

## Compliance Report on Corporate Governance for the Quarter ended 31st December 2015

We furnish hereunder the status of implementation of the code of Corporate Governance in the prescribed format as amended pursuant to Regulation 27(2)(a) of the Listing Obligations & Disclosure Requirements Regulations, 2015.

1. Name of Listed Entity

TAJGVK Hotels & Resorts Limited

31.12.2015

2. Quarter Ending

3. ANNEXURE - 1

A. Composition of Board of Directors

|                            |            |           |                        |                    |         | No. of<br>Director-<br>ship in<br>listed | No. of<br>memberships in<br>Audit/<br>Stakeholder |
|----------------------------|------------|-----------|------------------------|--------------------|---------|--|---|
|                            |            |           |                        | Date of            |         | entities                                 | Committee held                                    |
|                            |            |           |                        | Appointment in the |         | including                                | in listed entities                                |
|                            |            |           |                        | current term /     | Tenure  | this listed                              | including this                                    |
| Name of the Director       | PAN        | DIN       | Category               | cessation          | (years) | entity                                   | listed entity                                     |
| Dr.G V Krishna Reddy       | ACGPG1923N | '00005212 | Chairman               |                    |         | 2  | Nil   |
| Mrs.G Indira Krishna Reddy | ACGPG1935J | 00005230  | Managing Director      | 25.04.2015         | 5       | 2  | 1   |
| Mrs.Shalini Bhupal         | ACEPB2655G | 00005431  | Executive Director     | 16.06.2014         | 5       | 1  | Nil   |
| Mr.G V Sanjay Reddy        | ACGPG2283D | '00005282 | Non Executive Director |                    |         | 2  | 1   |
| Mr.Krishnaram Bhupal       | AEYPB8584Q | '00005442 | Non Executive Director |                    |         | 2  | Nil   |
| Mr. Rakesh Sarna           | FTLPS3991H | 01875340  | Non Executive Director |                    |         | 2  | 2   |
| Mr.Anil P Goel             | AGFPG3207N | '00050690 | Non Executive Director |                    |         | 3  | 1   |
| Mr. Chinmai Sharma         | GEGPS6588D | '07256539 | Non Executive Director |                    |         | 1  | Nil   |
| Mr.D R Kaarthikeyan        | AAXPK8665Q | '00327907 | Independent Director   | 28.07.2015         | 5       | 5  | 3   |
| Mr.C D Arha                | ABXPA2731N | '02226619 | Independent Director   | 01.08.2014         | 5       | 1  | 2   |
| Mr. K Jayabharath Reddy    | AAYPK8947Q | '00038342 | Independent Director   | 28.07.2015         | 5       | 2  | 3   |
| Mr.M B N Rao               | AADPN0586D | '00287260 | Independent Director   | 28.07.2015         | 5       | 6  | 3   |
| Mr. Ch G Krishna Murthy    | ADCPC5293N | 01667614  | Independent Director   | 28.07.2015         | 5       | 2  | 6   |
| Mr. S Anwar                | AOGPS9983N | '06454745 | Independent Director   | 28.07.2015         | 5       | 2  | 2   |
| Mr. A Rajasekhar           | AHVPR6516J | '01235041 | Independent Director   | 01.08.2014         | 5       | 1  | Nil   |
| Mrs. Santha John           | ADAPJ9788P | '00848172 | Independent Director   | 28.07.2015         | 5       | 1  | Nil   |

Contd ....

