

Report on Corporate Governance

1. Name of Listed Entity - Hotel Leelaventure Limited

2. Quarter ending - 31-Mar-2019

i. Composition Of Board Of Director

Title (Mr./ Ms)	Name of the Director	DIN	PAN	Category (Chair person /Executive/Non-Executive/ Independent/ Nominee)	Sub Category	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	Membership in Committees of the Company	Remarks
Mr.	Vivek Nair	00005870	AA BP N24 07K	C & ED	MD	01-Apr-2016		60	1	2	0	AC,SC, NRC	
Mr.	Dinesh Nair	00006609	AA BP N23 44K	ED	MD	01-Apr-2016		60	1	0	0	AC,SC, NRC	
Mr.	Vinay Kapadia	07958301	AB KP K12 44K	ID		07-Oct-2017		60	1	0	2	AC,SC, NRC	
Mr.	Vijay Sharma	00138852	AN UP S34 58F	ID		09-May-2018		60	1	2	0	AC,SC, NRC	
Ms.	Saija Nair	03623949	AD KP N34 41K	ID		30-May-2018		60	1	2	0	AC,SC, NRC	

Company Remarks	
Whether Permanent chairperson appointed	Yes

ii. **Composition of Committees**

a. **Audit 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	Vivek Nair	C & ED	Member	31-Oct-2003	
2	Saija Nair	ID	Member	30-May-2018	
3	Vinay Kapadia	ID	Chairperson	07-Oct-2017	
4	Vijay Sharma	ID	Member	09-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	Vinay Kapadia	ID	Chairperson	07-Oct-2017	
3	Vivek Nair	C & ED	Member	26-May-2016	
4	Saija Nair	ID	Member	30-May-2018	

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	Risk Management Committee is not applicable to the Company
Whether Permanent chairperson appointed	

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	Vijay Sharma	ID	Chairperson	09-May-2018	
2	Vivek Nair	C & ED	Member	10-Feb-2017	
3	Saija Nair	ID	Member	30-May-2018	
4	Vinay Kapadia	ID	Member	07-Oct-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. **Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
12-Nov-2018	12-Feb-2019
	18-Mar-2019

Company Remarks	
Maximum gap between any two consecutive (in number of days)	91

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	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	12-Nov-2018	12-Feb-2019	4	Yes
Stakeholders Relationship Committee	12-Nov-2018		3	Yes
Audit Committee		18-Mar-2019	3	Yes
Nomination & Remuneration Committee		12-Feb-2019	3	Yes
Nomination & Remuneration Committee		18-Mar-2019	3	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	91

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
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. - **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

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			
<i>Item</i>	<i>Compliance status</i>	Company Remark	Website
Details of business	Yes		www.theleela.com
Terms and conditions of appointment of independent	Yes		www.theleela.com
Composition of various committees of board of	Yes		www.theleela.com
Code of conduct of board of directors and senior	Yes		www.theleela.com
Details of establishment of vigil mechanism/ Whistle	Yes		www.theleela.com
Criteria of making payments to non-executive	Yes		www.theleela.com
Policy on dealing with related party transactions	Yes		www.theleela.com
Policy for determining 'material' subsidiaries	Yes		www.theleela.com
Details of familiarization programs imparted to	Yes		www.theleela.com
Contact information of the designated officials of the listed entity who are	Yes		www.theleela.com
email address for grievance redressal and other	Yes		www.theleela.com
Financial results	Yes		www.theleela.com
Shareholding pattern	Yes		www.theleela.com
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			
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status</i>	Company Remark
<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	

<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	No	The Company could not appoint any Independent Director on the Board of the material subsidiary company, since all the present Independent Directors of the holding company are disqualified under Section 164 of the Companies Act, 2013
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
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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

Other Information	The Company could not appoint any Independent Director on the Board of the material subsidiary company, since all the present Independent Directors of the holding company are disqualified under Section 164 of the Companies Act, 2013.
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Name : Alen Ferns
Designation : Company Secretary