

January 10, 2019

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001.
Scrip Code: 500850

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

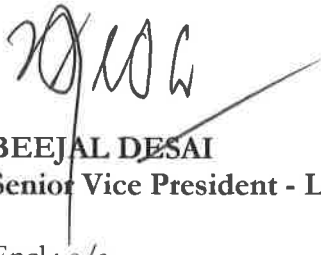
Dear Sirs,

Sub: Compliance Report on Corporate Governance

In terms of Clause 27(2) of the SEBI (Listing Agreement and Disclosure Requirements) Regulations, 2015, we forward herewith the Compliance Report on Corporate Governance of the Company for the quarter and year ended December 31, 2018.

You are requested to kindly acknowledge the receipt and take the same on record.

Yours sincerely, ,



BEEJAL DESAI
Senior Vice President - Legal & Company Secretary

Encl.: a/a

January 10, 2019

Format of Quarterly Compliance report on Corporate Governance

Name of the Company: The Indian Hotels Company Limited

Quarter ending: December 31, 2018

I. Composition of Board of Directors								
Title (Mr / Ms)	Name Of The Director	PAN ³ & DIN	Category (Chairperson /Executive/ Non - Executive/ Independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure* (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulation)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Natarajan Chandrasekaran	PAN: ABJPC6349J DIN: 00121863	Non-Executive Director-Chairperson	27/01/2017	N.A.	Nil	Nil	Nil
Mr.	Mehernosh Sorab Kapadia	PAN: AAHPK3023A DIN: 00050530	Non-Executive Director	10/08/2018	N.A.	Nil	1	Nil
Mr.	Nadir Burjor Godrej	PAN: AADPG7643Q DIN: 00066195	Independent Director	27/08/2014	60	2	3	3
Mr.	Gautam Banerjee	PAN: AUEPB3698A DIN: 03031655	Independent Director	10/09/2014	60	2	Nil	Nil
Ms.	Vibha Paul Rishi	PAN: AAKPR1495E DIN: 05180796	Independent Director	10/09/2014	60	4	4	1
Ms.	Ireena Vittal	PAN: AADPV1333J DIN: 05195656	Independent Director	27/08/2014	60	5	6	Nil

Mr.	Deepak Parekh	PAN: AAOPP9668B DIN: 00009078	Independent Director	27/08/2014	60	3	3	2
Mr.	Puneet Chhatwal	PAN: BBIPC6775N DIN: 07624616	Managing Director & CEO	06/11/2017	N.A.	Nil	2	Nil
Mr.	Venu Srinivasan	PAN: AACPS3217K DIN: 00051523	Non-Executive Director	10/08/2018	N.A.	1	3	Nil

§PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees				
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §	Date of Appointment	Date of Cessation
1. Audit Committee	Deepak Parekh	Chairman – Independent Director	29/01/2001	-
	Ireena Vittal	Independent Director	01/08/2014	-
	Nadir Burjor Godrej	Independent Director	29/04/2016	-
2. Nomination & Remuneration Committee	Deepak Parekh	Chairman – Independent Director	26/05/2017	-
	Nadir Burjor Godrej	Independent Director	08/11/2013	-
	Vibha Paul Rishi	Independent Director	23/03/2016	-
	Natarajan Chandrasekaran	Non- Executive Director	22/02/2017	-
3. Risk Management Committee (if applicable)	Deepak Parekh	Chairman - Independent Director	04/02/2015	-
	Ireena Vittal	Independent Director	04/02/2015	-
	Nadir Burjor Godrej	Independent Director	10/08/2016	-
4. Stakeholders Relationship Committee	Nadir Burjor Godrej	Chairman – Independent Director	26/05/2017	-
	Puneet Chhatwal	Managing Director & CEO	13/11/2017	-
5. Corporate Social Responsibility And Sustainability Committee	Puneet Chhatwal	Chairman – Managing Director & CEO	13/11/2017	-
	Nadir Burjor Godrej	Independent Director	08/11/2013	-
	Ireena Vittal	Independent Director	08/11/2013	-

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
August 10, 2018	November 14, 2018	95	
July 19, 2018			
IV. Meeting of Committees			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number</i>
Audit Committee Meeting – November 14, 2018	Yes.	August 10, 2018	95

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/N.A.)</i> refer note below
Whether prior approval of audit committee obtained	N.A.
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES
Note	
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A... For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.	
2 If status is "No" details of non-compliance may be given here.	

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.



BEEJAL DESAI

Senior Vice President – Legal & Company Secretary