

## CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity     **- Hotel Leela Venture Limited**  
 2. Quarter ending           **- 30-Sep-2019**

### i. Composition Of Board Of Director

T i t l e  ( M r / M s )	Name of the Director	DIN	P A N	C a t e g o r y ( C h a i r p e r s o n / E x e c u t i v e / N o n - E x e c u t i v e / I n d e p e n d e n t / N o m i n e e )	S u b C a t e g o r y	I n i t i a l D a t e o f A p p o i n t m e n t	D a t e o f A p p o i n t m e n t	D a t e o f c e s s a t i o n	T e n u r e	D a t e o f B i r t h	N o. o f D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	N o. o f I n d e p e n d e n t D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	N o. o f m e m b e r s h i p i n A u d i t / S t a k e h o l d e r C o m m i t t e e ( s ) i n c l u d i n g t h i s l i s t e d e n t i t y	N o. o f p o s t o f C h a i r p e r s o n i n A u d i t / S t a k e h o l d e r C o m m i t t e e h e l d i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	M e m b e r s h i p i n C o m m i t t e e s o f t h e C o m p a n y	R e m a r k s	
Mr.	Vivek Nair	00005870	A A B P N 2 4 0 7 K	C,ED	M D	03-Aug-1983	01-Apr-2016		60	03-Jan-1952	1	0	2	0		AC,SC,NR C	
Mr.	Dinesh Nair	00006609	A A B P N 2 3 4 4 K	ED	M D	03-Aug-1983	01-Apr-2016		60	24-Dec-1955	1	0	0	0			

Mr .	Vinay Kapadia	07 95 83 01	A B K P K 1 2 4 4 K	ID		07- Oct- 2017	07- Oct- 2017		60	19- Nov- 1956	1	1	0	2	AC,S C,NR C
Mr .	Vijay Sharma	00 13 88 52	A N U P S 3 4 5 8 F	ID		09- May- 2018	09- May- 2018		60	08- Aug- 1954	1	1	2	0	AC,S C,NR C
Mr s.	Saija Nair	03 62 39 49	A D K P N 3 4 4 1 K	ID		30- May- 2018	30- May- 2018		60	08- Dec- 1972	1	1	2	0	AC,S C,NR C

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. **Composition of Committees**

a. **Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Vivek Nair	C,ED	Member	31-Oct-2003	
2	Vijay Sharma	ID	Member	09-May-2018	
3	Vinay Kapadia	ID	Chairperson	07-Oct-2017	
4	Saija Nair	ID	Member	30-May-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Vijay Sharma	ID	Member	09-May-2018	
2	Saija Nair	ID	Member	30-May-2018	
3	Vinay Kapadia	ID	Chairperson	07-Oct-2017	
4	Vivek Nair	C,ED	Member	26-May-2016	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**c. Risk Management Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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Company Remarks	
Whether Permanent chairperson appointed	No

**d. Nomination and Remuneration Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Saija Nair	ID	Member	30-May-2018	
2	Vivek Nair	C,ED	Member	10-Feb-2017	
3	Vijay Sharma	ID	Chairperson	09-May-2018	
4	Vinay Kapadia	ID	Member	07-Oct-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**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>Whether requirement of Quorum met</i>	<i>Number of Directors present</i>	<i>Number of Independent Directors present</i>
27-May-2019	10-Aug-2019	Yes	5	3
	13-Aug-2019	Yes	3	3
	30-Sep-2019	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days)	74

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	27-May-2019	10-Aug-2019	Yes	4	3
Stakeholders Relationship Committee	27-May-2019		Yes	3	3
Audit Committee		13-Aug-2019	Yes	3	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	74

v. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</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	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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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 - **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:

Due to disqualification of directors under Section 164(2)(b) of the Companies Act, 2013, the Company is unable to get an additional director on the Board of the Company to meet the requirement of minimum six directors on the Board in terms of Regulation 17 of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. The Company is also unable to appoint an Independent Director of the Company on the Board of Leela Palaces and Resorts Limited, a material subsidiary, due to disqualification of all Independent Directors of the Company under 164(2)(b) of the Companies Act, 2013

Name : Alen Ferns  
Designation : Company Secretary & Compliance Officer

**ANNEXURE III**

**Affirmations**

<i>Broad Heading</i>	<i>Regulation Number</i>	<i>Compliance Status</i>	<i>Company Remark</i>
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)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

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