective companies and the Parent. • Performed sensitivity analysis on the key input variables used in cash flow forecasts to assess the impact of change on the overall cash flows and if the same are within tolerable limits.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's report including Annexures to Board's Report , Management Discussion and Analysis, Corporate Governance, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiaries audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries is traced from their financial statements audited by the other auditors.

- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the Ind AS and other accounting principles generally

accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate or cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of entities or business activities included in the consolidated financial statements of which we are the independent auditors. For the other entities or business activities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of fifteen subsidiaries whose financial statements reflect total assets of Rs. 19818.29 lakhs as at March 31, 2020, total revenues of 4,768.50 Lakhs and net cash outflow amounting to Rs. 152.95 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements of the subsidiaries referred to in the Other Matters section above we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

   e) On the basis of the written representations received from the directors of the Parent as on March 31, 2020 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent and subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.

   g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Parent Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

   h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014,as amended in our opinion and to the best of our information and according to the explanations given to us

      i. The consolidated financial statements disclose the impact of pending litigations in Note 45 on the consolidated financial position of the Group.
      ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Monisha Parikh
Partner
(Membership No. 47840)
MP/SS/YB/2020

BENGALURU, July 27, 2020
UDIN: 20047840AAAACM9432

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2020, we have audited the internal financial controls over financial reporting of Royal Orchid Hotels Limited (hereinafter referred to as "Parent") and its subsidiary companies, which includes internal financial controls over financial reporting of the Company and its subsidiaries which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Parent and its subsidiary companies which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Parent, its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Parent, its subsidiary companies which are companies incorporated in India.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, the Parent and its subsidiary companies which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the criteria for internal financial control over financial reporting established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to fourteen subsidiary companies, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of the above matters.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Monisha Parikh
Partner
(Membership No. 47840)

BENGALURU, July 27, 2020
UDIN: 20047840AAAACM9432

Consolidated Balance Sheet as at 31 March 2020

	Notes	As at 31-Mar-20 ₹ in lakhs	As at 31-Mar-19 ₹ in lakhs
ASSETS			
Non-current assets			
(a) Property, plant and equipment	3	23,616.65	24,634.67
(b) Capital Work in progress	3A	2,147.11	2,093.08
(c) Right-of-use assets	3B	5,291.52	-
(d) Goodwill	3C	1,774.70	1,774.70
(e) Other intangible assets	3D	25.14	-
(f) Financial assets			
(i) Investments	4	2.25	2.25
(ii) Other financial assets	5	2,357.97	2,154.72
(g) Deferred tax assets, net	6	498.14	392.63
(h) Other non-current assets	7	1,636.51	2,027.52
		37,349.99	**33,079.57**
Current assets			
(a) Inventories	8	222.21	237.69
(b) Financial assets			
(i) Trade receivables	9	2,326.95	1,857.39
(ii) Cash and cash equivalents	10	1,965.34	3,452.18
(iii) Bank balances other than cash and cash equivalents	11	2,038.60	698.99
(iv) Other financial assets	12	329.29	317.35
(c) Current tax assets (net)	13	5.89	13.23
(d) Other current assets	14	653.06	694.81
		7,541.34	**7,271.64**
TOTAL ASSETS		**44,891.33**	**40,351.21**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	15	2,742.52	2,740.67
(b) Other equity	16	14,408.17	15,007.06
Equity attributable to owners of the Company		**17,150.69**	**17,747.73**
Non-controlling interests		4,214.05	4,417.09
		21,364.74	**22,164.82**
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	8,469.63	8,866.53
(ii) Lease liabilities	18	5,088.21	-
(iii) Trade payables	19		
(A) total outstanding dues of micro enterprises and small enterprises		-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		9.68	113.19
(iv) Other non-current financial liabilities	20	45.95	60.01
(b) Provisions	21	213.86	340.70
(c) Deferred Tax Liabilities (net)	22	24.01	21.33
(d) Other non-current liabilities	23	42.50	46.01
		13,893.84	**9,447.77**

Consolidated Balance Sheet as at 31 March 2020 *(Continued)*

Current liabilities			
(a) Financial liabilities			
(i) Borrowings	24	330.14	267.64
(ii) Lease liabilities	25	336.95	-
(iii) Trade payables	26		
(A) total outstanding dues of micro enterprises and small enterprises		-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		3,844.57	3,524.61
(iv) Other financial liabilities	27	2,995.59	2,960.66
(b) Provisions	28	184.74	109.08
(c) Current Tax Liabilities, net	29	111.71	29.93
(d) Other current liabilities	30	1,829.05	1,846.70
		9,632.75	**8,738.62**
TOTAL EQUITY AND LIABILITIES		**44,891.33**	**40,351.21**
See accompanying notes to financial statements			

In terms of our report attached.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants

Monisha Parikh
Partner

Place: Bengaluru
Date: 27 July 2020

For and on behalf of the Board of Directors of Royal Orchid Hotels Limited

Chander K Baljee
Managing Director
DIN: 00081844

Keshav Baljee
Director
DIN: 00344855

Amit Jaiswal
Chief Financial Officer

Dr. Ranabir Sanyal
Company Secretary
MM No. F7814

Place: Bengaluru
Date: 27 July 2020

Consolidated Statement of Profit and Loss for the year ended 31 March 2020

	Notes	Year ended 31-Mar-20 ₹ in lakhs	Year ended 31-Mar-19 ₹ in lakhs
Revenue			
Revenue from operations	31	20,503.28	20,383.28
Other income	32	1,470.53	1,521.56
Total revenue		**21,973.81**	**21,904.84**
Expenses			
Food and beverages consumed	33	2,465.15	2,199.00
Employee benefits expense	34	5,416.37	5,009.16
Finance costs	35	1,563.11	1,321.11
Depreciation and amortisation	36	1,898.73	1,432.19
Other expenses	37	9,560.78	9,814.92
Total expenses		**20,904.14**	**19,776.38**
Profit before tax		**1,069.67**	**2,128.46**
Tax expense	38		
Current tax		698.65	830.95
Prior year taxes (credit)/charge		5.89	-
Deferred tax credit		(142.63)	(13.54)
		561.91	**817.41**
Profit for the year		**507.76**	**1,311.05**
Other comprehensive income			
Items that will not be reclassified to profit or loss:			
a) Remeasurement gains in defined benefit plans		66.61	11.07
Income tax relating to items that will not be reclassified to profit or loss		(16.11)	(1.05)
		50.50	**10.02**
Other Comprehensive Income (OCI) (net of tax)		**50.50**	**10.02**
Total Comprehensive Income for the period		**558.26**	**1,321.07**
Profit for the year			
Attributable to:			
Owners of the parent		491.26	1,194.32
Non-controlling interests		16.55	116.73
Other comprehensive income for the year			
Attributable to:			
Owners of the parent		45.03	5.15
Non-controlling interests		5.47	4.87
Total comprehensive income for the year			
Attributable to:			
Owners of the parent		536.29	1,199.47
Non-controlling interests		22.02	121.60
Earnings per equity share of ₹ 10 each	39		
Basic		2.04	4.83
Diluted		2.02	4.79
See accompanying notes to financial statements			

SeeIn terms of our report attached.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants

Monisha Parikh
Partner

Place: Bengaluru
Date: 27 July 2020

For and on behalf of the Board of Directors of Royal Orchid Hotels Limited

Chander K Baljee
Managing Director
DIN: 00081844

Keshav Baljee
Director
DIN: 00344855

Amit Jaiswal
Chief Financial Officer

Dr. Ranabir Sanyal
Company Secretary
MM No. F7814

Place: Bengaluru
Date: 27 July 2020

A. Equity share capital

Equity shares of ₹ 10 each, fully paid-up	Equity shares	
	Number	Amount (₹ in lakhs)
As at 1 April 2018	2,73,01,188	2,730.12
Add: Issued and subscribed during the year	1,05,527	10.55
As at 31 March 2019	**2,74,06,715**	**2,740.67**
Add: Issued and subscribed during the year	18,500	1.85
As at 31 March 2020	**2,74,25,215**	**2,742.52**

B. Other equity

For the year ended 31 March 2020

(₹ in lakhs)

	Reserves and Surplus										
	Securities Premium	ESOP Reserve	Retained Earnings	Capital Reserve	General Reserve	Capital Redemption Reserve	Foreign Currency Translation Reserve	Total Other equity	Equity attributable to owners of the Company	Non controlling interest	Total Equity
Balance as at 1 April 2019	**11,491.28**	**84.05**	**1,457.85**	**920.39**	**1,020.66**	**-**	**32.83**	**15,007.06**	**17,747.73**	**4,417.09**	**22,164.82**
Profit for the year	-	-	491.21	-	-	-	-	491.21	491.21	16.55	507.76
Other comprehensive income/(loss), net of tax	-	-	45.03	-	-	-	-	45.03	45.03	5.47	50.50
Total Comprehensive Income	**-**	**-**	**536.24**	**-**	**-**	**-**	**-**	**536.24**	**536.24**	**22.02**	**558.26**
Movements during the year	-	-	-	21.73	(1.49)	1.49	93.66	115.39	115.39	-	115.39
Issue of equity shares under ROHL ESOP Scheme, 2014	-	-	-	-	-	-	-	-	1.85	(1.49)	0.36
Reversal of Securities premium on Buy back	-	-	-	-	-	-	-	-	-	(193.11)	(193.11)
Tax on buyback	-	-	(30.46)	-	-	-	-	(30.46)	(30.46)	(30.46)	(60.92)
Securities premium on shares allotted during the year	37.15	-	-	-	-	-	-	37.15	37.15	-	37.15
Dividend	-	-	(548.55)	-	-	-	-	(548.55)	(548.55)	-	(548.55)
Tax on dividend	-	-	(112.75)	-	-	-	-	(112.75)	(112.75)	-	(112.75)
Impact on adoption of Ind AS 116 (refer note no 40)	-	-	(570.26)	-	-	-	-	(570.26)	(570.26)	-	(570.26)
Recognition of share based payment	(8.72)	(16.93)	-	-	-	-	-	(25.65)	(25.65)	-	(25.65)
Balance as at 31 March 2020	**11,519.71**	**67.12**	**732.07**	**942.12**	**1,019.17**	**1.49**	**126.49**	**14,408.17**	**17,150.69**	**4,214.05**	**21,364.74**

For the year ended 31 March 2019

(₹ in lakhs)

	Reserves and Surplus									
	Securities Premium Account	ESOP Reserve	Retained Earnings	Capital Reserve	General Reserve	Foreign Currency Translation Reserve	Total Other equity	Equity attributable to owners of the Company	Non controlling interest	Total Equity
Balance as at 1 April 2018	**11,381.66**	**131.02**	**784.88**	**899.32**	**1,020.66**	**(34.03)**	**14,183.51**	**16,913.63**	**4,478.47**	**21,392.10**
Profit for the year	-	-	1,194.32	-	-	-	1,194.32	1,194.32	116.73	1,311.05
Other comprehensive income/(loss), net of tax	-	-	5.15	-	-	-	5.15	5.15	4.87	10.02
Total comprehensive income	**-**	**-**	**1,199.47**	**-**	**-**	**-**	**1,199.47**	**1,199.47**	**121.60**	**1,321.07**
Movements during the year	-	-	-	21.07	-	66.86	87.93	87.93	0.01	87.94
Issue of equity shares under ROHL ESOP Scheme, 2014	-	-	-	-	-	-	-	10.55	-	10.55
Securities premium on shares allotted during the year	122.41	-	-	-	-	-	122.41	122.41	-	122.41
Dividend	-	-	(410.85)	-	-	-	(410.85)	(410.85)	(151.79)	(562.64)
Tax on dividend	-	-	(115.65)	-	-	-	(115.65)	(115.65)	(31.20)	(146.85)
Recognition of share based payment	(12.79)	(46.97)	-	-	-	-	(59.76)	(59.76)	-	(59.76)
Balance as at 31 March 2019	**11,491.28**	**84.05**	**1,457.85**	**920.39**	**1,020.66**	**32.83**	**15,007.06**	**17,747.73**	**4,417.09**	**22,164.82**

See accompanying notes to Financial Statements. In terms of our report attached

Consolidated Cash Flow Statement for the year ended 31 March 2020

	Year ended 31-Mar-20 ₹ in lakhs	Year ended 31-Mar-19 ₹ in lakhs
A. Cash flow from operating activities		
Profit After tax	**507.76**	**1,311.05**
Adjustments for:		
Income tax expense recognised in profit or loss	561.91	817.41
Depreciation and amortisation	1,898.73	1,432.19
Loss on sale/write off of assets	12.12	59.23
Bad receivables/Advances/Deposits written off	28.36	81.90
Provision for doubtful advances/receivables	159.56	5.58
Interest expense, net	1,511.34	1,291.79
Interest adjustment on account of present value	25.34	26.72
Interest on delayed payment of taxes	3.98	2.60
Share based payments to employees	8.39	(11.95)
Revenue arising from Government grant related to assets	(3.51)	(23.20)
Interest income	(213.52)	(186.03)
Liability no longer required, written back	(241.81)	(205.98)
Interest income on present value accounting of security deposits	(26.31)	(27.23)
(Gain)/loss from foreign currency transactions and translations, net	(84.77)	(45.49)
Operating profit before working capital changes	**4,147.55**	**4,528.61**
Changes in working capital:		
(Increase)/Decrease in inventories	15.48	(9.95)
(Increase) /Decrease in trade receivables and unbilled revenue	(565.26)	441.18
(Increase) /Decrease in other current and non-current assets	(347.40)	(87.46)
Increase/(Decrease) in provisions	15.43	25.54
Increase/(Decrease) in trade payables and other liabilities	335.88	544.47
Increase/(Decrease) in other current and non-current liabilities	76.73	(618.61)
Cash generated from operations	**3,678.41**	**4,823.77**
Direct taxes paid (net)	757.05	747.36
Net cash generated from operating activities	**2,921.36**	**4,076.41**
B. Cash flows from investing activities		
Purchase of fixed assets (including changes in capital work-in-progress, net of project creditors and retention money payable)	(498.56)	(429.14)
Interest received	208.16	140.75
Change in other bank balances	(1,339.61)	(167.98)
Net cash used in investing activities	**(1,630.01)**	**(456.38)**

Consolidated Cash Flow Statement for the year ended 31 March 2020

(Continued)

	Year ended 31-Mar-20 ₹ in lakhs	Year ended 31-Mar-19 ₹ in lakhs
C. Cash flows from financing activities		
Interest paid	(1,172.56)	(1,195.83)
Proceeds from borrowings	-	5,923.00
Repayment of secured borrowings	(970.84)	(6,186.32)
Change in unsecured loans,net	562.50	(192.89)
Change in unclaimed dividend account	1.40	(1.45)
Proceeds from allotment of shares	14.65	85.19
Dividend paid	(548.50)	(561.27)
Dividend distribution tax	(112.75)	(146.85)
Buyback tax	(60.92)	-
Payment of lease liabilities (rent paid)	(491.18)	-
Net cash used in financing activities	**(2,778.20)**	**(2,276.42)**
	(1,486.85)	**1,343.61**
Cash and cash equivalents at the beginning of the year	**3,452.18**	**2,108.57**
Cash and cash equivalents at the end of the year	**1,965.34**	**3,452.18**

In terms of our report attached.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants

Monisha Parikh
Partner

Place: Bengaluru
Date: 27 July 2020

For and on behalf of the Board of Directors of Royal Orchid Hotels Limited

Chander K Baljee
Managing Director
DIN: 00081844

Keshav Baljee
Director
DIN: 00344855

Amit Jaiswal
Chief Financial Officer

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Company Secretary
MM No. F7814

Place: Bengaluru
Date: 27 July 2020

Notes to Consolidated financial statements

1. **Corporate Information**

Royal Orchid Hotels Limited ('the Holding Company/ the Company') is a public company and is domiciled in India. The Holding Company was incorporated in 1986. The shares of the Holding Company are listed on Bombay and National stock exchange in India. The Holding Company and its Subsidiaries (collectively referred to as the 'Group') are engaged in the business of operating and managing hotels/ resorts and providing related services, through its portfolio of hotel properties across the country.

