

Quarterly Compliance Report on Corporate GovernanceName of the Company : **Royal Orchid Hotels Limited** CIN: L55101KA1986PLC007392Quarter ending on : **March 31, 2015**

Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A	Remarks
II. Board of Directors	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	-
III. Audit Committee	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	-
IV. Nomination and Remuneration Committee	49 (IV)	Yes	-
V. Subsidiary Companies	49 (V)	Yes	-
VI. Risk Management	49 (VI)	Yes	-
VII. Related Party Transactions	49 (VII)	Yes	-
VIII. Disclosures	49 (VIII)	-	-
A. Related party transactions	49 (VIII A)	Yes	-
B. Disclosure of Accounting treatment	49 (VIII B)	Yes	-
C. Remuneration of Directors	49 (VIII C)	Yes	-
D. Management	49 (VIII D)	Yes	-
E. Shareholders	49 (VIII E)	Yes	-
F. Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	NA	-
IX. CEO/CFO Certification	49 (IX)	Yes	-
X. Report on Corporate Governance	49 X	Yes	-
XI. Compliance	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.

For **ROYAL ORCHID HOTELS LTD.**

Pooja Sharma
COMPANY SECRETARY

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