



## Quarterly Compliance Report on Corporate Governance

Name of the Company : **SINCLAIRS HOTELS LIMITED**

Quarter ended : **30<sup>th</sup> June, 2015**

| Particulars   | Clause of Listing Agreement | Compliance Status Yes/ No/N.A. | Remarks                                  |
|---|-----------------------------|--------------------------------|--|
| <b>II. Board of Directors</b>   | 49(II)                      | Yes                            |  |
| (A) Composition of Board  | 49(IIA)                     | Yes                            |  |
| (B) Independent Directors   | 49 (IIB)                    | Yes                            |  |
| (C) Non Executive Directors' compensation & disclosure                  | 49(IIC)                     | Yes                            |  |
| (D) Other provisions as to Board and Committees                         | 49 (III D)                  | Yes                            |  |
| (E) Code of Conduct   | 49 (IIE)                    | Yes                            |  |
| (F) Whistle Blower Policy   | 49 (IIF)                    | Yes                            |  |
| <b>III. Audit Committee</b>   | 49(III)                     | Yes                            |  |
| (A) Qualified & 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                            |  |
| <b>IV. Nomination and Remuneration Committee</b>                        | 49(IV)                      | Yes                            |  |
| <b>V. Subsidiary Companies</b>  | 49(V)                       | N.A.                           | The Company does not have any subsidiary |
| <b>VI. Risk Management</b>  | 49(VI)                      | Yes                            |  |
| <b>VII. Related Party Transactions</b>                                  | 49(VII)                     | Yes                            |  |
| <b>VIII. Disclosures</b>  | 49(VIII)                    | Yes                            |  |
| (A) Related Party transactions  | 49(VIIIA)                   | Yes                            | Will be complied with at the AGM         |
| (B) Disclosure of Accounting Treatment                                  | 49 (VIIIB)                  | Yes                            | -Do-                                     |
| (C) Remuneration of Directors   | 49(VIIIC)                   | Yes                            | -Do-                                     |
| (D) Management  | 49(VIIID)                   | Yes                            | -Do-                                     |
| (E) Shareholders  | 49 (VIIIE)                  | Yes                            | -Do-                                     |
| (F) Proceeds from public issues, rights issue, preferential issues, etc | 49 (VIII F)                 | N.A.                           | The Company did not make any issue       |
| <b>IX CEO / CFO Certification</b>                                       | 49 (IX)                     | Yes                            | Will be complied with at the AGM         |
| <b>X. Report on Corporate Governance</b>                                | 49 (X)                      | Yes                            | -Do-                                     |
| <b>XI. Compliance</b>   | 49 (XI)                     | Yes                            | -Do-                                     |

### Sinclairs Hotels Limited

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