2. **Summary of significant accounting policies**

a. **Statement of compliance**

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") and the provisions of the Companies Act ,2013 ('the Act') (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended and issued thereafter.

Except for the changes below, the Group has consistently applied accounting policies to all periods.

1. The Group has adopted Ind AS 116 'Leases' with the date of initial application being April 1, 2019. Ind AS 116 replaces Ind AS 17 – Leases and related interpretation and guidance. The standard sets out principles for recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. The Company has applied Ind AS 116 using the modified retrospective approach, under which the cumulative effect of initial application is recognised in retained earnings at April 1, 2019. As a result, the comparative information has not been restated. Also refer note 39 of the financial statements.

2. Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments: On March 30, 2019, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2019 containing Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments which clarifies the application and measurement requirements in Ind AS 12 when there is uncertainty over income tax treatments. The current and deferred tax asset or liability shall be recognized and measured by applying the requirements in Ind AS 12 based on the taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates determined by applying this appendix. The amendment is effective from April 1, 2019. The Group has evaluated the effect of this amendment on the financial statements and concluded that there is no impact.

3. Amendment to Ind AS 19 'Employee Benefits': On March 30, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 19 'Employee Benefits' in connection with accounting for plan amendments, curtailments and settlements. The amendments require an entity to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement and to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling. The amendment is effective from April 1, 2019. The Group has evaluated the effect of this amendment on the financial statements and concluded that this amendment is currently not applicable.

4. Amendment to Ind AS 12 'Income Taxes': On March 30, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 12 'Income Taxes'. The amendments require an entity to recognise the income tax consequences of dividends as defined in Ind AS 109 when it recognises a liability to pay a dividend. The income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The amendment is effective from April 1, 2019. The Group has evaluated the effect of this amendment on the financial statements and concluded that there is no impact.

B. **Basis of preparation and presentation**

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for services.

b. **Basis of preparation and presentation (cont'd)**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair valued, such as value in use quantification as per Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability.

C. **Principles of Consolidation**

The consolidated financial statements incorporate the financial statements of the Holding Company and its subsidiaries. Control is achieved when the Company has power of the investee, it is exposed or has rights, to variable returns from its involvement with the investee; and has the ability to use its power to affect its returns. The Company reassess whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power. Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit and loss from the date the Company gains control until the date the Company ceases to control the subsidiary. Profit or loss and each component of Other Comprehensive Income are at attributed to the owners of the Company and to the non controlling interests even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Subsidiaries are entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of that entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intra-Group transactions, balances and unrealised gains on transactions between entities within the Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group. Non-controlling interests in the results and equity of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and the Consolidated Balance Sheet respectively.

c. Principles of Consolidation (cont'd)

The subsidiaries which are included in the consolidation and the Holding Company's holdings therein are as under

Particulars	Country of incorporation	Percentage of ownership interest as at 31 March 2020	Percentage of ownership interest as at 31 March 2019
Domestic			
Icon Hospitality Private Limited	India	51.07%	51.07%
Maruti Comforts & Inn Private Limited	India	65.22%	65.22%
Royal Orchid Hyderabad Private Limited	India	100.00%	100.00%
AB Holdings Private Limited	India	100.00%	100.00%
Royal Orchid Jaipur Private Limited	India	100.00%	100.00%
Royal Orchid South Private Limited	India	100.00%	100.00%
Royal Orchid Associated Hotels Private Limited *	India	100.00%	100.00%
Royal Orchid Shimla Private Limited	India	100.00%	100.00%
Royal Orchid Goa Private Limited	India	100.00%	100.00%
Royal Orchid Maharashtra Private Limited	India	100.00%	100.00%
River Shore Developers Private Limited $	India	100.00%	100.00%
Royal Orchid Mumbai Private Limited	India	100.00%	100.00%
Cosmos Premises Private Limited #	India	50.00%	50.00%
Ksheer Sagar Buildcon Private Limited #	India	50.00%	50.00%
Ksheer Sagar Developers Private Limited #	India	50.00%	50.00%
Raj Kamal Buildcon Private Limited #	India	50.00%	50.00%
J.H. Builders Private Limited #	India	50.00%	50.00%
Overseas			
Multi Hotels Limited	Tanzania	100.00%	100.00%

* Subsidiary of AB Holdings Private Limited.
$ Formerly Amartara Hospitality Private Limited.
# considered as subsidiary pursuant to control assessment made under Ind AS 110.

Goodwill
Goodwill comprises the portion of the purchase price for an acquisition that exceeds the Group's share in the identifiable assets, with deductions for liabilities, calculated on the date of acquisition.
Goodwill is deemed to have an indefinite useful life and is reported at acquisition value with deduction for accumulated impairments. An impairment test of goodwill is conducted once every year or more often if there is an indication of a decrease in value. The impairment loss on goodwill is reported in the Statement of Profit and Loss.

D. In March 2020, the World Health Organization declared the COVID-19 outbreak a global pandemic. As a response, the Government of India and various State Governments have taken measures to contain the outbreak which include travel bans, quarantines and imposing lockdowns.

Lockdown guidelines issued by Central/State governments mandated closure of hotel operations and cessation of air traffic and other forms of public transport. This has resulted in low occupancies / shutdowns of some of our hotels pan India. Certain hotels of the Group are a part of Government denominated essential services called Vande Bharat Mission and are operational. The Group is in the process of resuming its operations in a phased manner in line with the directives from the Government. The Group expects the demand for rooms, restaurants, banquet halls and related services to pick up albeit at a slower pace as the lockdown is being lifted in various parts of the country and there is recovery in business, driven by business travel and leisure tourism.

The current liabilities of the Group exceed its current assets by ₹ 2,091.38 lakhs as at March 31, 2020. In evaluating the impact of the Covid 19 pandemic on its ability to continue as a going concern and the possible impact on its financial position, the management has used the principles of prudence and exercised judgements in estimating occupancy rates and average room rate per hotel while developing cash-flow forecasts.

Towards this objective, the Group is implementing various initiatives like negotiating/negotiated extended credit terms with suppliers and lenders, obtained additional funding in a subsidiary from a financial instituition, financial support from promoter partner of a subsidiary, evaluating monetising certain assets, rationalizing costs, building efficiencies in collections and taking various initiatives to improve revenues. The Group believes that with a combination of the above mitigation plans, it would be able to recover its assets and meet all its obligations in the normal course of business. Accordingly, the financial statements have been prepared on going concern basis.

Management has used internal and external sources of information upto the date of approval of these financial results in determining the recoverability of property, plant and equipment and trade receivables as at the balance sheet date. The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial results given the uncertainties associated with its nature and duration. The Group will continue to monitor any material changes to future economic conditions and any significant impact of these changes would be recognised in the financial statements as and when these material changes to economic conditions arise.

E. Use of estimates

The preparation of the consolidated financial statements in conformity with the recognition and measurement principals of Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities and disclosure relating to contingent liabilities as at the date of consolidated financial statements and the reported amounts of income and expenditure during the reported year. The Management believes that the estimates used in preparation of the consolidated financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements pertain to:

Useful lives of property, plant and equipment

The Group reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Impairment of investments

The Company reviews its carrying value of investments carried at cost or amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

Litigation

From time to time, the Group is subject to legal proceedings the ultimate outcome of each being always subject to many uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount of the loss can be reasonably estimated. Significant judgement is made when evaluating, among other factors, the probability of unfavourable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances.

Income taxes

Deferred tax assets are recognized to the extent that it is regarded as probable that deductible temporary differences can be realized. The Group estimates deferred tax assets and liabilities based on current tax laws and rates and in certain cases, business plans, including management's expectations regarding the manner and timing of recovery of the related assets. Changes in these estimates may affect the amount of deferred tax liabilities or the valuation of deferred tax assets and thereby the tax charge in the Statement of Profit or Loss.

Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the Statement of Profit or Loss.

Defined benefit plans

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each Balance Sheet date.

F. Revenue recognition

Performance obligation in contract with customers is met throughout the stay of guest in the hotel or on rendering of services and sale of goods.

Revenue from contracts with customers is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The specific recognition criteria described below must also be met before revenue is recognized.

Income from operations
Revenues comprise income from the sale of room nights, food and beverages and allied services during a guest's stay at the hotel. Room revenue is recognised based on occupation and revenue from sale of food, beverages and other allied services, as the respective services are rendered with reasonable certainty of ultimate collection. Other revenues are recognised as and when the services are performed or the right to receive claim is established, with reasonable certainty for ultimate collection. Rebates and discounts granted to customers are reduced from revenue.

Income from management and technical services are recognised as the services are rendered based on the terms of the contract.

Unbilled revenues' represent revenues recognised on services rendered, for which amounts are to be billed in subsequent periods.

Interest income
Interest income is reported on an accrual basis using the effective interest method and is included under the head "other income" in the Statement of Profit and Loss.

Dividend
Dividend income is recognized when the Group's right to receive the amount is established.

G. Employee benefits
Employee benefits include provident fund, employee state insurance scheme, labour welfare fund, gratuity and compensated absences. Expenses and liabilities in respect of employee benefits are recorded in accordance with Ind AS 19, Employee Benefits.

Defined contribution plan
Retirement benefit in the form of provident fund and employee state insurance scheme is a defined contribution scheme. The Group is generally liable for annual contributions and any shortfall in the fund assets based on the minimum rates of return prescribed by the Central Government and recognises such contributions and shortfall, if any, as an expense in the year in which the corresponding services are rendered by the Employee.

Retirement benefit in the form of provident fund and employee state insurance scheme is a defined contribution scheme. The Group is generally liable for specified contributions to a separate entity and has no obligation to pay any further amounts. The Group's contribution is recognized as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined benefit plan
Gratuity
The liability recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Compensated absences
The Group provides benefit of compensated absences under which unveiled leave are allowed to be accumulated to be availed in future. The compensated absences comprises of vesting as well as non vesting benefit. The cost of short term compensated absences are provided for based on estimates. Long term compensated absence costs are provided for based on actuarial valuation using the project unit credit method.

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the Balance Sheet date.

Service cost on the Group's defined benefit plan is included in employee benefits expense. Employee contributions, all of which are independent of the number of years of service, are treated as a reduction of service cost.

Gains and losses through re-measurements of the defined benefit plans are recognized in other comprehensive income, which are not reclassified to profit or loss in a subsequent period. Further, as required under Ind AS compliant Schedule III, the Group transfers those amounts recognized in other comprehensive income to retained earnings in the statement of changes in equity and in the balance sheet.

Short-term employee benefits
The costs of all short-term employee benefits (that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service) are recognised during the period in which the employee renders the related services. The accruals for employee entitlements of benefits such as salaries, bonuses and annual leave represent the amount which the Group has a present obligation to pay as a result of the employees' services and the obligation can be measured reliably. The accruals have been calculated at undiscounted amounts based on current salary levels at the Balance Sheet date.

H. Property, plant and equipment
Property, plant and equipment are stated at cost, less accumulated depreciation (other than freehold land) and impairment losses, if any.

All property, plant and equipment are initially recorded at cost. Cost includes the acquisition cost or the cost of construction, including duties and non-refundable taxes, expenses directly related to bringing the asset to the location and condition necessary for making them operational for their intended use and, in the case of qualifying assets, the attributable borrowing costs. Initial estimate of costs of dismantling and removing the item and restoring the site on which it is located is also included if there is an obligation to restore it.

Subsequent expenditure relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with these will flow to the Group and the cost of the item can be measured reliably. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

h. Property, plant and equipment (Cont'd)

Depreciation is charged to Statement of Profit and Loss so as to expense the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight line method, as per the useful life prescribed in Schedule II to the Companies Act, 2013.

Leasehold building (including improvements) is amortised on a straight-line basis over the period of the lease.

Asset Category	Useful lives (in years)
Buildings	30
Plant and equipment	15
Furniture and fixtures	8
Vehicles	6
Office equipment	5
Computer equipment	3

The Group has evaluated the applicability of component accounting as prescribed under Ind AS 16 and Schedule II of the Companies Act, 2013, the management has not identified any significant component having different useful lives.

Depreciation methods, useful lives and residual values are reviewed periodically and updated as required, including at each financial year end.

Capital work in progress represents projects under which the property, plant and equipment are not yet ready for their intended use and are carried at cost determined as aforesaid.

I. Intangible Assets

Intangible assets include cost of acquired software. Intangible assets are initially measured at acquisition cost including directly attributable costs of preparing the asset for its intended use.

Intangible assets are amortised over a period of three years.

J. Impairment of assets

Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in Statement of Profit and Loss.

K. Foreign currency translations

The functional currency of the Group is Indian rupee (₹).

Initial Recognition

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Subsequent Recognition

As at the reporting date, non-monetary items which are carried at historical cost and denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value denominated in a foreign currency are retranslated at the rates prevailing at the date when the fair value was determined. Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction.

Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses arising on settlement and restatement are recognised in the Statement of Profit and Loss.

Translation of financial statements of foreign operations

Assets and liabilities of foreign entities are translated into Indian Rupees on the basis of the closing exchange rates as at the end of the period. Income and expenditure and cash flow are generally translated using average exchange rates for the period unless those rates do not approximate the actual exchange rates at the dates of specific transactions, in which case the exchange rates as at the dates of transaction are used. All resulting exchange differences are recognised in Other Comprehensive Income. On consolidation, exchange differences arising from the translation of any net investment in foreign entities are recognised in Other Comprehensive Income. When a foreign operation is sold, the associated exchange differences are reclassified to the Statement of Profit and Loss, as a part of gain or loss on sale.

L. Lease

The Group's lease asset classes primarily consist of leases for land and buildings. The Group, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration. This policy has been applied to contracts existing and entered into on or after April 1, 2019.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Group's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets (assets of less than Rs. 3,50,000 ~ USD 5,000 in value). The Group recognises the lease payments associated with these leases as an expense over the lease term.

In the comparative period, leases under which the Group assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments and receipts under operating leases are recognised as an expense and income respectively, on a straight line basis in the statement of profit and loss over the lease term except where the lease payments are structured to increase in line with expected general inflation.

M. Government grants

The Group may receive government grants that require compliance with certain conditions related to the Group's operating activities or are provided to the Group by way of financial assistance on the basis of certain qualifying criteria.

Government grants are recognised when there is reasonable assurance that the grant will be received, and the Group will comply with the conditions attached to the grant. Accordingly, government grants:

1. related to or used for assets are included in the Balance Sheet as deferred income and recognised as income over the period in which the associated obligations are fulfilled.
2. related to incurring specific expenditures are taken to the Statement of Profit and Loss on the same basis and in the same periods as the expenditures incurred.
3. by way of financial assistance on the basis of certain qualifying criteria are recognised as they become receivable.

N. Income Taxes

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

i. Current tax

Current tax expenses are accounted in the same period to which the revenue and expenses relate. Provision for current income tax is made for the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the applicable tax rates and the prevailing tax laws.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

ii. Deferred tax

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill, an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

ii. Deferred tax (cont'd)

Deferred income tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

Deferred tax liabilities are generally recognized for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax liabilities and assets are measured at tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantially enacted by the end of the reporting period.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum Alternative Tax ("MAT") credit forming part of Deferred tax assets is recognized as an asset only when and to the extent there is reasonable certainty that the Group will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a reasonable certainty to the effect that the Group will pay normal income tax during the specified period.

