

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**GUJARAT HOTELS LIMITED**  
**Quarter Ended on 31st March 2014**

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status (Yes/ No)</b>	<b>Remarks</b>
<b>I. Board of Directors</b>	49 I		
(A) Composition of Board	49 I(A)	<b>Yes</b>	
(B) Non-Executive Directors' Compensation & Disclosures	49 I(B)	<b>Yes</b>	
(C) Other Provisions as to Board and Other Committees	49 I(C)	<b>Yes</b>	
(D) Code of Conduct	49 I(D)	<b>Yes</b>	
<b>II. Audit Committee</b>	49 II		
(A) Qualified & Independent Audit Committee	49 II(A)	<b>Yes</b>	
(B) Meeting of Audit Committee	49 II(B)	<b>Yes</b>	
(C) Powers of Audit Committee	49 II(C)	<b>Yes</b>	
(D) Role of Audit Committee	49 II(D)	<b>Yes</b>	
(E) Review of Information by Audit Committee	49 II(E)	<b>Yes</b>	
<b>III. Subsidiary Companies</b>	49 III	<b>N.A.</b>	
<b>IV. Disclosures</b>	49 IV		
(A) Basis of Related Party Transactions	49 IV(A)	<b>Yes</b>	

(B) Disclosure of Accounting Treatment	49 IV(B)	<b>Yes</b>	Deviations, if any, alongwith reasons thereof will be reported in the Corporate Governance Report forming part of Annual report.
(C) Board Disclosures	49 IV(C)	<b>Yes</b>	
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 IV(D)	<b>N.A.</b>	The Company has not made any public issue, right issue, preferential issue in the recent past.
(E) Remuneration of Directors	49 IV(E)(ii)	<b>Yes</b>	Disclosures, as necessary are being made in the Corporate Governance Report forming part of the Annual Report.
(F) Management	49 IV(F)	<b>Yes</b>	49(IVF)(i): Management Discussion & Analysis Report forms part of the respective years Directors' Report.
(G) Shareholders	49 IV(G)	<b>Yes</b>	
<b>V. CEO/ CFO Certification</b>	49 V	<b>NA*</b>	*As the Company doesn't have any CEO & CFO.
<b>VI. Report on Corporate Governance</b>	49 VI	<b>Yes</b>	
<b>VII. Compliance</b>	49 VII	<b>Yes</b>	

For **Gujarat Hotels Limited**

**Rohan Singh**  
**Compliance Officer**