

## CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - Hotel Leela Venture Limited  
 2. Quarter ending - 30-Jun-2016

I. Composition of Board of Directors										
	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non- Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directors hip in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Vivek Nair	00005870	AAB PN2 407K	C & ED				2	1	0
Mr.	Dinesh Nair	00006609	AAB PN2 344K	ED				1	0	0
Mrs.	Madhu Nair	00011223	AAC PN4 316Q	NED				1	0	0
Mr.	V. P. Shetty	00021773	ABT PS52 37K	NED				1	0	0
Mr.	Anil Bhatia	01310959	AEIP B251 7D	NED				1	0	0
Ms.	K. Hemalatha	07241869	ALF PK95 05G	NED				1	0	0
Mrs.	Anna Malhotra	00005903	AEH PA71 87D	ID	01-Apr-2014		5	2	2	0
Mr.	Anil Harish	00001685	AAA PH8 876 M	ID	01-Apr-2014		5	4	3	1
Mr.	Vijay Amritraj	00020077	AAD PV19 15E	ID	01-Apr-2014		5	1	0	0
Mr.	K. U. Mada	00011395	AAC PM8 319C	ID	01-Apr-2014		5	3	3	2
Mr.	M. Madhavan Nambiar	03487311	AAA PN9 333K	ID	01-Apr-2014		5	3	1	0
Mr.	Ashok G. Rajani	00267748	AAB PR8 408A	ID	10-Feb-2016		5	1	0	0

## II. Composition of Committees

Audit Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Anil Harish	ID	Chairperson
2	M. Madhavan Nambiar	ID	Member
3	K. U. Mada	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	K. U. Mada	ID	Chairperson
2	Anna Malhotra	ID	Member
3	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	M. Madhavan Nambiar	ID	Member
2	K. U. Mada	ID	Member
3	Anna Malhotra	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>
10-Feb-2016	26-May-2016	105

<b>IV. Meeting of Committees</b>			
<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>
26-May-2016	YES	10-Feb-2016	105
26-May-2016	YES	29-Jan-2016	
26-May-2016	YES		

<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:

Any comments/observations/advice of Board of Directors may be mentioned here: NIL  
Remark - Composition of Board - Appointment of two independent directors is pending

Name : Anandghan Bohra  
Designation : Company Secretary