

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

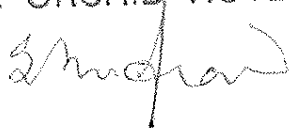
Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A	Remarks
<b>II. Board of Directors</b>	49 (II)	-	-
A. Composition of Board	49 (IIA)	Yes	-
B. Independent Directors	49 (IIB)	Yes	-
C. Non-executive Director's Compensation and disclosures	49 (IIC)	Yes	-
D. Other provisions as to Board 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 (IIIC)	Yes	-
D. Management	49 (IIID)	Yes	-
E. Shareholders	49 (IIIE)	Yes	-
F. Proceeds from public issues, rights issue, preferential issues, etc	49 (IIIF)	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:**

- 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.
- In the column No. 3, compliance or non-compliance is indicated by Yes/No/N.A., as per the instructions in Listing Agreement.
- There are no non-compliances during the Quarter.

CERTIFIED TRUE COPY

For ROYAL ORCHID HOTELS LTD.



COMPANY SECRETARY