

Name of the Company : Royal Orchid Hotels Limited

Quarter ending on : 30<sup>th</sup> June 2013

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49 I	-	-
(A) Composition of Board	49 I A	Yes	-
(B) Non-executive Director's Compensation and disclosures	49 I B	Yes	-
(C) Other provisions as to Board and Committees	49 I C	Yes	-
(D) Code of Conduct	49 I D	Yes	-
<b>II. Audit Committee</b>	49 II	-	-
(A) Qualified and Independent Audit Committee	49 II A	Yes	-
(B) Meeting of Audit Committee	49 II B	Yes	-
(C) Powers of Audit Committee	49 II C	Yes	-
(D) Role of Audit Committee	49 II D	Yes	-
(E) Review of Information by Audit Committee	49 II E	Yes	-
<b>III. (I) Subsidiary Companies</b>	49 III	Yes	-
<b>IV. Disclosures</b>	49 IV	-	-
(A) Basis of related party transactions	49 IV A	Yes	-
(B) Disclosure of Accounting treatment	49 IV B	Yes	-
(C) Board disclosures	49 IV C	Yes	-
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 IV D	NA	-
(E) Remuneration of Directors	49 IV E	Yes	-
(F) Management	49 IV F	Yes	-
(G) Shareholders	49 IV G	Yes	-
<b>V. (V) CEO/CFO Certification</b>	49 V	Yes	-
<b>VI. (I) Report on Corporate Governance</b>	49 VI	Yes	-
<b>VII. (I) Compliance</b>	49 VII	Yes	-

*CERTIFIED TRUE COPY*

For ROYAL ORCHID HOTELS LIMITED

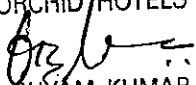
  
K B SHYAM KUMAR  
COMPANY SECRETARY

**Note:**

1. The details under each head shall be provided to incorporate all the information required as per the provisions of the clause 49 of the Listing Agreement.
2. In the column No. 3, compliance or non-compliance may be indicated by Yes/No./N.A., For example, if the Board has been composed in accordance with the clause 49 (1) of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49 (IV A).
3. In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as - "will be complied with at the AGM." Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

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For ROYAL ORCHID HOTELS LIMITED

  
K B SHYAM KUMAR  
COMPANY SECRETARY