## **B.** Composition of Committees

| 2. 33                 |                           |          |  |  |  |  |
|-----------------------|---------------------------|----------|--|--|--|--|
| Name of the Committee | Name of Committee members | Category |  |  |  |  |
| 1. Audit Committee    | Mr. K Jayabharath Reddy   | Chairman |  |  |  |  |
|                       | Mr. Rakesh Sarna          | Member   |  |  |  |  |
|                       | Mr.Anil P Goel            | Member   |  |  |  |  |
|                       | Mr.D R Kaarthikeyan       | Member   |  |  |  |  |
|                       | Mr.C D Arha               | Member   |  |  |  |  |
|                       | Mr.M B N Rao              | Member   |  |  |  |  |



| 2. Nomination & Remuneration Committee   |  | Mr. K Jayabharath Reddy                             |   | Chairman   |             |  |  |  |
|--|--|---|---|--|-------------|--|--|--|
|  |  | Mr. Rakesh Sarna                                    | Member  |  |             |  |  |  |
|  |  | Mr.D R Kaarthikeyan                                 | Mr.D R Kaarthikeyan                           |  |             | Member   |  |  |
|  |  | Mr.C D Arha   |   |  | Member      |  |  |  |
| 3. Stakeholders Relationship Committee   |  | Mrs.G Indira Krishna Reddy                          |   | Chairperson  |             | n  |  |  |
|  |  | Mr.D R Kaarthikeyan                                 | Mr.D R Kaarthikeyan                           |  |             |  |  |  |
|  |  | Mr. Ch G Krishna Murthy                             | Member  |  |             |  |  |  |
| 4. Risk Management Committee   |  | Mrs. G Indira Krishna Reddy                         |   |  | Chairperson |  |  |  |
|  |  | Mrs. Shalini Bhupal                                 |   |  | Member      |  |  |  |
|  |  | Mr. K Mohanchandran, General Man                    | Member  |  |             |  |  |  |
|  |  |   | Mr. Rishi Chopra, General Manager, Taj Deccan |  |             |  |  |  |
|  |  | Mr. Hitendra Sharma, Ceneral Manag                  | • • •   |  | Member      |  |  |  |
|  |  | Mr. Srinivas Lahari, General Manager                | , Vivanta By Taj, Begump                      | et   | Member      |  |  |  |
|  |  |   |   | 1  |             |  |  |  |
| C. Meeting of Board of Directors   |  |   |   |  |             |  |  |  |
| Date(s) of Meeting (if any) in the previous qua  | arter  | Date(s) of Meeting (if any) in the relevant quarter |   | Maximum gap between any two consecutive meetings (in |             |  |  |  |
| 28.07.2015   | T  | 26.10.2015  |   | 90 days  |             |  |  |  |
|  |  |   |   |  |             | 1  |  |  |
| D. Meeting of Committees   | - 1) 500 11 511  |   |   |  |             |  |  |  |
|  | Date(s) of Meeting of the<br>Committee in the relevant | Whether requirement of Quorum met (details)         | Date(s) of Meeting of                         | the Committee in the quarter                         | previous    | Maximum gap between any two consecutive meetings |  |  |
|  | quarter  | met (actails)                                       |   | quarter  |             | (in number of days)                              |  |  |
| 1. Audit Committee   | 26.10.2015   | Yes   | 2   | 28.07.2015   |             | 90 days  |  |  |
| 2. Nomination & Remuneration Committee   | 26.10.2015   | Yes   |   | Not held   |             | -  |  |  |
| 3. Stakeholders Relationship Committee   | 26.10.2015   | Yes   |   | Not held   |             | -  |  |  |
| 4. Risk Management Committee   | 17.12.2015   | Yes   | 16.09.2015                                    |  |             | 90 days  |  |  |
|  |  | ·   |   |  |             |  |  |  |
|  |  |   |   |  |             |  |  |  |
|  |  |   |   |  |             |  |  |  |
| 4. Related Party Transactions  |  |   |   |  |             |  |  |  |
| Subject  |  |   |   | Compliance Status (Yes/No/NA)                        |             |  |  |  |
| w  | Committee obtained                                     |   | Yes   |  | S           |  |  |  |
| Whether shareholder approval obtained for material RPT   |  |   |   | No   |             |  |  |  |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee |  |   |   | 1  |             |  |  |  |

## 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 (Lisitng Obligations and Disclosure Requirements) Regulations, 2015.



- (a) Audit Committee
- (b) Nomination & Remuneration Committee
- (c) Stakeholders Relationship Committee
- (d) Risk Management Committee
- 3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Lisitng 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 (Lisitng 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.