O. Inventories

Inventory comprises food, beverages, stores and spare parts and are valued at the lower of cost and net realisable value.

Cost includes cost of purchase and other costs incurred in bringing the goods to their present location and condition and is determined on a weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion to make the sale.

P. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Q. Provisions and contingencies

Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation or it cannot be measured with sufficient reliability. The Group does not recognise a contingent liability but discloses its existence in the financial statements.

Contingent assets

Contingent assets are neither recognised nor disclosed. However, when realisation of income is virtually certain, related asset is recognised.

R. Statement of Cash Flows

Cash flows are reported using the indirect method, whereby profit/ (loss) before tax is adjusted for the effects of transactions of non cash nature and any deferrals or accruals of past or future cash receipts or payments. Cash flow for the year are classified by operating, investing and financing activities.

S. Earnings Per Share

Basic earnings per share is computed by dividing the profit or loss after tax by the weighted average number of equity shares outstanding during the year including potential equity shares on compulsory convertible debentures. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share.

T. Share based payments

The Holding Company has equity-settled share-based remuneration plans for the employees of the Group. None of the plans are cash-settled.

Where employees are rewarded using share-based payments, the fair value of employees' services is determined indirectly by reference to the fair value of the equity instruments granted. This fair value is appraised at the grant date and excludes the impact of non-market vesting conditions (for example profitability and sales growth targets and performance conditions).

All share-based remuneration is ultimately recognised as an expense in profit or loss with a corresponding credit to equity. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Upon exercise of share options, the proceeds received, net of any directly attributable transaction costs, are allocated to share capital up to the nominal (or par) value of the shares issued with any excess being recorded as share premium.

U. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Group is engaged in the business of operating and managing hotels/resorts and providing related services, which constitutes its single reportable segment.

Further, the Group derives its entire revenue from services rendered in India. Geographical segments of the Group are Tanzania and India.

V. Financial Instruments

1. Financial assets

i. Initial recognition and measurement

Financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial assets at initial recognition.

When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss directly attributable transaction costs. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the Statement of Profit and Loss.

Classification

- Cash and Cash Equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

- Debt Instruments

The Group classifies its debt instruments as subsequently measured at amortised cost, fair value through Other Comprehensive Income or fair value through profit or loss based on its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

  - Financial assets at amortised cost - Financial assets are subsequently measured at amortised cost if these financial assets are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest. Interest income from these financial assets is included as a part of the Group's income in the Statement of Profit and Loss using the effective interest rate method.

  - Financial assets at fair value through Other Comprehensive Income (FVOCI) - Financial assets are subsequently measured at fair value through Other Comprehensive Income if these financial assets are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest. Movements in the carrying value are taken through Other Comprehensive Income, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains or losses which are recognised in the Statement of Profit and Loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in Other Comprehensive Income is reclassified from Other Comprehensive Income to the Statement of Profit and Loss. Interest income on such financial assets is included as a part of the Group's income in the Statement of Profit and Loss using the effective interest rate method.

  - Financial assets at fair value through profit or loss (FVTPL) - Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on such debt instrument that is subsequently measured at FVTPL and is not part of a hedging relationship as well as interest income is recognised in the Statement of Profit and Loss.

- **Equity Instruments** - The Group subsequently measures all equity investments (other than the investment in subsidiaries, joint ventures and associates which are measured at cost) at fair value. Where the Group has elected to present fair value gains and losses on equity investments in Other Comprehensive Income ("FVOCI"), there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in the Statement of Profit and Loss as other income when the Group's right to receive payment is established.

  At the date of transition to Ind AS, the Group has made an irrevocable election to present in Other Comprehensive Income subsequent changes in the fair value of equity investments that are not held for trading

  When the equity investment is derecognised, the cumulative gain or loss previously recognised in Other Comprehensive Income is reclassified from Other Comprehensive Income to the Retained Earnings directly.

- **De-recognition**
  A financial asset is derecognised only when the Group has transferred the rights to receive cash flows from the financial asset. Where the Group has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised.

  Where the Group has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

ii. **Financial liabilities**
Initial recognition and measurement
Financial liabilities are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognised initially at fair value, plus, in the case of financial liabilities not at fair value through profit or loss directly attributable transaction costs.

Subsequent measurement
After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised, and through the amortisation process.

De-recognition
A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Derivatives
Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged and the type of hedge relationship designated. During the years reported, no hedge relationship was designated.

Equity instruments
An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in the Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

iii. Impairment of financial assets

The Group assesses, at each reporting date, whether a financial asset or a group of financial assets is impaired. Ind AS-109 on Financial Instruments, requires expected credit losses to be measured through a loss allowance. For trade receivables only, the Group recognises expected lifetime losses using the simplified approach permitted by Ind AS-109, from initial recognition of the receivables. For other financial assets (not being equity instruments or debt instruments measured subsequently at FVTPL) the expected credit losses are measured at the 12 month expected credit losses or an amount equal to the lifetime expected credit losses if there has been a significant increase in credit risk since initial recognition.

w. Business Combination

The Group uses the "acquisition method" of accounting to account for its business combinations as per which the identifiable assets or liabilities (and contingent liabilities) assumed are recognised at their fair values (with limited exceptions). Goodwill is measured as the excess of the sum of the consideration transferred, the amount of no controlling interests of the acquire, and the fair value of the acquirer's previously held equity interests in the acquiree over the net of the acquisition date amounts of identifiable assets acquired and the liabilities assumed. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in Other Comprehensive Income and accumulated in equity as Capital Reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognised directly in equity as Capital Reserve. Transaction costs incurred (other than debt related) in connection with a business combination, such as legal fees, due diligence fees and other professional and consulting fees are expensed as incurred. If the Group obtains control over one or more entities that are not businesses, then the bringing together of those entities are not business combinations. The cost of acquisition is allocated among the individual identifiable assets and liabilities of such entities, based on their relative fair values at the date of acquisition. Such transactions do not give rise to goodwill and no non-controlling interest is recognised. Business combinations of entities under common control are accounted using the "pooling of interests" method and assets and liabilities are reflected at the predecessor carrying values and the only adjustments that are made are to harmonise accounting policies. The figures for the previous periods are restated as if the business combination had occurred at the beginning of the preceding period irrespective of the actual date of the combination

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognized in Statement of Profit and Loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their fair value at the acquisition date. Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another Ind AS. Business combinations arising from transfer of interests in entities that are under common control are accounted at historical cost. The difference between any consideration given and the aggregate historical carrying amounts of assets and liabilities of the acquired entity are recorded in shareholders' equity.

x. Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs with two decimals as per the requirement of Schedule II, unless otherwise stated.

y. Recent Accounting Pronouncements

Standard issued and effective

On July 24, 2020, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Rules, 2020 containing Ind AS 116- As a practical expedient, a lessee may elect not to assess whether a rent concession that meets the conditions in paragraph 46B is a lease modification. A lessee that makes this election shall account for any change in lease payments resulting from the rent concession the same way it would account for the change applying this Standard if the change were not a lease modification.The practical expedient applies only to rent concessions occurring as a direct consequence of the Covid-19 pandemic on meeting the conditions mentioned in the above rule. A lessee shall apply that amendment for annual reporting periods beginning on or after the April 1st, 2020. In case a lessee has not yet approved the financial statements for issue before the issuance of this amendment, then the same may be applied for annual reporting periods beginning on or after the April 1st, 2019. The group has evaluated the effect of this amendment on the financial statements and concluded that there is no impact.

3	Property, plant and equipment		₹ in lakhs
		As at 31 March 2020	As at 31 March 2019
	Carrying amounts of:		
	Land (Freehold)	11,361.94	11,285.83
	Buildings	1,968.44	2,087.90
	Leasehold buildings (including improvements)	6,300.78	6,594.37
	Plant and equipments	3,048.17	3,580.00
	Furniture and fixtures	798.89	933.57
	Vehicles	52.43	77.69
	Office equipments	37.80	31.50
	Computer equipments	48.20	43.81
		23,616.65	**24,634.67**

	Cost or deemed cost:										
											₹ in lakhs
	Particulars	Land (Freehold)	Buildings	Leasehold buildings (including improvements)	Plant and equipment's	Furniture and fixtures	Vehicles	Office equipments	Computer equipments	Total
	Gross Block									
	Balance as at 1 April 2018	**11,720.49**	**3,444.48**	**10,131.17**	**10,246.98**	**4,931.33**	**774.61**	**930.32**	**612.83**	**42,792.21**
	Additions	-	12.35	102.82	193.96	247.18	3.50	18.11	28.77	606.69
	Disposals/written off	-	2.65	-	166.63	124.12	14.68	-	35.53	343.61
	Currency translation differences	(50.17)	-	-	-	-	-	-	-	(50.17)
	Balance as at 31 Mar 2019	**11,770.66**	**3,454.18**	**10,233.99**	**10,274.31**	**5,054.39**	**763.43**	**948.43**	**606.07**	**43,105.46**
	Additions	6.51	1.67	20.56	162.60	75.49	32.99	15.93	28.86	344.61
	Disposals/written off	-	-	-	32.58	4.02	19.85	0.56	3.58	60.59
	Currency translation differences	112.80	-	-	-	-	-	-	-	112.80
	Balance as at 31 Mar 2020	**11,889.97**	**3,455.85**	**10,254.55**	**10,404.33**	**5,125.86**	**776.57**	**963.80**	**631.35**	**43,502.28**
	Accumulated depreciation									
	Balance as at 1 April 2018	**441.63**	**1,250.30**	**3,322.82**	**6,104.78**	**4,034.76**	**676.88**	**909.41**	**582.40**	**17,322.98**
	Charge for the year	43.20	117.09	316.80	693.80	208.23	23.54	11.24	18.29	1,432.19
	Reversal on disposal/adjustments	-	1.11	-	104.27	122.17	14.68	3.72	38.43	284.38
	Balance as at 31 March 2019	**484.83**	**1,366.28**	**3,639.62**	**6,694.31**	**4,120.82**	**685.74**	**916.93**	**562.26**	**18,470.79**
	Charge for the year	43.20	121.13	314.15	679.52	210.17	58.25	9.63	24.47	1,460.52
	Reversal on disposal/adjustments	-	-	-	17.67	4.02	19.85	0.56	3.58	45.68
	Balance as at 31 March 2020	**528.03**	**1,487.41**	**3,953.77**	**7,356.16**	**4,326.97**	**724.14**	**926.00**	**583.15**	**19,885.63**
	Net block									
	Balance as at 31 March 2019	**11,285.83**	**2,087.90**	**6,594.37**	**3,580.00**	**933.57**	**77.69**	**31.50**	**43.81**	**24,634.67**
	Balance as at 31 March 2020	**11,361.94**	**1,968.44**	**6,300.78**	**3,048.17**	**798.89**	**52.43**	**37.80**	**48.20**	**23,616.65**

		As at 31 March 2020	As at 31 March 2019
		₹ in lakhs	₹ in lakhs
3A	Capital work-in-progress	2,147.11	2,093.08

3B	Right-of-use assets			
	Carrying amounts of:			
	ROU Assets (Land)		1,033.62	-
	ROU Assets (Building)		4,257.90	-
			5,291.52	-
	Cost or deemed cost:			
				₹ in lakhs
	Particulars	Land	Buildings	Total
	Gross Block			
	Balance as at 01 April 2018	-	-	-
	Additions	-	-	-
	Disposals/written off	-	-	-
	Balance as at 01 April 2019	-	-	-
	Impact of adoption of Ind AS 116 (refer note 40)	1,031.93	2,404.22	3,436.15
	Additions	47.48	2,245.99	2,293.47
	Disposals/written off	-	-	-
	Balance as at 31 March 2020	1,079.41	4,650.21	5,729.62
	Accumulated depreciation			
	Balance as at 01 April 2018	-	-	-
	Charge for the year	-	-	-
	Reversal on disposal/adjustments	-	-	-
	Balance as at 01 April 2019	-	-	-
	Charge for the year	45.79	392.31	438.10
	Reversal on disposal/adjustments	-	-	-
	Balance as at 31 March 2020	45.79	392.31	438.10
	Net block			
	Balance as at 31 March 2019	-	-	-
	Balance as at 31 March 2020	1,033.62	4,257.90	5,291.52

3C	Goodwill		
	Cost or deemed cost	1,774.70	1,774.70

		As at 31 March 2020	As at 31 March 2019
		₹ in lakhs	₹ in lakhs
3D	Other intangible assets		
	Carrying amounts of:		
	Softwares	25.14	-
		25.14	-
	Cost or deemed cost:		₹ in lakhs
	Particulars	Softwares	Total
	Gross block		
	Balance as at 1 April 2018	42.00	42.00
	Additions	-	-
	Disposals/written off	-	-
	Balance as at 31 March 2019	42.00	42.00
	Additions	25.24	25.24
	Disposals/written off	-	-
	Balance as at 31 March 2020	67.24	67.24
	Accumulated depreciation		
	Balance as at 1 April 2018	41.12	41.12
	Charge for the year	0.87	0.87
	Reversal on disposal/adjustments	-	-
	Balance as at 31 March 2019	41.99	41.99
	Additions	0.11	0.11
	Reversal on disposal/adjustments	-	-
	Balance as at 31 March 2020	42.10	42.10
	Net block		
	Balance as at 31 March 2019	-	-
	Balance as at 31 March 2020	25.14	25.14

	As at 31-Mar-20	As at 31-Mar-19
	₹	₹
4. Investments		
Government securities (unquoted) carried at cost		
National savings certificate	2.25	2.25
	2.25	2.25

5. Other financial assets		
(Unsecured, considered good)		
Balances with banks		
a) Fixed Deposits under lien		
- for hotel properties	300.00	130.00
- for term loan (refer note 17 A(i))	160.71	150.35
- for others	367.06	338.17
b) Fixed Deposits (maturities more than twelve months)	103.38	103.38
Security deposits		
- for hotel properties	388.62	362.31
- for others	1,018.21	1,001.79
Other financial assets	19.99	68.72
	2,357.97	2,154.72
Unsecured, considered doubtful		
Security deposits for others	12.00	12.00
Other advances	82.87	43.07
	94.87	55.07
Less: Allowances for doubtful advances/deposits	(94.87)	(55.07)
	-	-
	2,357.97	2,154.72

6. Deferred tax asset (net)		
Deferred tax assets	881.05	587.40
Deferred tax liabilities	(382.91)	(194.77)
Net Deferred tax assets	**498.14**	**392.63**

Significant components of deferred tax asset / (liability) for the year ended March 31, 2020 are as follows:

	Opening Balance	Recognised in Retained earnings	Recognised in profit or loss	Recognised in Other comprehensive income	MAT credit utilised	Closing Balance
(i) Difference between written down value of fixed assets as per books of accounts and Income Tax Act,1961.	(171.63)	-	(191.32)	-	-	(362.95)
(ii) Allowances for doubtful receivables and advances	77.74	-	22.90	-	-	100.64
(iii) Re-measurement of defined benefit liability	116.94	-	2.58	(16.11)	-	103.41
(iv) Valuation of loan under effective interest rate	(23.14)	-	3.18	-	-	(19.96)
(v) Minimum Alternate Tax (MAT) Credit	273.38	-	-	-	(218.27)	55.11
(vi) Measurement of security deposits at fair value	83.04	-	(3.20)			79.84
(vii) Disallowance under 40(a)(ia)	36.30	-	37.47	-	-	73.77
(viii) Lease assets net of lease liabilities	-	194.58	273.70			468.28
Total	**392.63**	**194.58**	**145.31**	**(16.11)**	**(218.27)**	**498.14**

