

## Quarterly Compliance Report on Corporate Governance

Name of the Company : **Royale Manor Hotels and Industries Ltd.**  
Quarter ended : **30<sup>th</sup> September, 2013**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	YES	---NIL---
(B) Non-executive Directors' compensation & disclosures	49 (IB)	YES	---NIL---
(C) Other provisions as to Board and Committees	49 (IC)	YES	---NIL---
D) Code of Conduct	(49 (ID)	YES	---NIL---
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	---NIL---
(B) Meeting of Audit Committee		YES	---NIL---
(C) Powers of Audit Committee 49 (IIC)	49 (IIB)	YES	---NIL---
(D) Role of Audit Committee	49 II(D)	YES	---NIL---
(E) Review of Information by Audit Committee	49 (IIE)	YES	---NIL---
<b>III. Subsidiary Companies</b>	49 (III)	YES	---NIL---
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	YES	Complied At The AGM
(B) Disclosure of Accounting Treatment	49 (IV B)	YES	Complied At The AGM
(C) Board Disclosures	49 (IV C)	YES	Complied At The AGM
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	YES	Complied At The AGM
(E) Remuneration of Directors	49 (IV E)	YES	Complied At The AGM
(F) Management	49 (IV F)	YES	Complied At The AGM
(G) Shareholders	49 (IV G)	YES	Complied At The AGM
<b>V.CEO/CFO Certification</b>	49 (V)	YES	Complied At The AGM
<b>VI. Report on Corporate Governance</b>	49 (VI)	YES	Complied At The AGM
<b>VII. Compliance</b>	49 (VII)	YES	Complied At The AGM

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 I 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, or example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual General Meeting" may be indicated.

**For, Royale Manor Hotels and Industries Limited**

**Date: 10/10/2013**  
**Place: Ahmedabad**

**Company Secretary**