

# JAMES HOTELS LIMITED

Registered office: Block no. 10, sector 17-A, Chandigarh -160 017

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## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE AS PER CLAUSE 49 OF THE LISTING AGREEMENT

Name of Company : **JAMES HOTELS LIMITED**  
 Block 10, Sector 17-A, Chandigarh  
 Quarter Ending : **31<sup>ST</sup> MARCH, 2015**

Particular	Clause of Listing Agreement	Compliance (Yes / No)	Remarks
<b>II. Board of Directors</b>			
(A) Composition of Board	49 (IIA)	Yes	The composition of Board is in conformity with Clause 49 of the Listing Agreement and Section 149 of the Companies Act, 2013.
(B) Independent Directors	49 (IIB)	Yes	All the requirements related to independent Directors have been complied with.
(C) Non- executive Directors compensation & disclosures	49 (IIC)	Yes	Non-executive directors are paid sitting fees, which is within the limit prescribed under the Companies Act.
(D) Other Provisions as to Board and Committees	49 (IID)	Yes	All the requirements have been complied with.
(E) Code of conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
<b>III. Audit Committee</b>			
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Power of Audit Committee	49 (IIIC)	Yes	Well defined as per the provisions of Clause 49(IIIC) of Listing Agreement.
(D) Role of Audit Committee	49 (IIID)	Yes	Well defined as per

			the provisions of Clause 49(III D) of Listing Agreement.
(E) Review of Information by Audit Committee	49 (III E)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	N.A.	
<b>VI. Risk Management</b>	49 (VI)	Yes	
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	
<b>VIII. Disclosures</b>	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	All the requirements with regard to Directors remuneration have been complied with. Disclosures will be made in next Annual Report.
(D) Management	49 (VIII D)	Yes	Management Discussion and Analysis forms will be included in next Annual Report.
(E). Shareholders	49 (VIII E)	Yes	
(I). Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII I)	Yes.	In view of the orders of Hon'ble Company Law Board, the company could not allot shares pursuant to the consent obtained from the shareholders through postal ballots on 14/12/2011.
<b>IX. CEO / CFO Certification</b>	49 (IX)	Yes	Will be reported in the next annual report
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Will be reported in the next annual report

<b>XI. Compliance</b>	49 (XI)	Yes	Compliance Certificate from a Practicing Company Secretary was annexed to the Corporate Governance Report as part of the Directors Report for the year ended 31.03.2014. Such a report will be annexed to the Directors report for 2014-15 as well.
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For JAMES HOTELS LIMITED

Date: 14/04/2015  
Place: Chandigarh

  
(Company Secretary)