Significant components of deferred tax asset / (liability) for the year ended March 31, 2019 are as follows :

	Opening Balance	Recognised in Retained earnings	Recognised in profit or loss	Recognised in Other comprehensive income	MAT credit utilised	Closing Balance
(i) Difference between written down value of fixed assets as per books of accounts and Income Tax Act,1961.	(103.13)	-	(68.49)	-	-	(171.63)
(ii) Provision for doubtful receivables and advances	86.11	-	(8.36)	-	-	77.74
(iii) Re-measurement of defined benefit liability	109.98	-	6.08	0.88	-	116.94
(iv) Valuation of loan under effective interest rate	(0.21)	-	(22.94)	-	-	(23.14)
(v) Minimum Alternate Tax (MAT) Credit	386.01	-	44.06	-	(156.69)	273.38
(vi) Measurement of security deposits at fair value	80.98	-	2.05			83.04
(vii) Disallowance under 40(a)(ia)	-	-	36.30	-	-	36.30
Total	**559.73**	**-**	**(11.31)**	**0.88**	**(156.69)**	**392.63**

7. Other non-current assets		
Unamortised portion of security deposits	66.82	677.74
Balances with Government authorities (Goods and Services Tax)	38.82	8.56
Advance tax, net of provision ₹ 111.71 lakhs (as at 31 March 2019: ₹ 29.93 lakhs)	1,185.61	971.25
Prepaid Expenses	17.65	-
Others	325.61	202.67
	1,634.51	**1,860.22**
Capital advances		
-Unsecured, considered good	2.00	167.30
-Unsecured, considered doubtful	1.76	-
Less: Provision for doubtful advances	(1.76)	-
	2.00	**167.30**
	1,636.51	**2,027.52**

		As at 31-Mar-20 ₹ in lakhs	As at 31-Mar-19 ₹ in lakhs
8	**Inventories**		
	(At lower of cost or net realisable value)		
	Food and beverages	168.35	186.14
	Stores and spares	53.86	51.54
		222.21	**237.69**

9	**Trade receivables**		
	Unsecured		
	- Considered good	2,326.95	1,857.39
	- Credit impaired	472.42	389.95
		2,799.37	**2,247.34**
	Less: Allowance for credit impaired	(472.42)	(389.95)
		2,326.95	**1,857.39**
	Note:		
	No trade or other receivables are due from directors or other officers of the Company, either severally or jointly with any other person, nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.		

10	**Cash and cash equivalents**		
	Balances with banks		
	- in current accounts	1,779.07	2,440.96
	- in deposit accounts (with maturity upto 3 months)*	157.01	959.97
	Cash on hand	29.26	51.25
		1,965.34	**3,452.18**
	*'Fixed deposits amounting to Rs. Nil (as on March 31, 2019: Rs. 610 lakhs) are voluntarily held towards a trade payable. Refer Note 26 (ii).		

11	**Bank balances other than cash and cash equivalents**		
	Balances with banks		
	- in deposit accounts*	2,034.85	376.65
	- in deposit accounts earmarked for margin money for bank guarantee	-	320.00
	- Unpaid dividend account	3.75	2.34
		2,038.60	**698.99**
	*'Fixed deposits amounting to Rs. 1197.20 lakhs (as on March 31, 2019: Rs. Nil) are voluntarily held towards a trade payable. Refer Note 26 (ii).		

12	Other financial assets		
	Interest accrued on bank deposits	88.79	85.45
	Security deposits	13.84	8.49
	Unbilled revenue	2.09	21.21
	Other receivables		
	- Unsecured, considered good	224.57	202.20
	- Unsecured, considered doubtful	5.04	1.85
		334.33	**319.20**
	Less: Allowances for other receivables	5.04	1.85
		329.29	**317.35**

13	Current tax assets (net)		
	Advance tax, net of provision	5.89	13.23
		5.89	**13.23**

14	Other current assets		
	Advances to suppliers	344.62	305.10
	Prepaid expenses	201.49	270.65
	Advances to employees	30.53	45.30
	Balances with Government authorities (Goods and Services Tax)	24.99	21.00
	Others	51.43	52.76
		653.06	**694.81**

		As at 31 March 2020		As at 31 March 2019	
		Number	Amounts	Number	Amounts
			₹ in lakhs		₹ in lakhs
15	**Share capital**				
	Authorised share capital				
	Equity shares of ₹ 10 each	5,00,00,000	5,000.00	5,00,00,000	5,000.00
		5,00,00,000	**5,000.00**	**5,00,00,000**	**5,000.00**
	Issued, subscribed and fully paid up				
	Equity shares of ₹ 10 each	2,74,25,215	2,742.52	2,74,06,715	2,740.67
		2,74,25,215	**2,742.52**	**2,74,06,715**	**2,740.67**

		As at 31 March 2020		As at 31 March 2019	
a)	**Reconciliation of equity share capital**	Number	Amounts	Number	Amounts
			₹ in lakhs		₹ in lakhs
	Balance at the beginning of the year	**2,74,06,715**	**2,740.67**	**2,73,01,188**	**2,730.12**
	Add : Issued during the year under ESOP plan (refer note 49)	18,500	1.85	1,05,527	10.55
	Balance at the end of the year	**2,74,25,215**	**2,742.52**	**2,74,06,715**	**2,740.67**

		Number of shares held	% holding in class of shares	Number of shares held	% holding in class of shares
b)	**Shareholders holding more than 5% of the shares of the Company**				
	Equity shares of ₹ 10 each				
	Mr. Chander K. Baljee	1,20,58,131	43.97%	1,20,01,060	43.79%
	Baljees Hotels and Real Estates Private Limited	57,14,689	20.84%	57,14,689	20.85%
		1,77,72,820	**64.81%**	**1,77,15,749**	**64.64%**

15. Share capital (cont'd)

c)	**Terms and rights attached to equity shares**
	The Company has one class of equity shares having a face value of ₹ 10 per share. Each holder of the equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity will be entitled to receive the remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.
d)	**Aggregate number of bonus shares issued and shares issued for consideration other than cash during the period of five years immediately preceding the reporting date**
	The Company has not issued any bonus shares nor has there been any buy back of shares during five years immediately preceding 31 March 2020. Further, the Company has not issued any shares without payment being received in cash.

e)	**Shares reserved for issue under options granted under the Company's Employee Stock Option Scheme, 2014 (refer note 46)**		
	Particulars	**As at 31 March 2020 Number**	**As at 31 March 2019 Number**
	Ordinary Shares of ₹ 10 each	10,49,698	11,18,698

16	Other equity								
	For the year ended 31 March 2020								
									(₹ in lakhs)
		Reserves and Surplus						Foreign Currency Translation Reserve	Total Other equity
		Securities Premium	ESOP Reserve	Retained Earnings	Capital Reserve	General Reserve	Capital Redemption Reserve		
	Balance as at 1 April 2019	**11,491.28**	**84.05**	**1,457.85**	**920.39**	**1,020.66**	**-**	**32.83**	**15,007.06**
	Profit for the period	-	-	491.16	-	-	-	-	491.16
	Other comprehensive income/(loss), net of tax	-	-	45.03	-	-	-	-	45.03
	Total Comprehensive Income	**-**	**-**	**536.19**	**-**	**-**	**-**	**-**	**536.19**
	Movements during the year	-	-	-	21.73	(1.49)	1.49	93.66	115.39
	Securities premium on shares allotted during the year	37.15	-	-	-	-	-	-	37.15
	Dividend	-	-	(548.50)	-	-	-	-	(548.50)
	Tax on dividend	-	-	(112.75)	-	-	-	-	(112.75)
	Buyback tax	-	-	(30.46)	-	-	-	-	(30.46)
	Impact on adoption of Ind AS 116	-	-	(570.26)	-	-	-	-	(570.26)
	Recognition of share based payment	(8.72)	(16.93)	-	-	-	-	-	(25.65)
	Balance as at 31 March 2020	**11,519.71**	**67.12**	**732.07**	**942.12**	**1,019.17**	**1.49**	**126.49**	**14,408.17**

	For the year ended 31 March 2019							
								(₹ in lakhs)
		Reserves and Surplus					Foreign Currency Translation Reserve	Total Other equity
		Securities Premium	ESOP Reserve	Retained Earnings	Capital Reserve	General Reserve		
	Balance as at 1 April 2018	**11,381.66**	**131.02**	**784.88**	**899.32**	**1,020.66**	**(34.03)**	**14,183.51**
	Profit for the year	-	-	1,194.32	-	-	-	1,194.32
	Other comprehensive income/(loss), net of tax	-	-	5.15	-	-	-	5.15
	Total comprehensive income	**-**	**-**	**1,199.47**	**-**	**-**	**-**	**1,199.47**
	Movements during the year	-	-	-	21.07	-	66.86	87.93
	Securities premium on shares allotted during the year	122.41	-	-	-	-	-	122.41
	Dividend	-	-	(410.85)	-	-	-	(410.85)
	Tax on dividend	-	-	(115.65)	-	-	-	(115.65)
	Recognition of share based payment	(12.79)	(46.97)	-	-	-	-	(59.76)
	Balance as at 31 March 2019	**11,491.28**	**84.05**	**1,457.85**	**920.39**	**1,020.66**	**32.83**	**15,007.06**

		As at 31-Mar-20 ₹ in lakhs	As at 31-Mar-19 ₹ in lakhs
17	**Borrowings**		
	Secured		
	Term loans		
	from Banks (refer note (A (i) below)	3,526.62	3,716.75
	from financial institutions (refer note B below)	4,759.22	5,566.20
	from others (refer note C below)	500.00	500.00
	Vehicle loans from banks (refer note A (ii) below)	20.03	24.22
		8,805.87	**9,807.17**
	Less: Current maturities of long-term debt (refer note (D) below)	941.24	1,045.64
		7,864.63	**8,761.53**
	Unsecured (refer note E below)		
	from related parties (refer note 41 (ii))	605.00	105.00
		8,469.63	**8,866.53**

Notes:

A. **Details of terms of repayment, guarantee and security for term loans from banks**

1. During the previous year, the Company had availed Indian Rupee term loan (RTL) from ICICI Bank Limited of ₹ 3,900 lakhs towards repayment of term loan from Tourism Finance Corporation of India Limited (TFCIL) including related transaction expenses.

   The loan is secured by exclusive charge by way of equitable mortgage of leasehold rights of the land and equitable mortgage of building of Hotel Royal Orchid Regenta, Bangalore. The loan is further secured by exclusive charge by way of hypothecation of all the moveable fixed assets and current assets of the Company. Also, the loan is secured by lien on fixed deposit held with a bank of ₹ 160.71 lakhs (as on March 31, 2019: ₹ 150.35 lakhs) as Debt Service Reserve. Additionally, the loan is secured by an irrevocable and unconditional personal guarantee of Mr. Chander K Baljee, Managing Director.

17. Borrowings (Cont'd)

The term loan is repayable in 44 quarterly instalments commencing from 10 October 2018, which ranges from 1.33% - 3.22% of the loan amount and bearing annual interest rate of MCLR-1Y plus spread of 1.8%.

2. The Holding Company and two of its subsidiaries had availed vehicle loans which are secured by the hypothecation of the vehicles concerned and bear interest rate of 10-12% per annum. These vehicle loans are repayable in monthly installments, commencing from July 2010 till November 2021.

B. Details of terms of repayment, guarantee and security for term loans from financial institutions

1. During the year ended 31 March 2018, the Company had entered in to an agreement with Tourism Finance Corporation of India Ltd (TFCI) for availing term loan of ₹ 2000.00 lakhs towards repayment of term loan from SREI. The loan is repayable in 141 monthly instalments commencing from 15 July 2018 and bears an interest rate of 11.50% (MCLR) + premium of 0.70% (w.e.f. 01.06.2019 - 11.70% (MCLR) + premium of 1.00%). The loan is secured by way of mortgage of the hotel property and exclusive charge by way of hypothecation of all movable assets, current assets, loans and advances, long term and short term investments of the Company, both present and future. Further, the loan is secured by way of exclusive charge by way of pledge of 100% of fully paid-up equity shares of the Company and by Corporate Guarantee of the Holding Company and the personal guarantee of a Director of the Company.

   The company is maintaining a fixed deposit with ICICI bank amounting Rs.36.00 lacs towards Debt Service Reserve Account (DSRA) equivalent to one month principal and interest in favour of TFCI.

   The term loan balance outstanding as at March 31, 2020 is ₹ 1,722.00 lakhs (March 31, 2019: ₹ 1,883.00 lakhs)

2. During the year ended March 31, 2017, Ksheer Sagar Developers Private Limited has availed an Indian rupee term loan ('the loan') from Rajasthan State Industrial Development & Investment Corporation Ltd. (RIICO) for ₹ 4,500.00 lakhs towards swapping of term loan of ₹ 4,000.00 lakhs and overdraft limit of ₹ 500.00 lakhs extended by IDBI Bank for setting up of Royal Orchid Hotel, Jaipur ('the hotel').
   The loan is secured by exclusive first charge on the entire existing fixed assets acquired and fixed assets to be acquired for the hotel project. Additionally, the loan is secured by Corporate Guarantee of Royal Orchid Hotels Limited (' the Joint Venturer') and the personal guarantees of Mr. Jagdish Prasad Tambi (Director) and Mr. Chander K. Baljee (Director of the Joint Venturer).

   The loan is repayable in 31 quarterly instalments ranging from ₹ 45.00 lakhs - ₹ 220.00 lakhs commencing from May 15, 2016 and bear an interest rate of 13.25% p.a.(w.e.f. 15.04.2019 - 10% p.a.) on quarterly compounding basis for first three years and thereafter at prevailing lending rate subject to satisfactory repayment behaviour for first three years.

   The term loan balance outstanding as at March 31, 2020 is ₹ 3,037.22 lakhs (March 31, 2019: ₹ 3,665.13 lakhs)

C. Details of terms of repayment, guarantee and security for secured loans from Others

Rivershore Developers Private Limited (formerly Amartara Hospitality Private Limited), a subsidiary company, has obatined a term loan from Baljiees Hotels and Real Estate Private Limited which is secured by way of first charge on the fixed assets and current assets of , both present and future. The loan bears interest rate of 18% p.a. The balance outstanding as at March 31, 2020 is ₹ 500.00 lakhs (March 31, 2019: ₹ 500.00 lakhs)

D. The current portion of the long-term loans where instalments are due within one year have been classified as "current maturities of long-term debt" under other financial liabilities. (refer note 27)

E. During the year the company has borrowed ₹ 500 lakhs from related parties repayable in 24 months and bear an interest rate of 10.55% per annum. Remaining unsecured loans of ₹ 105 lakhs are repayable in April 2021 and bear an interest rate of 18% per annum.

F. During the year, the group has availed the moratorium as announced by RBI for COVID-19 regulatory package (vide notification (No.: RBI/2019-20/186; dt Mar 27, 2020)), for deferrment of payment of installment pertaining to March, 2020.

