



THE LEELA
PALACES HOTELS RESORTS

April 7, 2016

The Department of Corporate Services
BSE Limited
1st floor, Rotunda Building
B.S. Marg, Fort
Mumbai – 400 001
Fax No. 2272 2037 / 39 / 41 / 61 / 3121
Stock Code: 500193

The Listing Department
National Stock Exchange of India Limited
Exchange-Plaza, Bandra Kurla Complex
Bandra (E) Mumbai – 400 051
Fax No. 2659 8237 / 38

HOTELEELA

Dear Sir / Madam,

Sub: Quarterly Compliance Report on Corporate Governance

In terms of Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements, 2015, we enclose herewith Quarterly Compliance Report on Corporate Governance for the Quarter ended 31st March, 2016.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For **Hotel Leelaventure Limited**

A. S. Bhatia
Company Secretary



Encl: as above

Regd. Office:

HOTEL LEELAVENTURE LIMITED

The Leela Mumbai, Sahar, Mumbai 400 059 India. Phone: (91-22) 6691 1234; Fax: (91-22) 6691 1212; Email: leela@theleela.com; www.theleela.com

The Leela Palaces, Hotels and Resorts: New Delhi, Bangalore, Chennai, Mumbai, Gurgaon, Udaipur, Goa and Kovalam.

Upcoming Properties: Jaipur; Agra; Lake Ashtamudi (Kerala); Bhartiya City, Bangalore and Lucknow.

Corporate Identity Number (CIN): L55101MH1981PLC024097



ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Hotel Leela Venture Limited**
 2. Quarter ending - **31-Mar-2016**

| I. Composition of Board of Directors | | | | | | | | | | |
|---|-----------------------------|------------|-------------|---|----------------------------|--------------------------|---------------|---|--|---|
| Title (Mr./Ms) | Name of the Director | DIN | PAN | 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 | AABPN2407K | C & ED | | | | 2 | 0 | 0 |
| Mr. | Dinesh Nair | 00006609 | AABPN2344K | ED | | | | 1 | 0 | 0 |
| Mr. | Krishna Deshikar | 00019307 | ACUPD9945P | ED | | 25-Feb-2016 | | 1 | 0 | 0 |
| Mrs. | Madhu Nair | 00011223 | AACPN4316Q | NED | | | | 1 | 0 | 0 |
| Mr. | V. P. Shetty | 00021773 | ABTPS5237K | NED | | | | 1 | 0 | 0 |
| Mr. | Anil Bhatia | 01310959 | AEIPB2517D | NED | | | | 1 | 0 | 0 |
| Ms. | K. Hemalatha | 07241869 | ALF PK9505G | NED | | | | 1 | 0 | 0 |
| Mrs. | Anna Malho | 000000 | AEH PA7 | ID | 01-Apr-2014 | | 5 | 2 | 2 | 0 |



A. Balma

| | | | | | | | | | | |
|-----|---------------------------|----------------------|----------------------------|----|-----------------|--|---|---|---|---|
| | tra | 59 03 | 187 D | | | | | | | |
| Mr. | Anil Harish | 00 00 16 85 | AA AP H88 76 M | ID | 01-Apr- 2014 | | 5 | 4 | 3 | 1 |
| Mr. | Vijay Amritraj | 00 02 00 77 | AA DPV 191 5E | ID | 01-Apr- 2014 | | 5 | 1 | 0 | 0 |
| Mr. | K. U. Mada | 00 01 13 95 | AAC PM 831 9C | ID | 01-Apr- 2014 | | 5 | 3 | 3 | 2 |
| Mr. | M. Madhavan Nambiar | 03 48 73 11 | AA AP N93 33K | ID | 01-Apr- 2014 | | 5 | 3 | 1 | 0 |
| Mr. | Ashok G. Rajani | 00 26 77 48 | AAB PR8 408 A | ID | 10-Feb- 2016 | | 5 | 1 | 0 | 0 |

