



THE INDIAN HOTELS COMPANY LIMITED

CIN: L74999MH1902PLC000183

Registered Office: Mandlik House Mandlik Road Mumbai 400 001 India

Tel 91 22 6639 5515 Fax 91 22 2202 7442

Website: www.tajhotels.com

E-mail : investorrelations@tajhotels.com

January 15, 2015

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001.

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051

Kind Attn: **Ms. Neha Gada**
DCS- CRD

Dear Madam,

With regard to the compliance of Clause 49 of the Listing Agreement, enclosed please find the current status of our compliance in the format as prescribed by you for the quarter ending December 31, 2014.

Yours sincerely,

BEEJAL DESAI
Vice President - Legal & Company Secretary

Encl : a/a

Format of Quarterly Compliance Report on Corporate Governance

Name of the Company: **The Indian Hotels Company Limited**

Quarter ending on: **December 31, 2014**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 II		
(A) Composition of Board	49(IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	The criteria for performance evaluation will be disclosed in the next Annual Report. Separate meeting of Independent Directors will be held in the current quarter.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (III)		
(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	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	The Remuneration policy and the evaluation criteria will be disclosed in the Annual Report
V. Subsidiary Companies	49 (V)	No	Refer Note Below
VI. Risk Management	49 (VI)	Yes	

VII. Related Party Transactions	49 (VII)	Yes	Policy on dealing with Related Party Transactions has been uploaded on the website. Web link will be provided in the next Annual Report.
VIII. Disclosures	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	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds form public issues, rights issue, preferential issue etc	49 (VIII F)	Yes	
IX.CEO/CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	
XI. Compliance	49 (XI)	Yes	

Note:

The Independent Director to be appointed on the Board of Roots Corporation Limited, being a material unlisted subsidiary, has been identified and the Company is awaiting a formal consent from the appointee and the appointment shall be done shortly.

You are requested to kindly take the same on record.

Yours sincerely,


BEEJAL DESAI
Vice President - Legal & Company Secretary