		As at 31-Mar-20 ₹ in lakhs	As at 31-Mar-19 ₹ in lakhs
18	**Lease Liabilities**		
	Lease Liabilities	5,088.21	-
		5,088.21	**-**

19	**Trade Payables (non-current)**		
	(a) total outstanding dues of micro enterprises and small enterprises	-	-
	(b) total outstanding dues of creditors other than micro enterprises and small enterprises	9.68	113.19
		9.68	**113.19**

20	**Other Financial Liabilities**		
	Interest accrued but not due on borrowings	15.95	30.01
	Security deposits received (refer note 41 (ii))	30.00	30.00
		45.95	**60.01**

21	**Long-term provisions**		
	Employee benefits		
	Gratuity (refer note 42(b))	181.03	266.00
	Compensated absences (refer note 42(c))	32.83	74.70
		213.86	**340.70**

22	**Deferred tax liability (net)**		
	Deferred tax liabilities	199.80	249.37
	Deferred tax assets	(175.79)	(228.04)
	Net Deferred tax liabilities	**24.01**	**21.33**

Significant components of deferred tax (asset) / liability for the year ended March 31, 2020 are as follows :

	Particular	Opening Balance	Recognised in profit or loss	Recognised in other comprehensive Income	Closing Balance
	(i) Difference between written down value of fixed assets as per books of accounts and Income Tax Act,1961	249.37	(49.57)	-	199.80
	(ii) Provision for doubtful receivables	(6.25)	5.39	-	(0.86)
	(iii) Re-measurement of defined benefit liability	(9.18)	(0.71)	0.81	(9.08)
	(iv) Unabsorbed depreciation losses and other timing difference items	(212.13)	46.73	-	(165.40)
	(v) Measurement of security deposits at fair value	(0.48)	0.03	-	(0.45)
	Total	**21.33**	**1.87**	**0.81**	**24.01**

22	Deferred tax liability (net) (cont'd)				
	Significant components of deferred tax asset / (liability) for the year ended March 31, 2019 are as follows :				
	Particular	Opening Balance	Recognised in profit or loss	Recognised in other comprehensive income	Closing Balance
	(i) Difference between written down value of fixed assets as per books of accounts and Income Tax Act,1961	387.76	(138.39)	-	249.37
	(ii) Provision for doubtful receivables	(13.43)	7.18	-	(6.25)
	(iii) Re-measurement of defined benefit liability	(17.32)	8.31	(0.17)	(9.18)
	(iv) Unabsorbed depreciation losses and other timing difference items	(310.25)	98.12	-	(212.13)
	(v) Measurement of security deposits at fair value	(0.42)	(0.06)	-	(0.48)
	Total	**46.34**	**(24.84)**	**(0.17)**	**21.33**

		As at 31-Mar-20 ₹ in lakhs	As at 31-Mar-19 ₹ in lakhs
23	**Other non-current liabilities**		
	Deferred revenue arising from Government grant related to assets	-	3.51
	Retention money payable	42.50	42.50
		42.50	**46.01**

Notes to Consolidated financial statements

		As at 31-Mar-20 ₹ in lakhs	As at 31-Mar-19 ₹ in lakhs
24	**Short-term borrowings**		
	Unsecured		
	Loans repayable on demand		
	availed by subsidiary companies from its directors (refer note (i))	179.07	116.57
	availed by subsidiary company from its shareholders (refer note (ii))	151.07	151.07
		330.14	**267.64**
	Note:		
(i)	Loans aggregating ₹ 144.99 lakhs (March 31, 2019: ₹ 82.49 lakhs) were carrying interest rates ranging from 14% to 18% per annum till 30.09.2019, interest has been waived w.e.f. 01.10.2019 . Loans aggregating ₹ 34.08 lakhs (March 31, 2019: ₹ 34.08 lakhs) are interest-free.		
(ii)	Loans are interest-free and repayable on demand.		

25	**Lease Liabilities**		
	Lease Liabilities	336.95	-
		336.95	**-**

26	**Trade payables**		
	(a) total outstanding dues of micro enterprises and small enterprises	-	-
	(b) total outstanding dues of creditors other than micro enterprises and small enterprises (refer note (i) & (ii) below)	3,844.57	3,524.61
		3,844.57	**3,524.61**
(i)	Based on the information available with the Company, there are no outstanding dues in respect of Micro and Small enterprises at the Balance Sheet date. The above disclosure has been determined to the extent such parties have been identified on the basis of information available to the Company. This has been relied upon by the auditors.		
(ii)	Includes a trade payable of Rs. 903 Lakhs (as on March 31, 2019: Rs. 494 lakhs) against which the Company voluntarily holds a fixed deposit. Refer Note 10 and 11.		

27	**Other financial liabilities**		
	Current maturities of long-term debt (refer note 17)	941.24	1,045.64
	Interest accrued and due on borrowings	1,391.49	1,333.71
	Interest accrued and not due on borrowings	64.24	123.64
	Unclaimed dividends [refer note (a) below]	3.75	2.34
	Payables on purchase of Property, Plant and Equipment	354.39	343.04
	(including retention money payable)		
	Book overdrafts	168.89	37.21
	Others	71.59	75.08
		2,995.59	**2,960.66**
	Note:		
(a)	The Holding company has transferred an amount of ₹ Nil (31 March 2019: ₹ 1.43 lakhs) to Investor Education and Protection Fund during the year.		

28	**Short-term provisions**		
	Employee benefits		
	Gratuity (refer note 42(b))	144.91	69.77
	Compensated absences (refer note 42(c))	39.83	39.31
		184.74	**109.08**

29	**Current tax liabilities (net)**		
	Provision for taxes, net of advance taxes ₹ 1185.61 lakhs (as at 31 March 2019: ₹ 971.25 lakhs)	111.71	29.93
		111.71	**29.93**

30	**Other current liabilities**		
	Statutory dues	171.54	419.61
	Advance received from customers	905.80	700.04
	Retention money payable	442.62	455.04
	Others	309.09	272.01
		1,829.05	**1,846.70**

		Year ended 31-Mar-20 ₹ in lakhs	Year ended 31-Mar-19 ₹ in lakhs
31	**Revenue from operations**		
	From sale of services at hotels		
	- Room nights	11,382.80	11,767.49
	- Food and beverages	7,164.08	6,906.22
	- Other services	765.35	600.15
	From hotel management and consultancy services	1,191.05	1,109.42
		20,503.28	**20,383.28**

32	**Other income**		
	Interest income		
	- on deposits with banks	211.50	161.84
	- on income tax refund	2.03	14.11
	- on others	0.78	10.09
	License Fee income	20.27	27.36
	Income under Government Incentive Scheme	-	94.45
	Revenue arising from Government grant related to assets	3.51	23.20
	Interest income earned on Financial Assets that are not designated at fair value through Profit or Loss (refer note below (i))	26.31	27.23
	Gain from foreign currency transactions and translations, net	84.77	45.49
	Provisions/ Liabilities no longer required, written back	241.81	205.98
	Recovery from managed properties	764.44	836.74
	Miscellaneous	112.21	75.06
		1,470.53	**1,521.56**
	Note:		
	(i) Pertains to interest income earned on account of discounting of the rental deposits.		

33	**Food and beverages consumed**		
	Opening stock	186.14	176.70
	Add : Purchases during the year	2,447.36	2,208.44
		2,633.50	**2,385.14**
	Less : Closing stock	168.35	186.14
	Consumption	**2,465.15**	**2,199.00**

34	Employee benefits expense		
	Salaries and wages (includes Share based payments to employees ₹ (0.96) lakhs (for the year ending March 31, 2019: ₹ (9.28) lakhs))	4,763.36	4,372.12
	Contribution to provident fund (refer note 42(a))	162.58	156.16
	Gratuity expense (refer note 42(b))	95.65	94.00
	Staff welfare expenses	394.78	386.88
		5,416.37	**5,009.16**

35	Finance costs		
	Interest expenses		
	- on term loan	1,058.49	1,226.50
	- on present value accounting of liability towards investment in a subsidiary	25.34	26.72
	- on lease liability of ROU assets	429.07	-
	- on unsecured loan	38.28	51.60
	- on Interest on delayed/deferred payment of advance tax	3.98	2.60
	- on vehicle loans	1.39	3.69
	- on others	6.56	10.00
		1,563.11	**1,321.11**

36	Depreciation and amortisation		
	Depreciation (refer note 3 and 3B)	1,898.62	1,432.19
	Amortisation (refer note 3D)	0.11	-
		1,898.73	**1,432.19**

		Year ended 31-Mar-20 ₹ in lakhs	Year ended 31-Mar-19 ₹ in lakhs
37	Other expenses		
	Guest transportation	140.88	137.62
	Linen and room supplies	313.26	341.34
	Catering and other kitchen supplies	179.21	159.39
	Cablenet charges	41.50	34.85
	Uniform washing and laundry	216.79	250.96
	Music and entertainment	58.94	64.61
	Banquet expenses	726.62	786.78
	Power, fuel and water	1,940.75	1,845.89
	Spa expense	29.92	18.22
	Garden, landscaping and decoration	56.99	55.97
	Security charges	197.74	193.92
	Communication	171.20	154.11
	Printing and stationery	117.86	133.06
	Subscription charges	177.16	105.15
	Rent	1,003.30	1,494.28
	Repairs and maintenance		
	- Buildings	199.32	146.92
	- Plant and equipment	311.07	317.68
	- Others	245.54	257.00
	Insurance	62.44	105.05
	Commission and brokerage	763.55	887.78

		Year ended 31-Mar-20 ₹ in lakhs	Year ended 31-Mar-19 ₹ in lakhs
37	**Other expenses**		
	Rates and taxes	664.90	537.99
	Legal and professional	759.77	656.35
	Travelling and conveyance	191.79	213.32
	Advertisement and business promotion	449.54	427.66
	Allowance for doubtful receivables (expected credit loss allowance)	114.82	5.58
	Bad receviables/advances written off	32.35	26.84
	Less: Write back of provision for doubtful receivables/ advances	(32.35)	(2.00)
		-	24.84
	Directors' commission & sitting fees	33.97	46.63
	Royalty	-	22.10
	Bank charges	39.60	66.08
	Expenditure on Corporate Social Responsibility (CSR)	47.08	21.98
	Loss on sale/write off of assets	12.12	59.23
	Provision for doubtful advances	44.74	-
	Advances/Deposits written off	28.36	57.06
	Miscellaneous	220.05	185.53
		9,560.78	**9,814.93**

38	**Income tax expenses**		
	A. Amount recognised in profit or loss		
	Current tax		
	Income tax for the year	698.65	830.95
	Adjustments/(credits) related to previous years - Net	5.89	-
	Total current tax	**704.54**	**830.95**
	Deferred tax		
	Deferred tax for the year	(142.63)	30.52
	Minimum alternative tax credit	-	(44.06)
	Total deferred tax	**(142.63)**	**(13.54)**
	Total	**561.91**	**817.41**
	B. Amount recognised in other comprehensive income		
	The tax (charge)/credit arising on income and expenses recognised in other comprehensive income is as follows:		
	Deferred tax		
	On items that will not be reclassified to profit or loss		
	Remeasurement gains/(losses) on defined benefit plans	(16.11)	(1.05)
	Total	**(16.11)**	**(1.05)**

39	Earnings per share		
	Basic		
	Weighted average number of shares outstanding	2,74,21,778	2,73,71,812
	Net profit after tax attributable to equity shareholders in ₹ lakhs	558.26	1,321.07
	Basic earnings per share in ₹	2.04	4.83
	Nominal value per equity share in ₹	10	10
	Diluted		
	Weighted average number of shares outstanding	2,76,38,639	2,76,01,678
	Net profit after tax attributable to equity shareholders in ₹ lakhs	558.26	1,321.07
	Diluted earnings per share in ₹	2.02	4.79
	Nominal value per equity share in ₹	10	10

40. Effective April 1, 2019, the Group has applied IND AS 116 "Leases" to all applicable lease contracts existing on April 1, 2019 using the modified retrospective approach. Accordingly, the Group has not restated comparative information, instead, the cumulative impact on adoption of the Standard has been recognised as an adjustment to the opening balance of retained earnings as on April 1, 2019. On transition, the adoption of the new Standard resulted in recognition of Right-of-Use assets (ROU) of ₹ 3,436.18 (including security deposit of Rs. 635.30 lakhs) lakhs and a lease liability of ₹ 3,603.43 lakhs. The cumulative effect of applying the Standard resulted in ₹ 570.26 lakhs being debited to retained earnings (net of taxes ₹ 230.03 lakhs). New lease contracts entered into during the year have been accounted under Ind AS 116, as applicable.

Consequent to the adoption of Ind AS 116, the nature of expenses in respect of operating leases has changed from lease "Rent Expense" in the previous period to "Depreciation and Amortisation expenses" for the "Right of Use assets" and "Finance cost" for interest accrued on Lease Liability in the Statement. As a result the "Rent Expense", "Depreciation and Amortisation expense" and "Finance cost" of the current period is not comparable to the earlier periods and the reconciliation of the above effect for the year ended March 31, 2020 is as under:

(₹ in Lakhs)

Particulars	Year ended March 31, 2020 comparable basis	Changes due to Ind As 116 increase/ (decrease)	Year ended March 31, 2020 as reported
Rent expense	1,689.94	(686.64)	1,003.30
Depreciation and Amortisation expenses	1,460.62	438.11	1,898.73
Finance costs	1,134.04	429.07	1,563.11
Profit before tax	1,250.21	(180.54)	1,069.67
Less: Tax expense	613.86	(51.95)	561.91
Net Profit for the Year	636.34	(128.58)	507.76

41 Related parties

Key Management Personnel (KMP)

Mr. Chander K. Baljee

Relatives of KMP

Mrs. Sunita Baljee (upto November 10, 2019)

Mr. Sunil Sikka

Mr. Keshav Baljee (w.e.f. November 11, 2019)

Entities controlled by KMP

Baljees Hotels and Real Estate Private Limited

Hotel Staylonger Private Limited

Entities significantly influenced by KMP

Presidency College of Hotel Management

i. The transactions with related parties for the year are summarised below:

(₹ in lakhs)

Nature of transaction	Key Management Personnel		Relatives of KMP		Entity controlled by KMP	
	Year ended 31 March 2020	Year ended 31 March 2019	Year ended 31 March 2020	Year ended 31 March 2019	Year ended 31 March 2020	Year ended 31 March 2019
Interest expense on loans taken						
Baljees Hotels and Real Estate Private Limited	-	-	-	-	105.43	104.40
Mr. Chander K. Baljee	4.76	4.50	-	-	-	-
Hotel Staylonger Private Limited	-	-	-	-	0.24	-
Remuneration *						
Mr. Chander K. Baljee	270.82	208.65	-	-	-	-
Loans taken						
Baljees Hotels and Real Estate Private Limited	-	-	-	-	325.00	-
Mr. Chander K. Baljee	100.00	-	-	-	-	-
Hotel Staylonger Private Limited	-	-	-	-	75.00	-
Rental expense						
Baljees Hotel and Real Estates Private Limited	-	-	-	-	240.00	240.00
Hotel Staylonger Private Limited	-	-	-	-	60.00	60.00
Directors' commission and sitting fees						
Sunil Sikka	-	-	4.64	7.02	-	-
Sunita Baljee	-	-	3.10	6.80		
Keshav Baljee	-	-	1.10	-	-	-

41. Related parties (cont'd)

ii. Balances payable to/receivable from related parties are summarised below:

Nature of transaction	Key Management Personnel		Relatives of KMP		Entity controlled by KMP	
	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
Borrowings						
Baljees Hotels and Real Estate Private Limited	-	-	-	-	905.00	580.00
Mr. Chander K. Baljee	125.00	25.00	-	-	-	-
Hotel Staylonger Pvt. Ltd.					75.00	-
Interest accrued and due on borrowings						
Baljees Hotels and Real Estate Private Limited	-	-	-	-	413.93	326.23
Mr. Chander K. Baljee	4.28	25.25	-	-	-	-
Hotel Staylonger Pvt. Ltd.					0.21	-
Trade Payable						
Mr. Chander K. Baljee *	30.86	61.02	-	-	-	-
Baljees Hotel and Real Estates Private Limited	-	-	-	-	27.12	207.92
Hotel Staylonger Private Limited	-	-	-	-	9.68	68.42
Security deposit given						
Hotel Staylonger Private Limited	-	-	-	-	100.00	100.00
Mr. Chander K. Baljee	600.00	600.00	-	-	-	-
Security deposit payable						
Presidency college of Hotel Management	-	-	-	-	30.00	30.00
Personal guarantee taken outstanding						
Mr. Chander K. Baljee	8,900.00	8,900.00	-	-	-	-

