

**Quarterly Compliance Report on Corporate Governance**Name of the Company : **Royal Orchid Hotels Limited** CIN: L55101KA1986PLC007392Quarter ending on : **June 30, 2015**

Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A	Remarks
<b>II. Board of Directors</b>	49 (II)	-	-
A. Composition of Board	49 (IIA)	Yes	-
B. Independent Directors	49 (IIB)	Yes	-
C. Non-executive Director's Compensation and disclosures	49 (IIC)	Yes	-
D. Other provisions as to Board and Committees	49 (IID)	Yes	-
E. Code of Conduct	49 (IIE)	Yes	-
F. Whistle Blower Policy	49 (IIF)	Yes	-
<b>III. Audit Committee</b>	49 (III)	-	-
A. Qualified and Independent Audit Committee	49 (IIIA)	Yes	-
B. Meeting of Audit Committee	49 (IIIB)	Yes	-
C. Powers of Audit Committee	49 (IIIC)	Yes	-
D. Role of Audit Committee	49 (IIID)	Yes	-
E. Review of Information by Audit Committee	49 (IIIE)	Yes	-
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	-
<b>V. Subsidiary Companies</b>	49 (V)	Yes	-
<b>VI. Risk Management</b>	49 (VI)	Yes	-
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	-
<b>VIII. Disclosures</b>	49 (VIII)	-	-
A. Related party transactions	49 (VIIIA)	Yes	-
B. Disclosure of Accounting treatment	49 (VIIIB)	Yes	-
C. Remuneration of Directors	49 (VIIC)	Yes	-
D. Management	49 (VIID)	Yes	-
E. Shareholders	49 (VIIE)	Yes	-
F. Proceeds from public issues, rights issue, preferential issues, etc	49 (VIIF)	NA	-
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	-
<b>X. Report on Corporate Governance</b>	49 X	Yes	-
<b>XI. Compliance</b>	49 XI	Yes	-

**Note:**

1. The details under each head are 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 is indicated by Yes/No/N.A., as per the instructions in Listing Agreement.
3. There are no non-compliances during the Quarter.

*CERTIFIED TRUE COPY*

For ROYAL ORCHID HOTELS LTD.

*Payal Sharma*  
COMPANY SECRETARY