

**Report on Corporate Governance**

1. Name of Listed Entity - **Hotel Leela Venture Limited**  
 2. Quarter ending - **31-Dec-2018**

<b>I. Composition of Board of Directors</b>										
Title (Mr./Ms)	Name of the Director	DI N	P A N	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Vivek Nair	00005870	AA BP N24 07K	C & ED	01-Apr-2016		60	1	2	0
Mr.	Dinesh Nair	00006609	AA BP N23 44K	ED	01-Apr-2016		60	1	0	0
Mr.	Vinay Kapadia	07958301	ABK PK1 244 K	ID	07-Oct-2017		60	1	0	2
Mr.	Vijay Sharma	00138852	AN UPS 345 8F	ID	09-May-2018		60	1	2	0
Ms.	Saija Nair	03623949	AD KPN 344 1K	ID	30-May-2018		60	1	2	0

**II. Composition of Committees**

<b>Audit Committee</b>			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Vijay Sharma	ID	Member
2	Vivek Nair	C & ED	Member
3	Vinay Kapadia	ID	Chairperson
4	Saija Nair	ID	Member

<b>Stakeholders Relationship Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Vijay Sharma	ID	Member
2	Saija Nair	ID	Member
3	Vinay Kapadia	ID	Chairperson
4	Vivek Nair	C & ED	Member

<b>Risk Management Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>

<b>Nomination and Remuneration Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Vinay Kapadia	ID	Member
2	Saija Nair	ID	Member
3	Vivek Nair	C & ED	Member
4	Vijay Sharma	ID	Chairperson

<b>III. Meeting of Board of Directors</b>		
<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>
03-Jul-2018	12-Nov-2018	90
13-Aug-2018		

<b>IV. Meeting of Committees</b>				
<i>Name of the committee</i>	<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 (in number of days)</i>
				90
Audit Committee	12-Nov-2018	4	13-Aug-2018	
Nomination & Remuneration Committee				
Stakeholders Relationship Committee	12-Nov-2018	3		

<b>V. Related Party Transactions</b>	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

#### **VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015

- a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
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. - **Yes**
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.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
- b. Any comments/observations/advice of Board of Directors may be mentioned here:

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**Name** : **Alen Ferns**  
**Designation** : **Company Secretary**