

Name of the Company : Mahindra Holidays & Resorts India Limited

Scrip Code : MHRIL / 533088

Period ended as on : 30<sup>th</sup> January, 2015

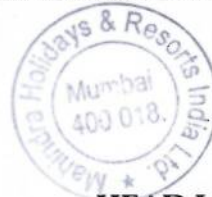
Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49 (II)	-	-
(A) Composition of Board	49 (IIA)	Yes	-
(B) Independent Directors	49 (IIB)	Yes	The Company is in compliance with the provisions of this Clause. The Company has taken definitive steps as follows: 1. To lay down evaluation criteria for performance evaluation of Independent Directors and shall appropriately disclose the same in the Annual Report for the Financial Year 2014-15. 2. To formulate suitable familiarisation Programmes for Independent Directors, details of which shall be disclosed on the Company's website and a web link thereto would be provided for in the Annual Report for the Financial Year 2014-15.
(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	The Annual Report of 2014-15 shall contain a declaration of compliance with the Code of Conduct.
(F) Whistle Blower Policy	49 (IIF)	Yes	-
<b>II. Audit Committee</b>	49 (III)	-	-
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	-

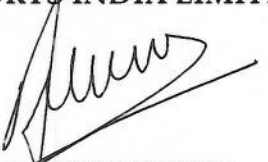


(B) Meeting of Audit Committee	49 (IIIB)	Yes	-
(C) Powers of Audit Committee	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49 (IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
<b>III. Nomination and Remuneration Committee</b>	49 (IV)	Yes	The Annual Report for the Financial Year 2014-15 shall contain disclosures on the Remuneration Policy and the Evaluation criteria.
<b>IV. Subsidiary Companies</b>	49 (V)	Yes	A web link of the Company's Policy for determining Material Subsidiaries shall be provided in the Annual Report for the Financial Year 2014-15.
<b>V. Risk Management</b>	49 (VI)	Yes	-
<b>VI. Related Party Transactions</b>	49 (VII)	Yes	-
<b>VII. Disclosures</b>	49 (VIII)	-	-
(A) Related party transactions	49 (VIIIA)	Yes	As on 31st December, 2014, there are no Related Party Transactions which has crossed the threshold of Materiality as defined in the proviso to Clause VII(C) A web link of the Company's Policy on dealing with Related Party Transactions shall be provided in the Annual Report for the Financial Year 2014-15.
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	-
(C) Remuneration of Directors	49 (IIIC)	Yes	-
(D) Management	49 (IIID)	Yes	The Management Discussion & Analysis shall form part of the Annual Report of 2014-15.
(E) Shareholders	49 (IIIE)	Yes	Appropriate disclosures of relationships between Directors inter-se shall be made in the Annual Report of 2014-15.

(I) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	Yes	The same would be complied as and when monies are raised.
<b>VIII. CEO/CFO Certification</b>	49 (IX)	Yes	The Annual Report for the Financial Year 2014-15 shall contain the CEO/CFO Certification.
<b>IX. Report on Corporate Governance</b>	49 (X)	Yes	The Report on Corporate Governance shall form part of the Annual Report for the Financial Year 2014-15.
<b>X. Compliance</b>	49 (XI)	Yes	The Compliance Certificate shall be annexed to the Directors Report and will be sent to Stock Exchanges alongwith the Annual Report for the Financial Year 2014-15.

For MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED



  
DINESH SHETTY

HEAD LEGAL & COMPANY SECRETARY

Place: Mumbai

Date: 16 FEB 2015