

October 14, 2019

**National Stock Exchange of India Limited**

Exchange Plaza  
Bandra Kurla Complex  
Bandra (East)  
Mumbai - 400 051  
Scrip Code: CHALET  
ISIN No: INE427F01016

**BSE Limited**

Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring,  
Dalal Street, Fort  
Mumbai - 400 001  
Scrip Code: 542399  
ISIN No: INE427F01016

**Sub: Compliance Report on Corporate Governance for the Quarter ended September 30, 2019**

**Ref.: Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir / Madam,

Please find enclosed Compliance Report on Corporate Governance for the quarter ending September 30, 2019 as prescribed under Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on record.

Thanking you.

Yours faithfully,  
**For Chalet Hotels Limited**

  
**Christabelle Baptista**  
Company Secretary & Compliance Officer

**CHALET HOTELS LIMITED**

Corporate Governance Report for the Quarter ending on **September 30, 2019**

**i. Composition of Board of Directors**

Name of the Director	DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Initial Date of Appointment	Tenure (period completed in months)	Date of Birth	No. of Directorship in listed entities including this listed entity	No of Independent 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
Mr. Hetal Gandhi	00106895	Independent Director, Chairman & Non-Executive Director	12-Jun-2018	15	29-Jul-1965	1	1	1	0	- Audit & Risk Management Committee - CSR Committee
Mr. Joseph Conrad DSouza	00010576	Independent Director	12-Jun-2018	15	12-Jan-1960	1	1	3	3	- Audit & Risk Management Committee - Stakeholders Relationship Committee - Nomination & Remuneration Committee
Mr. Arthur William De Haast	07893738	Independent Director	12-Jun-2018	15	08-May-1957	1	1	0	0	- Nomination & Remuneration Committee
Ms. Radhika Piramal	02105221	Independent Director	12-Jun-2018	15	27-May-1978	2	1	0	0	- CSR Committee
Mr. Ravi Chandru Raheja	00028044	Non Independent Non-Executive Director	04-Sep-1995		23-Sep-1971	2	0	7	1	- Audit & Risk Management Committee - Stakeholders Relationship Committee
Mr. Neel Chandru Raheja	00029010	Non Independent, Non-Executive Director	12-Dec-1996		27-Jun-1974	2	0	5	0	- Stakeholders Relationship Committee - Nomination & Remuneration Committee
Mr. Sanjay Sethi	00641243	Managing Director & CEO	09-Feb-2018		08-Jan-1965	1	0	1	0	- CSR Committee
Mr. Rajeev Newar	00468125	Executive Director & CFO	03-Aug-2017		24-Mar-1968	1	0	2	0	- Stakeholders Relationship Committee

Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. **Composition of Committees**

a. **Audit & Risk Management Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date
1	Joseph Conrad D'Souza	Independent Director	Chairperson	12-Jun-2018
2	Hetal Gandhi	Independent Director	Member	12-Jun-2018
3	Ravi Chandru Raheja	Non-Independent Non-Executive Director	Member	12-Jun-2018
	Whether Permanent chairperson appointed	Yes		

**Note:** The Audit Committee has been renamed as Audit and Risk Management Committee, effective May 10, 2019 and shall discharge the functions of the Risk Management Committee.

b. **Stakeholders Relationship Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date
1	Joseph Conrad D'Souza	Independent Director	Chairperson	12-Jun-2018
2	Ravi Chandru Raheja	Non-Independent Non-Executive Director	Member	12-Jun-2018
3	Neel Chandru Raheja	Non-Independent Non-Executive Director	Member	12-Jun-2018
4	Rajeev Newar	Executive Director & CFO	Member	12-Jun-2018
	Whether Permanent chairperson appointed	Yes		

c. **Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date
1	Joseph Conrad D'Souza	ID	Chairperson	12-Jun-2018
2	Arthur William De Haast	ID	Member	12-Jun-2018
3	Neel Chandru Raheja	NED	Member	12-Jun-2018
	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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present	Maximum gap between consecutive meetings during the quarter (in number of days)
10-May-2019	13-Aug-2019	Yes	7	3	94

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	Maximum gap between consecutive meetings during the quarter (in number of days) [Only for Audit Committee]
Audit Committee	15-Apr-2019		Yes	3	2	
Audit Committee	10-May-2019		Yes	3	2	
Audit Committee		13-Aug-2019	Yes	3	2	94
Nomination & Remuneration Committee	24-Apr-2019		Yes	3	2	
Nomination & Remuneration Committee		13-Aug-2019	Yes	3	2	
Stakeholders Relationship Committee	10-May-2019		Yes	4	1	
Stakeholders Relationship Committee		13-Aug-2019	Yes	4	1	

**Note:** The Audit Committee has been renamed as Audit and Risk Management Committee, effective May 10, 2019 and shall discharge the functions of the Risk Management Committee.

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)	Yes
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.	This report will and the report submitted in the previous quarter has been placed before Board of Directors.	Yes
6.	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website [R.46(2)]	Yes
7.	Presence of Chairperson of Audit Committee at the Annual General Meeting [R.18(1)(d)]	Yes

<b>8.</b>	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting [R.19(3)]	<b>Yes</b>
<b>9.</b>	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting [R.20(3)]	<b>Yes</b>
<b>10.</b>	Whether "Corporate Governance Report" disclosed in Annual Report [R.34(3) read with para C of Schedule V]	<b>Yes</b>

For **Chalet Hotels Limited**

Sd/-

**Christabelle Baptista**  
**Company Secretary & Compliance Officer**

Date: 14.10.2019

Place: Mumbai