

Quarterly Compliance Report on Corporate Governance

Name of the Company : **Royal Orchid Hotels Limited**

CIN: **L55101KA1986PLC007392**

Quarter ending on : **31st December 2014**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	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. Disclosure of Resignation of Directors	49 (VIII F)	Yes	No resignation during the Quarter
G. Disclosure of Formal Letter of Appointment	49 (VIII G)	Yes	No appointment during the Quarter

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For ROYAL ORCHID HOTELS LTD.

Pooja Sharma
COMPANY SECRETARY

H. Disclosures in the Annual Report	49 (VIIIH)	Yes	-
I. Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII I)	N.A	Not Applicable
IX. CEO/CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 X	Yes	-
XI. Compliance	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.

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For ROYAL ORCHID HOTELS LTD.

Rajal Sharma.
COMPANY SECRETARY