

**Quarterly Compliance Report on Corporate Governance**

**Name of the Company :** Royale Manor Hotels and Industries Ltd.  
**Quarter ending on :** 30<sup>th</sup> June, 2015

<b>Particulars</b>	<b>Clause of Listing agreement</b>	<b>Compliance Status Yes/No/Na</b>	<b>Remarks</b>
<b>II Board of Directors</b>	49 (II)		
(A) Composition of Board	49(IIA)	YES	---NIL---
(B) Independent Directors	49 (IIB)	YES	---NIL---
(C) Non-Executive Director's Compensation and Disclosures	49 (IIC)	YES	---NIL---
(D) Other provision as to Board and Committees	49 (IID)	YES	---NIL---
(E) Code of Conduct	49 (IIE)	YES	---NIL---
(F) Whistle Blower Policy	49 (IIF)	YES	---NIL---
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	YES	---NIL---
(B) Meeting of Audit Committee	49 (IIIB)	YES	---NIL---
(C) Powers of Audit Committee	49 (IIIC)	YES	---NIL---
(D) Role of Audit Committee	49 IIID)	YES	---NIL---
(E) Review of Information by Audit Committee	49 (IIIE)	YES	---NIL---
<b>IV. Nomination and Remuneration Committee</b>	49(IV)	YES	---NIL---
<b>V. Subsidiary Companies</b>	49 (V)	N.A	---NIL---
<b>VI. Risk Management</b>	49 (VI)	N.A	---NIL---
<b>VII. Related Party Transaction</b>	49 (VII)	YES	---NIL---
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIIIA)	YES	---NIL---
(B) Disclosure of Accounting Treatment	49 (VIIIB)	YES	---NIL---
(C) Remuneration of Directors	49 (VIIC)	N.A	will be complied with at the AGM
(D) Management	49 (VIID)	N.A	will be complied with at the AGM
(E) Shareholders	49 (VIIE)	N.A	will be complied with at the AGM
(I) Proceeds from public issues, rights issues, preferential issues etc.	49 {VIII(I)}	N.A	---NIL---
<b>IX.CEO/CFO Certification</b>	49 (IX)	N.A	will be complied with at the AGM
<b>X. Report on Corporate Governance</b>	49 (X)	N.A	will be complied in the next Annual Report
<b>XI. Compliance</b>	49 (XI)	N.A	will be complied with 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(VII).
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, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

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

**Kalpesh B. Baraiya**  
**(Company Secretary)**

**Date: 6<sup>th</sup> July 2015**  
**Place: Ahmedabad**