42. Employee benefit plans

1. Defined contribution plans

The Group makes Provident Fund and Employee State Insurance Scheme contributions which are defined contribution plans, for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised ₹ 162.58 lakhs (as on March 31, 2019: ₹ 156.15 lakhs) for Provident Fund contributions, and ₹ 45.48 lakhs (as on March 31, 2019: ₹ 59.60 lakhs) for Employee State Insurance Scheme contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

2. Defined benefit plans

The Company offers gratuity benefit scheme to its employees in India as per 'The Payment of Gratuity Act, 1972'. Under the act, employee who has completed five years of service is entitled to gratuity benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. The following table sets out the status of the gratuity plan as required under Indian Accounting Standard (Ind AS) - 19 - Employee benefits:

		Year ended 31 March 2020 ₹ in lakhs	Year ended 31 March 2019 ₹ in lakhs
(i)	**The amounts recognised in the Balance Sheet are as follows:**		
	Present value of the obligation as at the end of the year		
	Current Liability	144.91	69.77
	Non-Current Liability	181.03	266.00
	Fair value of plan assets as at the end of the year	-	-
	Net liability/ (assets) recognized in the Balance Sheet	**325.94**	**335.77**
(ii)	**Changes in the present value of defined benefit obligation**		
	Defined benefit obligation as at beginning of the year	335.77	292.11
	Service cost	72.54	71.48
	Interest cost	23.11	22.52
	Actuarial losses/(gains) arising from		
	- change in demographic assumptions	(64.74)	(62.94)
	- change in financial assumptions	13.33	75.62
	- experience variance (i.e. Actual experiences assumptions)	(15.20)	(23.75)
	Benefits paid	(38.87)	(39.27)
	Defined benefit obligation as at the end of the year	**325.94**	**335.77**
(iii)	**Components of net gratuity costs are**		
	Service cost	72.54	71.48
	Net interest cost on the net defined benefit liability	23.11	22.52
	Components of defined benefit costs recognised in Statement of Profit and Loss	**95.65**	**94.00**
(iv)	**Other comprehensive income**		
	Change in financial assumptions	13.33	75.62
	Experience variance (i.e. actual experience vs assumptions)	(15.20)	(23.75)
	Return on plan assets, excluding amount recognized in net interest expense	-	-
	Change in demographic assumptions	(64.74)	(62.94)
	Components of defined benefit costs recognized in other comprehensive income	**(66.61)**	**(11.07)**
(v)	**Assumptions used for actuarial valuation of gratuity and compensated absences**		
	Discount rate	5 to 7%	6 to 8%
	Salary escalation rate	0% for first year , 5% for next year and 7% thereafter	8.50%
	Mortality rates *(IAL: Indian Assured Lives Mortality (2006-08))*	100% of IAL	100% of IAL
	The Company assesses these assumptions with the projected long-term plans of growth and prevalent industry standards.		

42. Employee benefit plans (Cont'd)

(vi)	Experience adjustments:		
	Particulars	As at 31 March 2020 ₹ in lakhs	As at 31 March 2019 ₹ in lakhs
	Defined Benefit Obligation	325.94	335.77
	Fair value of plan assets	-	-
	(Surplus)/deficit	325.94	335.77
	Experience adjustments on liabilities: gain/(loss)	(15.20)	(23.75)
	Experience adjustments on plan assets: gain/(loss)	-	-

vii. Sensitivity analysis

Description of Risk Exposures

Valuations are performed on certain basic set of pre-determined assumptions which may vary over time. Thus, the Company is exposed to various risks in providing the above benefit which are as follows:

a. Interest Rate Risk:
The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of liability (as shown in financial statements).

b. Liquidity Risk.
This is the risk that the Company is not able to meet the short term benefit payouts. This may arise due to non availability of enough cash/cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

c. Salary Escalation Risk:
The present value of the above benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase in salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

d. Demographic Risk:
he Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

e. Regulatory Risk:
Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts (for example, increase in the maximum liability on gratuity of ₹ 10,00,000).

f. Asset Liability Mismatching or Market Risk:
The duration of the liability is longer compared to duration of assets exposing the company to market risks for volatilities/fall in interest rate.

g. Investment Risk:
The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

Particulars		Year ended 31 March 2020		Year ended 31 March 2019	
		Increase	Decrease	Increase	Decrease
		₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
Discount Rate (- / + 1%)		317.48	335.11	313.95	353.71
Salary Growth Rate (- / + 1%)		334.44	317.72	352.22	314.90
Mortality rate (- / + 10%)		325.95	325.93	332.65	332.61

Sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. There are no changes from the previous period in the methods and assumptions used in preparing the sensitivity analysis.

There is no change in the method of valuation for the prior period.

viii. Maturity analysis of Defined Benefit Obligation

Particulars	As at 31 March 2020	As at 31 March 2019
Weighted average duration (based on discounted cashflows)	3 to 5 years	7 to 9 years
Expected cash flows over the next (valued on undiscounted basis):		
1 year	144.90	69.77
2 to 5 years	174.55	162.29
6 to 10 years	40.43	105.73
More than 10 years	33.91	237.87

Actuarial assumptions considered to determine the provision for compensated absence is same as gratuity provision.

Notes to Consolidated financial statements

43. Segment information

The Managing Director of the Holding Company has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108, Operating Segments. The Group's business comprises of operation of hotels and allied services, which represents one business segment as they are subject to risks and returns that are similar to each other. Consequently, the disclosure of business segment-wise information is not applicable to the Group. Further, the Group derives its entire revenue from services rendered in India.

Geographical segments of the Group are Tanzania and India. The carrying value of segment assets outside India is ₹ 2,187.51 lakhs (31 March 2019 : ₹ 1,953.49 lakhs) and all other assets of the Group are situated in India. Additions to Capital work in progress during the year outside India is ₹ 42.10 lakhs (for the year ended 31 March 2019: ₹ 19.17 lakhs)

44. Capital management

For the purpose of the Company's capital management, capital includes issued capital, additional paid in capital and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

In order to achieve this overall objective, the company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, less cash.

(₹ in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Long term borrowings	9,410.87	9,912.17
Short term borrowings	144.99	82.49
Less: Cash and cash equivalents	(1,965.34)	(3,452.18)
Less: Bank balances other than cash and cash equivalents	(2,038.60)	(698.99)
Net debt	**5,551.92**	**5,843.48**
Equity	2,742.52	2,740.67
Other Equity	14,408.17	15,007.06
Total capital	**17,150.69**	**17,747.73**
Capital and net debt	**22,702.61**	**23,591.21**
Gearing ratio	**24%**	**25%**

45. Commitments and contingencies

a. Litigations

i. During the prior years, Icon Hospitality Private Limited, a Subsidiary Company had received an Order from Office of the Commissioner of Customs (Export) imposing differential duties and penalties amounting to ₹ 323.36 lakhs plus applicable interests for certain alleged violations of the Export Promotion Capital Goods Scheme. The Subsidiary Company has filed an appeal before the Customs, Excise and Service Tax Appellate Tribunal (CESTAT), Mumbai and an unconditional stay in the matter is granted till the disposal of the appeal. Based on a detailed evaluation and independent advise obtained, the management believes that the case will be settled in its favour. Accordingly, these financial statements do not include adjustments, if any, on the above account.

ii. The Holding Company received tax demand including interest, from the Indian tax authorities for payment of ₹ 426 lakhs (31 March 2019: ₹ 426 lakhs) for fiscal years 2009 and 2011 arising on denial of certain expenditure, upon completion of tax assessment. The Company's appeal against the said demands were allowed partially in favour of the Company. Currently, the matter for these fiscal years are before the Income Tax Appellate Tribunal for hearing.

The Company is contesting the above demands and believes that the final outcome of the disputes will not have any material adverse effect on the financial position and results of operations.

b. Capital and other commitments

Particulars	As at 31 March 2020 ₹ in lakhs	As at 31 March 2019 ₹ in lakhs
Estimated amount of contracts remaining to be executed on capital account and not provided for	33.18	53.34

46. Payment to auditors

Particulars	As at 31 March 2020 ₹ in lakhs	As at 31 March 2019 ₹ in lakhs
For audit fees		
- to auditors of the Holding Company	46.75	40.25
- to auditors of Subsidiary Companies	27.30	26.60
For other services	-	0.50
For reimbursement of expenses	1.88	1.38
	75.93	**68.73**

47. Fair value measurements

i. Financial instruments by category

The following table presents the fair value of assets and liabilities measured at fair value on a recurring basis and measured at amortised cost basis:

(₹ in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
A. Financial assets		
a) Measured at amortised cost		
Non-current assets		
(i) Investments	2.25	2.25
(ii) Other non-current financial assets	2,357.97	2,154.72
Current assets		
(i) Trade receivables	2,326.95	1,857.39
(ii) Cash and cash equivalents	1,965.34	3,452.18
(iii) Bank balances other than cash and cash equivalents	2,038.60	698.99
(iv) Other financial assets	329.29	317.35
	9,020.40	**8,482.89**
b) Measured at fair value through OCI	-	**-**
c) Measured at fair value through profit or loss	-	**-**
Total financial assets	**9,020.40**	**8,482.89**
B. Financial liabilities		
a) Measured at amortised cost		
Non-current liabilities		
(i) Borrowings	8,469.63	8,866.53
(ii) Lease Liabilities	5,088.21	-
(iii) Trade Payables	9.68	113.19
(iv) Other non-current financial liabilities	45.95	60.01
Current liabilities		
(i) Borrowings	330.14	267.64
(ii) Lease Liabilities	336.95	-
(iii) Trade Payables	3,844.57	3,524.61
(iv) Other financial liabilities	2,995.59	2,960.66
	21,120.72	**15,792.64**
b) Measured at fair value through OCI	-	**-**
c) Measured at fair value through profit or loss	-	**-**
Total financial liabilities	**21,120.72**	**15,792.64**

Notes:

i. The fair value of trade receivables, trade payables and other Current financial assets and liabilities are considered to be equal to the carrying amounts of these items due to their short – term nature.

ii. The fair value of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

iii. The management assessed that for amortised cost instruments, the fair value approximates largely to the carrying amount.

48. Financial risk management

The Group activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Group focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on it's financial performance. The Group exposure to credit risk is influenced mainly by the individual characteristic of each customer.

The Group risk management activity focuses on actively securing the Group's short to medium-term cash flows by minimising the exposure to volatile financial markets. Long-term financial investments are managed to generate lasting returns.

The Group does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Group is exposed are described below.

A. Credit risk analysis

Credit risk is the risk that a counterparty fails to discharge an obligation to the Group, resulting in a financial loss. The Group is exposed to this risk for various financial instruments. The Group maximum exposure to credit risk is limited to the carrying amount of financial assets, as summarised below:

(₹ in lakhs)

Particular	As at 31 March 2020	As at 31 March 2019
Non-current assets		
(i) Investments	2.25	2.25
(ii) Other non-current financial assets	2,357.97	2,154.72
Current assets		
(i) Trade receivables	2,326.95	1,857.39
(ii) Cash and cash equivalents	1,965.34	3,452.18
(iii) Bank balances other than cash and cash equivalents	2,038.60	698.99
(iv) Other financial assets	329.29	317.35
Total financial assets	**9,020.40**	**8,482.87**

A1: Trade and other receivables

Trade receivables are typically unsecured and are derived from revenue earned from customers primarily located in India. Credit risk has always been managed by the Group through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business. On account of adoption of Ind AS 109, Financial Instruments, the Group uses expected credit loss model to assess the impairment loss or gain. The provision for expected credit loss takes into account available external and internal credit risk factors and Group historical experience for customers.

The allowance/reversal for life time expected credit loss on customer balances for the year ended 31 March 2020 and as at 31 March 2019 is given below:

(₹ in lakhs)

Particulars	As at 31 March 2020	As at 31 March 2019
Balance at the beginning of the year	389.95	384.37
Impairment loss recognised	114.82	5.58
Impairment loss reversed	(32.35)	-
Balance at the end of the year	**472.42**	**389.95**

A2: Cash and cash equivalents

The credit risk for cash and cash equivalents, and derivative financial instruments is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

Financial assets that are neither past due nor impaired

Cash and cash equivalents, advances recoverable, loans and advances to employees, security deposit and other financial assets are neither past due nor impaired.

Financial assets that are past due but not impaired

There is no other class of financial assets that is past due but not impaired.

B. Liquidity risk

Liquidity risk is that the Group might be unable to meet its obligations. The Group manages its liquidity needs by monitoring scheduled debt servicing payments for long-term financial liabilities as well as forecast cash inflows and outflows due in day-to-day business. The data used for analysing these cash flows is consistent with that used in the contractual maturity analysis below. Liquidity needs are monitored in various time bands, usually on a month on month basis. Long-term liquidity needs for a 360-day lookout period are identified monthly. Net cash requirements are compared to available borrowing facilities in order to determine headroom or any shortfalls. This analysis shows that available borrowing facilities are expected to be sufficient over the lookout period.

The Group objective is to maintain cash and marketable securities to meet its liquidity requirements for 30-day periods at a minimum. This objective was met for the reporting periods. Funding for long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities and the ability to sell long-term financial assets.

The Group non-derivative financial liabilities that have contractual maturities (including interest payments where applicable) are summarised below:

Maturities of financial liabilities

(₹ in lakhs)

As at 31 March 2020	Less than 1 year	1 year to 5 years	More than 5 years	Total
Borrowings	3,194.60	1,313.03	4,292.14	8,799.77
Lease liabilities	336.95	1,791.46	3,296.75	5,425.16
Trade payable	3,844.57	9.68	-	3,854.25
Other financial liabilities	2,995.59	45.95	-	3,041.54
Total	**10,371.71**	**3,160.12**	**7,588.89**	**21,120.72**
As at 31 March 2019	**Less than 1 year**	**1 year to 5 years**	**More than 5 years**	**Total**
Borrowings	267.64	5,507.88	3,358.64	9,134.17
Trade payable	3,524.61	113.19	-	3,637.80
Other financial liabilities	2,960.66	60.01	-	3,020.67
Total	**6,752.91**	**5,681.08**	**3,358.64**	**15,792.63**

C. Market risk

The Group is exposed to market risk through its use of financial instruments and specifically to currency risk and interest rate risk, which result from both its operating and investing activities.

i. Foreign currency risk

The predominant currency of the Group revenues and operating cash flows is Indian Rupees (INR). The Group is exposed to foreign exchange risk on account of advances given to its wholly owned subsidiary in foreign currency. The exchange rate between the rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of the Group's operations are adversely affected as the rupee appreciates/ depreciates against these currencies.

The predominant currency of the Group revenues and operating cash flows is Indian Rupees (INR). The Group does not have foreign currency denominated financial assets and liabilities which expose the Group to currency risk.

ii Interest rate risk

a. Liabilities

The Group policy is to minimise interest rate cash flow risk exposures on long-term financing. As at 31 March 2019, the Group is exposed to changes in market interest rates through bank borrowings at variable interest rates. The Group investments in fixed deposits pay fixed interest rates.