II. Composition of Committees

| Audit Committee | | | |
|------------------------|-----------------------------|-----------------|-------------------------------|
| <i>Sr. No.</i> | <i>Name of the Director</i> | <i>Category</i> | <i>Chairperson/Membership</i> |
| 1 | Anil Harish | ID | Chairperson |
| 2 | M. Madhavan Nambiar | ID | Member |
| 3 | K. U. Mada | ID | Member |

| Stakeholders Relationship Committee | | | |
|--|-----------------------------|-----------------|-------------------------------|
| <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 |

| 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 | M. Madhavan Nambiar | ID | Member |
| 2 | K. U. Mada | ID | Member |
| 3 | 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> |
| 06-Nov-2015 | 10-Feb-2016 | 95 |



A.S. Salma

| IV. Meeting of Committees | | | |
|--|--|--|--|
| <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> |
| 10-Feb-2016 | YES | 06-Nov-2015 | |
| 29-Jan-2016 | YES | | 95 |

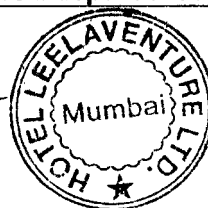
| V. Related Party Transactions | |
|--|--------------------------------------|
| Subject | Compliance status (Yes/No/NA) |
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | Not Applicable |
| Whether details of RPT entered into pursuant 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. - **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) - **No**
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



ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

| I. Disclosure on website in terms of Listing Regulations | | |
|---|--------------------------------------|--------------------------------------|
| Item | Compliance status (Yes/No/NA) | |
| Details of business | Yes | |
| Terms and conditions of appointment of independent directors | Yes | |
| Composition of various committees of board of directors | Yes | |
| Code of conduct of board of directors and senior management personnel | Yes | |
| Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | |
| Criteria of making payments to non-executive directors | Yes | |
| Policy on dealing with related party transactions | Yes | |
| Policy for determining 'material' subsidiaries | Yes | |
| Details of familiarization programmes imparted to independent directors | Yes | |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | |
| email address for grievance redressal and other relevant details | Yes | |
| Financial results | Yes | |
| Shareholding pattern | Yes | |
| Details of agreements entered into with the media companies and/or their associates | Not Applicable | |
| New name and the old name of the listed entity | Not Applicable | |
| II Annual Affirmations | | |
| Particulars | Regulation Number | Compliance status (Yes/No/NA) |
| <i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i> | 16(1)(b) & 25(6) | Yes |
| <i>Board composition</i> | 17(1) | Yes |
| <i>Meeting of Board of directors</i> | 17(2) | Yes |
| <i>Review of Compliance Reports</i> | 17(3) | Yes |
| <i>Plans for orderly succession for appointments</i> | 17(4) | Yes |
| <i>Code of Conduct</i> | 17(5) | Yes |
| <i>Fees/compensation</i> | 17(6) | Yes |
| <i>Minimum Information</i> | 17(7) | Yes |
| <i>Compliance Certificate</i> | 17(8) | Yes |
| <i>Risk Assessment & Management</i> | 17(9) | Yes |
| <i>Performance Evaluation of Independent Directors</i> | 17(10) | Yes |
| <i>Composition of Audit Committee</i> | 18(1) | Yes |
| <i>Meeting of Audit Committee</i> | 18(2) | Yes |
| <i>Composition of nomination & remuneration committee</i> | 19(1) & (2) | Yes |
| <i>Composition of Stakeholder Relationship Committee</i> | 20(1) & (2) | Yes |
| <i>Composition and role of risk management committee</i> | 21(1),(2),(3),(4) | Not Applicable |
| <i>Vigil Mechanism</i> | 22 | Yes |
| <i>Policy for related party Transaction</i> | 23(1),(5),(6),(7) & (8) | Yes |
| <i>Prior or Omnibus approval of Audit Committee for all related party transactions</i> | 23(2), (3) | Yes |
| <i>Approval for material related party transactions</i> | 23(4) | Not Applicable |



A. S. Sharma

| | | |
|---|-------------------------|-----|
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | Yes |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | Yes |
| Maximum Directorship & Tenure | 25(1) & (2) | Yes |
| Meeting of independent directors | 25(3) & (4) | Yes |
| Familiarization of independent directors | 25(7) | Yes |
| Memberships in Committees | 26(1) | Yes |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes |
| Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes |
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes |

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Name : *A. S. Bohra*
Designation : **Anandghan Bohra**
Company Secretary

