

January 09, 2020

National Stock Exchange of India Limited

Exchange Plaza
Bandra Kurla Complex
Bandra (East)
Mumbai - 400 051
Scrip Code: CHALET

BSE Limited

Corporate Relationship Department
1st Floor, New Trading Ring,
Dalal Street, Fort
Mumbai - 400 001
Scrip Code: 542399

Sub: Compliance Report on Corporate Governance for the Quarter ended December 31, 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 December 31, 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 ended December 31, 2019

i. Composition of Board of Directors

Name of the Director and DIN	Category	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	Non-Executive - Independent Director (Chairperson)	12-Jun-2018	18	29-Jul-1965	1	1	1	0	- Audit & Risk Management Committee - CSR Committee
Mr. Joseph Conrad Dsouza 00010576	Non-Executive - Independent Director	12-Jun-2018	18	12-Jan-1960	1	1	3	3	- Audit & Risk Management Committee - Stakeholders Relationship Committee - Compensation, Nomination & Remuneration Committee
Mr. Arthur William De Haast 07893738	Non-Executive - Independent Director	12-Jun-2018	18	08-May-1957	1	1	0	0	- Compensation, Nomination & Remuneration Committee
Ms. Radhika Piramal 02105221	Non-Executive - Independent Director	12-Jun-2018	18	27-May-1978	2	1	0	0	- CSR Committee
Mr. Ravi Chandru Raheja 00028044	Non-Executive Director - Non Independent	04-Sep-1995		23-Sep-1971	2	0	7	1	- Audit & Risk Management Committee - Stakeholders' Relationship Committee
Mr. Neel Chandru Raheja 00029010	Non-Executive Director - Non Independent	12-Dec-1996		27-Jun-1974	2	0	5	0	- Stakeholders' Relationship Committee - Compensation, Nomination & Remuneration Committee - CSR Committee
Mr. Sanjay Sethi 00641243	Executive Director (MD & CEO)	09-Feb-2018		08-Jan-1965	1	0	2	0	- CSR Committee - Stakeholders' Relationship 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 Committee Member	Category	Chairperson / Member	Appointment Date
1	Joseph Conrad D'Souza	Non-Executive - Independent Director	Chairperson	12-Jun-2018
2	Hetal Gandhi	Non-Executive - Independent Director	Member	12-Jun-2018
3	Ravi Chandru Raheja	Non-Executive - Non Independent Director	Member	12-Jun-2018
Whether Permanent Chairperson appointed		Yes		

Note: The Audit Committee has been renamed as Audit & Risk Management Committee, effective May 10, 2019 and discharges the functions of the Risk Management Committee as well.

b. **Stakeholders' Relationship Committee**

Sr. No.	Name of the Committee Member	Category	Chairperson / Member	Appointment Date
1	Joseph Conrad Dsouza	Non-Executive - Independent Director	Chairperson	12-Jun-2018
2	Ravi Chandru Raheja	Non-Executive - Non Independent Director	Member	12-Jun-2018
3	Neel Chandru Raheja	Non-Executive - Non Independent Director	Member	12-Jun-2018
4	Rajeev Newar	Executive Director (CFO)	Member	12-Jun-2018
5	Sanjay Sethi	Executive Director (MD & CEO)	Member	8-Nov-2019
Whether Permanent Chairperson appointed		Yes		

c. **Compensation, Nomination and Remuneration Committee**

Sr. No.	Name of the Committee Member	Category	Chairperson / Member	Appointment Date
1	Joseph Conrad DSouza	Non-Executive - Independent Director	Chairperson	12-Jun-2018

2	Arthur William De Haast	Non-Executive - Independent Director	Member	12-Jun-2018
3	Neel Chandru Raheja	Non-Executive - Non Independent Director	Member	12-Jun-2018
Whether Permanent Chairperson appointed				
		Yes		

d. Corporate Social Responsibility Committee

Sr. No.	Name of the Committee Member	Category	Chairperson / Member	Appointment Date
1	Hetal Gandhi	Non-Executive - Independent Director	Chairperson	12-Jun-2018
2	Radhika PIRAMAL	Non-Executive - Independent Director	Member	12-Jun-2018
3	Neel Chandru Raheja	Non-Executive Director - Non Independent	Member	12-Jun-2018
4	Sanjay Sethi	Executive Director (MD & CEO)	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)
13-Aug-2019	8-Nov-2019	Yes	8	4	86

iv. Meetings of Committees

Name of the Committee	Date(s) of meeting 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 Members present	Number of Independent Directors present	Maximum gap between consecutive meetings during the quarter (in number of days)
Audit & Risk Management Committee	13-Aug-2019		Yes			
Audit & Risk Management Committee		8-Nov-2019	Yes	3	3	86
Compensation, Nomination & Remuneration Committee	13-Aug-2019		Yes			
Compensation, Nomination & Remuneration Committee		8-Nov-2019	Yes	3	2	86
Stakeholders' Relationship Committee	13-Aug-2019		Yes			
Stakeholders' Relationship Committee		8-Nov-2019	Yes	4	1	86
Corporate Social Responsibility Committee	13-Aug-2019		Yes			
Corporate Social Responsibility Committee		8-Nov-2019	Yes	4	2	86

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

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 & Risk Management Committee b. Compensation, Nomination & Remuneration Committee c. Stakeholders' Relationship Committee d. Risk Management Committee (applicable to the top 500 listed entities)	Yes Yes Yes Yes
3.	The Committee Members have been made aware of their powers, roles and responsibilities as specified in the 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 [Reg. 46(2)]	Yes
7.	Presence of Chairperson of Audit Committee at the Annual General Meeting [Reg.18(1)(d)]	Yes

For Chalet Hotels Limited

Sd/-

Christabelle Baptista

Company Secretary & Compliance Officer

Date: January 09, 2020

Place: Mumbai