Interest rate risk exposure
Below is the overall exposure of the Group to interest rate risk:

		(₹ in lakhs)
Particulars	**As at 31 March 2020**	**As at 31 March 2019**
Variable rate borrowing	8,285.84	9,067.66
Fixed rate borrowing	1,455.17	1,112.15
Total borrowings	**9,741.01**	**10,179.81**
Amount disclosed under other current financial liabilities	941.24	1,045.64
Amount disclosed under borrowings	8,799.78	9,134.17
Sensitivity		
Below is the sensitivity of profit or loss in interest rates.		

		(₹ in lakhs)
Particulars	**As at 31 March 2020**	**As at 31 March 2019**
Interest sensitivity		
Interest rates – increase by 100 basis points (100 bps)	82.86	90.68
Interest rates – decrease by 100 basis points (100 bps)	82.86	90.68

ii b. **Assets**
The Group fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Notes to Consolidated financial statements

49. Information in respect of Options granted under the Company's Employee Stock Option Scheme, 2014

Sl. No.	Particulars	ROHL Employee Stock Option Scheme, 2014 ('the ESOP Scheme 2014)
1	Date of Shareholders' approval	29 September 2014
2	Total number of Options approved under the Plan	Options equivalent to 13,61,698 Ordinary Shares of ₹ 10 each.
3	Vesting Schedule	The vesting period for conversion of Options is as follows: - 1/3rd vests on completion of 12 months from the date of grant of the Options. - 1/3rd vests on completion of 24 months from the date of grant of the Options. - 1/3rd vests on completion of 36 months from the date of grant of the Options.
4	Pricing Formula	The Pricing Formula, as approved by the Shareholders of the Company, is at such price, as determined by the Board of Directors ('the Board'), which is no lower than closing price on a recognized stock exchange on which the shares of the Company are listed on the date immediately prior to the date of grant and if such shares are listed on more than one stock exchange, then the closing price on the stock exchange having higher trading volume shall be considered as the market price or the 'Market Price' as defined from time to time under the erstwhile Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. The Options have been granted at 'market price' as defined from time to time under the aforesaid Guidelines/Regulations.
5	Maximum term of Options granted	One year from the date of vesting.
6	Source of Shares	Primary
7	Variation in terms of Options	None
8	Method used for accounting of share-based payment plans	The employee benefit expense pertaining to share-based payments has been calculated using the fair value method of accounting for Options issued under the Company's ESOP scheme 2014. The employee benefit expense as per the fair value method for the financial year 2019-20 is ₹ (0.96) lakhs (2018-19: ₹ (9.28) lakhs).
9	Weighted average exercise prices and weighted average fair values of Options whose exercise price either equals or exceeds or is less than the market price of the stock.	Weighted average exercise price per Option: ₹ 84.34 (31 March 2019: ₹ 84.34) Weighted average fair value per Option: ₹ 35.03 (31 March 2019: ₹ 35.03)

10 Details of Employee Stock Option granted during the financial year, but not vested as on 31 March 2020:

Date of grant	Number	Financial year of vesting	Exercise price in ₹	Fair value at grant date in ₹
NIL				

11 Details of Employee Stock Option granted during the financial year, but not vested as on 31 March 2019:

Date of grant	Number	Financial year of vesting	Exercise price in ₹	Fair value at grant date in ₹
NIL				

The fair value at grant date is determined using Black Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

12 Summary of status of Options

Particulars	As at 31 March 2020		As at 31 March 2019	
	No. of Options	Weighted Average Exercise Prices in ₹	No. of Options	Weighted Average Exercise Prices in ₹
Outstanding at the beginning of the year	2,55,000	80.71	4,30,777	80.71
Add: Granted during the year	-	-	-	-
Less: Lapsed during the year	50,500	-	70,250	-
Less: Exercised during the year	18,500	80.85	1,05,527	80.73
Outstanding at the end of the year	1,86,000	87.01	2,55,000	80.71
Options exercisable at the end of the year	1,77,500	85.09	38,065	100.60

13 Share Option Excercised during the year:

Option Series	Number of shares exercised	Exercise Date	Share Price at exercise date
			NSE
Series I- Granted as on May 30 2016	18,500	8-Jun-19	114.75

Notes to Consolidated financial statements

50. Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

(₹ in lakhs)

		Net Assets as at 31 March 2020		Share in Profit/(Loss) for year ended 31 March 2020		Share in Other Comprehensive Income for year ended 31 March 2020		Share in Total Comprehensive Income for year ended 31 March 2020	
	Name of the entity	As a % of consolidated net assets	Amount	As a % of consolidated net assets	Amount	As a % of consolidated profit/(loss)	Amount	As a % of consolidated profit/(loss)	Amount
	Parent								
	Royal Orchid Hotels Limited	5.10%	1,089.49	(31.72%)	(161.08)	45.11%	22.78	(24.77%)	(138.30)
	Indian subsidiaries								
1	River Shore Developers Private Limited *	18.47%	3,946.70	(47.04%)	(238.87)	0.00%	-	(42.79%)	(238.87)
2	Icon Hospitality Private Limited	9.44%	2,015.79	5.93%	30.09	7.60%	3.84	6.08%	33.93
3	Cosmos Premises Private Limited	9.61%	2,053.42	95.00%	482.39	2.08%	1.05	86.60%	483.44
4	Maruti Comforts & Inn Private Limited	7.16%	1,529.37	71.41%	362.60	(2.20%)	(1.11)	64.75%	361.49
5	Ksheer Sagar Developers Private Limited	6.71%	1,433.21	13.10%	66.54	2.65%	1.34	12.16%	67.88
6	Raj Kamal Buildcon Private Limited	2.21%	472.19	(1.08%)	(5.46)	0.00%	-	(0.98%)	(5.46)
7	JH Builders Private Limited	2.21%	472.35	(1.08%)	(5.46)	0.00%	-	(0.98%)	(5.46)
8	Ksheer Sagar Buildcon Private Limited	2.21%	472.18	(1.08%)	(5.46)	0.00%	-	(0.98%)	(5.46)
9	Royal Orchid Associated Hotels Private Limited	4.46%	953.23	(3.50%)	(17.76)	33.92%	17.13	(0.11%)	(0.63)
10	Royal Orchid Maharashtra Private Limited	1.09%	232.44	(0.00%)	(0.01)	0.00%	-	(0.00%)	(0.01)
11	Royal Orchid Hyderabad Private Limited	0.70%	149.83	0.06%	0.32	0.00%	-	0.06%	0.32
12	Royal Orchid Jaipur Private Limited	0.71%	151.56	(0.16%)	(0.83)	0.00%	-	(0.15%)	(0.83)
13	AB Holdings Private Limited	(0.01%)	(1.96)	(2.17%)	(11.00)	0.00%	-	(1.97%)	(11.00)
14	Royal Orchid Goa Private Limited	0.02%	4.31	(0.00%)	(0.01)	0.00%	-	(0.00%)	(0.01)
15	Royal Orchid Shimla Private Limited	0.02%	4.38	(0.00%)	(0.02)	0.00%	-	(0.00%)	(0.02)
16	Royal Orchid Mumbai Private Limited	(0.00%)	(0.59)	(0.00%)	(0.01)	0.00%	-	(0.00%)	(0.01)
17	Royal Orchid South Private Limited	(0.01%)	(2.69)	(0.09%)	(0.48)	0.00%	-	(0.09%)	(0.48)
	Foreign subsidiary								
1	Multi Hotels Limited	10.18%	2,175.49	(0.84%)	(4.27)	0.00%	-	(0.76%)	(4.27)
	Non-controlling interests in all subsidiaries	19.72%	4,214.05	3.26%	16.55	10.83%	5.47	3.94%	22.02
Total		**100.00%**	**21,364.74**	**100.00%**	**507.76**	**100.00%**	**50.50**	**100.00%**	**558.26**

* Formerly Amartara Hospitality Private Limited

Notes to Consolidated financial statements

(₹ in lakhs)

		Net Assets as at 31 March 2019		Share in Profit/(Loss) for year ended 31 March 2019		Share in Other Comprehensive Income for year ended 31 March 2019		Share in Total Comprehensive Income for year ended 31 March 2019	
	Name of the entity	As a % of consolidated net assets	Amount	As a % of consolidated net assets	Amount	As a % of consolidated profit/(loss)	Amount	As a % of consolidated profit/(loss)	Amount
	Parent								
	Royal Orchid Hotels Limited	9.21%	2,041.20	21.54%	282.34	(44.51%)	(4.46)	21.03%	277.88
	Indian subsidiaries								
1	River Shore Developers Private Limited *	17.93%	3,973.65	(8.81%)	(115.44)	0.00%	-	(8.74%)	(115.44)
2	Icon Hospitality Private Limited	9.70%	2,150.02	6.40%	83.86	22.36%	2.24	6.52%	86.10
3	Cosmos Premises Private Limited	9.13%	2,024.60	34.16%	447.81	(3.99%)	(0.40)	33.87%	447.41
4	Maruti Comforts & Inn Private Limited	8.34%	1,847.77	29.48%	386.44	22.36%	2.24	29.42%	388.68
5	Ksheer Sagar Developers Private Limited	5.22%	1,157.11	2.50%	32.78	19.36%	1.94	2.63%	34.72
6	Raj Kamal Buildcon Private Limited	2.16%	477.68	(0.42%)	(5.51)	0.00%	-	(0.42%)	(5.51)
7	JH Builders Private Limited	2.16%	477.84	(0.42%)	(5.51)	0.00%	-	(0.42%)	(5.51)
8	Ksheer Sagar Buildcon Private Limited	2.16%	477.68	(0.42%)	(5.51)	0.00%	-	(0.42%)	(5.51)
9	Royal Orchid Associated Hotels Private Limited	3.42%	759.02	10.48%	137.37	35.83%	3.59	10.67%	140.96
10	Royal Orchid Jaipur Private Limited	1.05%	232.25	(0.02%)	(0.29)	0.00%	-	(0.02%)	(0.29)
11	Royal Orchid Maharashtra Private Limited	0.68%	150.59	(0.02%)	(0.24)	0.00%	-	(0.02%)	(0.24)
12	Royal Orchid Hyderabad Private Limited	0.50%	111.68	(2.57%)	(33.72)	0.00%	-	(2.55%)	(33.72)
13	AB Holdings Private Limited	0.04%	7.86	(0.03%)	(0.39)	0.00%	-	(0.03%)	(0.39)
14	Royal Orchid Goa Private Limited	0.02%	4.68	(0.02%)	(0.20)	0.00%	-	(0.02%)	(0.20)
15	Royal Orchid Shimla Private Limited	0.02%	4.66	(0.02%)	(0.22)	0.00%	-	(0.02%)	(0.22)
16	Royal Orchid Mumbai Private Limited	(0.00%)	(0.07)	(0.02%)	(0.25)	0.00%	-	(0.02%)	(0.25)
17	Royal Orchid South Private Limited	(0.02%)	(4.32)	(0.09%)	(1.14)	0.00%	-	(0.09%)	(1.14)
	Foreign subsidiary								
1	Multi Hotels Limited	8.36%	1,853.83	(0.60%)	(7.86)	0.00%	-	(0.59%)	(7.86)
	Non-controlling interests in all subsidiaries	19.93%	4,417.09	8.90%	116.73	48.60%	4.87	9.20%	121.60
Total		**100.00%**	**22,164.82**	**100.00%**	**1,311.05**	**100.00%**	**10.02**	**100.00%**	**1,321.07**

* Formerly Amartara Hospitality Private Limited

51. (a) The Holding Company has been named as a defendant in a suit filed in mid 2008 by Kamat Hotels (India) Limited ('the plaintiff' or "Kamat Hotels") with Bombay High Court restraining the alleged use of the trademark of the Holding Company and a relief of a permanent injuction restraining the Holding Company from using the trademark 'Orchid'. The Holding Company had filed an application seeking an interim injuction while the above proceedings are pending. The Bombay High Court vide its interim order dated 05 April 2011, has allowed the Holding Company to continue to operate its current hotels as on that date but has restrained the Holding Company from opening new hotels under the said brand. However, the Division bench of the Bombay High Court vide its order dated 06 May 2011 has partially stayed operation of the said Order and allowed opening of one of Holding Company proposed hotels in Vadodara under the 'Royal Orchid' brand.

During the year ended 31 March 2014, the Holding Company has obtained two favourable rulings from the Intellectual Property Appellate Board ("IPAB"). Kamat Hotels had preferred to appeal the ruling of IPAB in Madras High Court. The Madras High Court has passed orders cancelling the registration in Class 42 of Trademarks Act and the Holding Company has filed a Special Leave Petition "SLP" with the Honorable Supreme Court in 2015. Reply to SLP was filed by Kamat Hotels in the form of Counter affidavit and the Holding Company has filed a Rejoinder in the form of an affidavit. The matter was partly heard by the Honorable Supreme Court in April and May of 2017 and has advised Kamat Hotels to consider the options for settlement by displaying the disclaimers on the Websites regarding the disassociation between the two brands. On 13 February 2018, the Supreme Court dismissed the SLP filed by the Holding Company and consequently, the Holding Company has filed a Chamber Appeal against the said Order which was listed on August 3, 2018. The Chamber accepted the clarification filed by the Holding Company. Therefore, the management believes that the outcome of SLP affects only the registration of the trademarks in Class 42 and does not in any way affect the use of marks by the Holding Company.

The management believes that the case will be settled in its favour and will not affect its current and future operations.

(b) The Holding Company has been named as a defendant in two civil suits on a portion of land taken on lease from the Karnataka State Tourism Development Corporation ("KSTDC") for the operation of the Hotel Royal Orchid Regenta, Bangalore, which is adjacent to the hotel premises. One of the civil suit has been settled in favour of the Holding Company, against which an appeal before the High Court of Karnataka, is pending and in the other matter the Holding Company has an injunction against the other party. Management believes that these cases are not material and will not adversely affect its operations.

52. Approval of Financial Statements

The Consolidated financial statements were approved for issue by the board of directors on 27 July 2020

For and on behalf of the Board of Directors

Chander K Baljee
Managing Director
DIN: 00081844

Keshav Baljee
Director
DIN: 00344855

Amit Jaiswal
Chief Financial Officer

Dr. Ranabir Sanyal
Company Secretary
MM No. F7814

Place: Bengaluru
Date: 27 July 2020

NOTICE

Notice is hereby given that the Thirty Fourth Annual General Meeting of the Members of Royal Orchid Hotels Limited will be held on Monday, the 9th Day of November, 2020 at 11.00 am through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESSES:

1. a. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon.

   b. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020, together with the Report of the Auditors thereon.

2. To appoint a Director in place of Mr. Sunil Sikka (DIN: 00083032), who retires by rotation and being eligible, offers himself for re-appointment.

3. Appointment of Statutory Auditors

   "**RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) be and is hereby appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this 34th Annual General Meeting till the conclusion of 39th Annual General Meeting of the Company, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

SPECIAL BUSINESSES:

4. **Reappointment of Ms. Jessie Paul (DIN: 02864506) as an Independent Director of the Company**
   To consider and if thought fit, pass with or without modification(s), following resolution as a **"SPECIAL RESOLUTION"**:

   "RESOLVED THAT *pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members be and is hereby accorded to re-appoint Ms. Jessie Paul (DIN: 02864506), as an Independent Non-Executive Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act & Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for another term of two consecutive years with effect from November 02, 2020 to November 01, 2022 and whose office shall not be liable to retire by rotation."*

   "RESOLVED FURTHER THAT *all the Directors and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."*

5. **Appointment of Mr. Keshav Baljee (DIN: 00344855) as a Director:**
   To consider and, if thought fit, to pass with or without modification(s), the following resolution as ordinary Resolution:

   *"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Keshav Baljee (DIN: 00344855), who was appointed as an Additional Director on November 11, 2019 be and is hereby appointed as Director of the Company liable to retire by rotation.*

*"**RESOLVED FURTHER THAT** all the Directors and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."*

For and on behalf of the Board of Royal Orchid Hotels Limited

Ranabir Sanyal
Company Secretary & Compliance Officer
FCS: 7814

Date: 14/09/2020
Place: Bangalore

Registered Office: No.1, Golf Avenue,
Adjoining KGA Golf Course, Kodihalli,
HAL Airport Road, Bengaluru - 560 008, Karnataka
CIN: L55101KA1986PLC007392
E-mail: investors@royalorchidhotels.com

Notes:

1. In view of the outbreak of the COVID-19 pandemic, Ministry of Corporate Affairs has vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Central Depositories Limited ('CDSL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained below and is also available on the website of the Company at www.royalorchidhotels.com.

