

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - **Hotel Leela Venture Limited**
 2. Quarter ending - **30-Sep-2017**

I. Composition of Board of Directors										
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	00 00 58 70	AA BP N24 07K	C & ED				1	2	0
Mr.	Dinesh Nair	00 00 66 09	AA BP N23 44K	ED				1	0	0
Mr.	V. P. Shetty	00 02 17 73	ABT PS5 237 K	NED		18- Sep- 2017		1	0	0
Mr.	Anil Bhatia	01 31 09 59	AEI PB2 517 D	NED		18- Sep- 2017		1	0	0
Ms.	K. Hemalatha	07 24 18 69	ALF PK9 505 G	NED		01- Apr- 2017		1	0	0
Mrs.	Anna Malhotra	00 00 59 03	AEH PA7 187 D	ID	01-Apr- 2014		5	1	1	0
Mr.	Vijay Amritraj	00 02 00 77	AA DP V19 15E	ID	01-Apr- 2014	29- Sep- 2017	5	1	0	0
Mr.	Ashok G. Rajani	00 26 77	AA BPR 840	ID	10-Feb- 2016	19- Sep- 2017	5	1	1	0

		48	8A							
Mr.	Navnit K. Bathej a	03 32 75 81	AAC PB4 036 F	ID	10-Feb- 2017	18- Sep- 2017	5	1	0	2

II. Composition of Committees

Audit Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Vivek Nair	C & ED	Member

Stakeholders Relationship Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Anna Malhotra	ID	Chairperson
2	Vivek Nair	C & ED	Member

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

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Vivek Nair	C & ED	Member
2	Anna Malhotra	ID	Chairperson

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>
	18-Sep-2017	76
	08-Sep-2017	
25-May-2017	10-Aug-2017	

IV. Meeting of Committees				
<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>
Audit Committee	08-Sep-2017	YES	25-May-2017	105
Nomination & Remuneration Committee	18-Sep-2017	YES	25-May-2017	
Stakeholders Relationship Committee		YES	25-May-2017	

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
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. - **No**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **No**
 - b. Nomination & remuneration committee - **No**
 - c. Stakeholders relationship committee - **No**
 - 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:

<p>The Composition of the Board, Nomination and Remuneration Committee and Stakeholders' Relationship Committee is in compliance w.e.f. 7th October, 2017 with the appointment of Mr. Vinay Kapadia as an Independent Director and a member of all the Committees of the Board. However, due to the resignation of Mr. Ashok Rajani with effect from 19th September, 2017, the Board needs to nominate an Independent Director as a Member of the Audit Committee to comply with the requirements of Composition.</p>

Name : Anandghan Bohra
Designation : Company Secretary

ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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. **Mrs. Anna Malhotra could not attend the meeting.**
3. If the Listed Entity would like to provide any other information the same may be indicated here.

Name : Anandghan Bohra
Designation : Company Secretary