

Name of the Company : Royal Orchid Hotels Limited

Quarter ending on : 31<sup>st</sup> March 2014

| 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                     | NA                       | Not Applicable to this Quarter |
| (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                     | NA                       | Not Applicable to this Quarter |
| (F) Management                                                           | 49 IV F                     | Yes                      | -                              |
| (G) Shareholders                                                         | 49 IV G                     | Yes                      | -                              |
| <b>V. (V) CEO/CFO Certification</b>                                      | 49 V                        | NA                       | Not Applicable to this Quarter |
| <b>VI. (I) Report on Corporate Governance</b>                            | 49 VI                       | Yes                      | -                              |
| <b>VII. (I) Compliance</b>                                               | 49 VII                      | NA                       | Not Applicable to this Quarter |

**CERTIFIED TRUE COPY**

For ROYAL ORCHID HOTELS LIMITED

  
K B SHYAM KUMAR  
COMPANY SECRETARY