2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE. However, the Body Corporates are entitled to appoint Authorised Representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.

3. The attendance of the members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC / OAVM. Corporate members intending to authorise their representatives to participate and vote at the AGM are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the AGM.

5. The Members can join the AGM through VC / OAVM mode 30 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.

6. The Statement pursuant to Section 102 of the Companies Act, 2013 (Act) and Details of directors to be re-appointed, in respect of the business as set out in the Notice is annexed hereto. None of the Directors are interested in item no 1 and 2 of the Notice Except in Item No 2 Mr. Chander K. Baljee, Mr. Sunil Sikka and Mr. Keshav Baljee shall be deemed interested. The Board recommends Item no 1 & 2 for approval of the members

7. The Register of Directors and Key Managerial Personnel of the Company and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in the electronic mode upto the date of AGM of the Company and will also be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send the e-mail to cosec@royalorchidhotels.com.

8. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through Central Depository Services (India) Limited ("CDSL") in respect of the business to be transacted at AGM. The facility of casting votes by a member using remote evoting as well as e-voting system on the date of the AGM will be provided by CDSL. Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 30/10/2020, may cast their vote either by remote e-voting as well as e-voting system as on date of AGM. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. The information with respect to voting process and other instructions regarding e-voting are given in details in this Notice.

9. The Notice of 34th AGM and the Annual Report of the Company for the year ended 31st March, 2020 is uploaded on the Company's website www.royalorchidhotels.com in and may be accessed by the members and will also be available on the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com , National Stock Exchange of Indian Ltd at www.nseindia.com and on the website of CDSL. Copies of the above documents are being sent by electronic mode to the members whose email addresses are registered with the Company / Depository Participant for communication purposes. Pursuant to the relaxations given by MCA and SEBI this notice is being dispatched via E Mode only.

10. Mr. G Shanker Prasad, Practicing Company Secretary (Membership No. 6357) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

11. The Scrutinizer shall submit a consolidated Scrutinizer's Report (votes casted during the AGM and votes casted through remote e-voting) of the total votes cast in favour of or against, if any, not later than three days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting. The result declared along with the consolidated Scrutinizer's Report shall be simultaneously placed on the Company's website https://www.royalorchidhotels.com and on the website of CDSL and communicated to the BSE Limited & National Stock Exchange of India Limited.

12. The resolution shall be deemed to be passed on the date of AGM, subject to the receipt of sufficient votes.

13. The Company has duly complied with the applicable Revised Secretarial Standards. The Company has been maintaining all statutory registers at the registered office of the Company. In accordance with the MCA Circulars the registers which are permissible for inspection of members shall available for inspection by the members. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business as appearing in the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.

14. SEBI vide its circular dated 8th June, 2018 amended Regulation 40 of the Listing Regulation pursuant to which requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form. Members holding the shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode. Further, dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate. It also substantially reduces the risk of fraud. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.

15. SEBI vide its circular dated 20th April 2018, directed all the listed companies to record the Income Tax PAN and bank account details of all their shareholders holding shares in physical form. All those shareholders who are yet to update their details with the Company are requested to do so at the earliest.

16. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in demat form, the nomination form may be filed with the respective Depository Participant.

17. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.

18. With a view to conserve natural resources, we request Members to update and register their email addresses with their Depository Participants (DPs) or with the Company, as the case may be, to enable the Company to send communications including Annual Report, Notices, Circulars, etc. electronically. Members holding shares in Physical mode may register their email id by providing necessary details like Folio No., Name of Member(s) and self attested scanned copy of PAN card or Aadhar Card by email to cosec@royalorchidhotels.com.

19. Since the AGM will be held through VC / OAVM in accordance with the MCA Circulars, the route map, proxy form and attendance slip are not attached to the Notice.

20. The helpline number regarding any query / assistance for participation in the AGM through VC / OAVM are detailed in the website of the Company https://www.royalorchidhotels.com/

21. The Register of Members and Share Transfer Books of the Company will not be closed.

22. Voting through electronic means

    a. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).
    b. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

c. The remote e-voting period commences on Friday, November 6, 2020 **(9:00 a.m.)** and ends on Sunday, November 8, 2020 **(5:00 p.m.)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, October 30, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The cut of date for the purpose of dispatch of AGM Notice is Friday, October 9, 2020.

d. **The process and manner for remote e-voting are as under**:

i. The shareholders should log on to the e-voting website www.evotingindia.com.
ii. Click on Shareholders/Members.
iii. Now Enter your User ID
    1. For CDSL: 16 digits beneficiary ID,
    2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    3. Members holding shares in Physical Form should enter Folio Number registered with the Company.
    4. Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at https://www.cdslindia.com from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
iv. Next enter the Image Verification as displayed and Click on Login.
v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
vi. If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)

vii. After entering these details appropriately, click on "SUBMIT" tab.
viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
x. Click on the EVSN for the relevant on which you choose to vote.
xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
xvi. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.
xvii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, please provide Demat account detials (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL eVoting system. Shareholders may access the same at https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The Live streaming option for VC/OAVM link will be available in shareholder/members login where the EVSN of Company will be displayed. Share holders can join the meeting 30 minutes prior to the scheduled time.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting. Shareholders need to click on livestreaming option to get their attendance marked and system will then allow to cast the votes.
2. Only those shareholders, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM.However, they will not be eligible to vote at the EGM/AGM.

xviii. Note for Non – Individual Shareholders and Custodians

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
4. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
5. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

6. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at gsp@graplind.com and to the Company at the email address viz cosec@royalorchidhotels.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

xix. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

xx. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

23. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
24. Mr. G Shanker Prasad, Practicing Company Secretary (Membership No. 6357) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
25. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
26. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
27. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.royalorchidhotels.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
28. GREEN INTIATIVE As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' initiated by the Ministry of Corporate Affairs, Government of India (MCA), by its recent circulars, enabling electronic delivery of documents including the annual reports, notices, circulars to shareholders at their e-mail address previously registered with the depository participants (DPs)/company/registrars and share transfer agents. Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses to help us in the endeavour to save trees and protect the planet. Those holding shares in demat form can register their email address with their concerned DP. Those shareholders who hold shares in physical form are requested to register their e-mail addresses with our registrar, Integrated Registry Management Services Private Limited, by sending a duly filed "registration / updation of shareholder information form" available on. www.royalorchidhotels.com, duly signed by the first /sole holder quoting details of folio no.
29. As per regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except for transmission or transposition of securities. In view of this and to eliminate all risks associated with the physical shares members holding shares in physical form are requested to consider converting their holdings into dematerialized form. Members can contact Company or Company's Registrar and Transfer Agents of the Company for any support in this regard.
30. All queries relating to Share Transfer and allied subjects should be addressed to: Integrated Registry Management Services Private Limited, No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleshwaram, Bangalore-560003
31. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto ('IEPF Rules'), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government.. The shares in respect of such unclaimed dividend are also liable to be transferred to the Demat Account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The details of the unpaid dividend are available at the website of the Company at the following link: http:/www.royalorchidhotels.com/investors.
32. Members details are available on the website of the company i.e www.royalorchidhotels.com whose Dividends are lying unclaimed against their name. Members are requested to immediately claim the unclaimed dividend amount due. In case the dividends are not claimed by the Members, necessary action will be initiated by the Company to transfer such shares to IEPF in the prescribed manner as per applicable regulations.

33. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making and application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in. Members can file only one consolidated claim in a financial year as per the IEPF Rules. For details, please refer to Corporate Governance Report which is a part of this Annual Report

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT 2013

Item No. 3

The Members of the Company at the 29th Annual General Meeting ('AGM') held on 30th July, 2014 approved the appointment of Messrs. Deloitte Haskins & Sells, Chartered Accountants ('DHS'), as the Auditors of the Company for a period of five years from the conclusion of the said AGM. DHS will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014. The present remuneration of DHS for conducting the audit for the financial year 2019-20, is Rs 46.75 lakhs. The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of Messrs. M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), ('WCC'), as the Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 34th AGM. On the recommendation of the Committee, the Board also recommended for the approval of the Members, the remuneration of WCC for the financial year 2020-21 is tentatively Rs 17.75 lacs but the same would be finalised by the Board at the end of the financial year.The main reason for difference in the rates between the present auditor and the proposed auditor is due to Covid Pandemic. The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found WCC to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company. WCC, established on 01 Jan 1935, and converted to LLP on 25 Mar 2014. It has its registered office in Delhi and covering 13 locations i.e.Bengaluru, Chandigarh, Chennai, Delhi (2 offices including head office) Gurgaon, Hyderabad, Kolkata, Mumbai (2 offices), Noida, Pune, Kochi . As on 01 August 2020 the said WCC had 50 partners and employed more than 1470 people. WCC have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act. None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. The Board recommends this Resolution for your approval.

ITEM NO. 4

Ms. Lilian Jessie Paul was appointed as an Independent Director w.e.f. November 02, 2017 and her tenure comes to an end on November 01, 2020. Your Board recommends appointment of Ms. Lilian Jessie Paul as an Independent Director of the Company for another term of 2 years and the term is not liable to retire by rotation. Brief Profile of Ms. Lilian Jessie Paul is attached herewith as Annexure-I.

Ms. Lilian Jessie Paul has submitted a declaration to the Company to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act.

In the opinion of the Board, Ms. Lilian Jessie Paul fulfils the conditions specified in the Act and the Rules framed there under for appointment as Non-Executive Independent Director and she is independent of the management. Ms. Lilian Jessie Paul has submitted, a declaration in prescribed Form DIR-8 to the effect that she is not disqualified from being appointed as Director in terms of Section 164 of the Act, consent to act as Director in prescribed Form DIR-2 and disclosure of interest in prescribed Form MBP-1.

The Company has received a notice, in writing, from a member under Section 160 of the Act, proposing the candidature of Ms. Lilian Jessie Paul for the office of Non-Executive Independent Director of the Company. In compliance with the provisions of Section 149 of the Act read with Schedule IV of the Act, the appointment of Ms. Lilian Jessie Paul as Non-Executive and Independent Director is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. Brief resume and other details of the Independent Director whose appointment is proposed are provided at the website of the Company at the following link: http://www.royalorchidhotels.com/investors.

Except Ms. Lilian Jessie Paul, none of the Director(s) and/or Key Managerial Personnel(s) and their relative(s) is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution. Your Board recommends the said resolution, as Special Resolution, for your approval.

ITEM NO. 5

Mr. Keshav Baljee (DIN: 00344855) was appointed as an Additional Director of the Company with effect November 11, 2019, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company. Mr. Keshav Baljee is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director. Pursuant to the provisions of Section 152 of the Companies Act 2013 and the Rules thereunder approval of Members is required for appointment of Director.The Board is of the view that the appointment of Mr. Keshav Baljee as a Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 5 for approval by the members of the Company.

The Brief profile of Mr. Keshav Baljee (DIN: 00344855) is annexed to this notice as Annexexure – I.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise except Mr. Keshav Baljee , Mr. Chander K Baljee & Mr. Sunil Sikka, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

ANNEXURE – I

Details of the Directors seeking appointment / re-appointment / alter in their tenure at the forthcoming Annual General Meeting of the Company (Pursuant to Para 1.2.5 of Secretarial Standard 2, and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Director and DIN	Mr. Sunil Sikka (DIN: 00083032)	Ms. Lilian Jessie Paul (DIN: 02864506)	Mr. Keshav Baljee (DIN: 00344855)
Date of Birth and Age	24/08/1958 (62 Years)	02/05/1970 (50 Years)	16/12/1983 (36 Years)
Current Position	Mr. Sikka is presently a Director of Royal Orchid Hotels Limited and India Exposition Mart Limited. Mr Sikka is also Managing Partner of Houzz N Dezins a leading Floor covering sourcing solutions provider	Ms. Paul is Managing Director of Paul Writer Strategic Services Private Limited.	Director, Spree Hotels, (2011 - Present)
Qualification	Post Graduate in Commerce from University of Delhi.	MBA from Indian Institute of Management, Calcutta, and a bachelor's degree in computer science and engineering from National Institute of Technology, Trichy.	MBA, Finance
Experience	Mr. Sikka was one of the first to open a warehouse and distribution center in USA to market directly Floor Covering and Handicrafts from India and lived and gained experience for five years in early 80s on a L1 visa prior to returning to India. Mr. Sikka has won awards for development of Modern and Transitional Designs of Carpets at International Forums like Domotex, and is a regular speaker in Export Promotion forums like CEPC, EPCH and UPEPC. He is known for his passion for development of new Designs and textures in fashion colors for the Industry. Carpets and Handicrafts are a major source of employment in India and Mr. Sikka has been working with passion towards promoting and helping produce to international quality standards.	Ms. Paul has over two decades of experience as a marketer. She was Global Brand Manager of Infosys, headed marketing for iGATE (now a part of CapGemini) and was Chief Marketing Officer of Wipro Technologies. She commenced her career with Ogilvy & Mather Advertising. In 2010, Ms. Paul founded Paul Writer (www.paulwriter.com), a marketing advisory firm that works with clients to build profitable conversations amongst customers and prospects. Paul Writer itself is a vibrant community of 30,000 senior executives covering 95% of India's top firms. Clients include Adobe, IBM, LinkedIn, Microsoft, Oracle and Sodexo. Ms. Paul has conducted marketing workshops for firms such as Beroe, Cisco, Microsoft, SAP, Siemens, Tech Mahindra and many more. She is much in demand as a speaker at business conferences and was a speaker at the India Conference at Harvard in 2016. Ms. Paul is frequently cited as a marketing expert in publications and is the author of No Money Marketing, published by Tata McGraw-Hill.	CEO, Smaaash Entertainment (November 2016 – July 2017) Non-Executive Director, Ivy Aspire Consulting (2009 - Present) President (Earlier, Vice President Corporate Affairs) Royal Orchid Hotel, 2007 – 2011.
Shareholding in the Company	6975 equity shares of Rs. 10/- each	Nil	803424 equity shares of Rs. 10/- each
Terms and conditions of Appointment / re-appointment	Non-Executive Director Liable to retire by rotation	Independent Director not Liable to retire by rotation	Non-Executive Director Liable to retire by rotation

Note: Details of No of meetings attended, Directorships, Membership and Chairmanship in Committees of Other Indian public companies are given in Corporate Governance Report.

Looking Ahead, Looking Strong.

Annual Report
2019 - 2020

OUR BRANDS

HOTEL ROYAL ORCHID | ROYAL ORCHID CENTRAL | ROYAL ORCHID SUITES | ROYAL ORCHID RESORTS

RE:GEN:TA | RE:GEN:TA CENTRAL | RE:GEN:TA RESORTS | RE:GEN:TA SUITES | RE:GEN:TA PLACE | RE:GEN:TA INN

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