

**Quarterly Compliance Report on Corporate Governance**

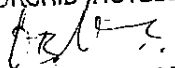
Name of the Company : ROYAL ORCHID HOTELS LIMITED

Quarter ending on : 30.09.2012

Particulars Agreement	Clause of Listing Agreement	Compliance Status (Yes/No/N.A.)	Remarks
<b>I. Board of Directors</b>	49 (I)		
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 (IID)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
<b>III. 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)	N.A.	Not Applicable to this Quarter
(C) Board Disclosures	49 (IV C)	Yes	

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For ROYAL ORCHID HOTELS LIMITED

  
K B SHYAM KUMAR  
COMPANY SECRETARY

(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A.	
(E) Remuneration of Directors	49 (IV E)	N.A.	Not Applicable to this Quarter
(F) Management	49 (IV F)	Yes	
(G) Shareholders	49 (IV G)	Yes	
V. CEO/CFO Certification	49 (V)	N.A.	Not Applicable to this Quarter
VI. Report on Corporate Governance	49 (VI)	Yes	
VII. Compliance	49 (VII)	N.A.	Not Applicable to this Quarter

**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.D. SHYAM KUMAR*  
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 COMPANY SECRETARY