

**CHALET HOTELS LIMITED**

**Corporate Governance Report for the quarter ended December 31, 2022**

**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	Whether the Director is disqualified	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  C- Chairperson; M- Member
Mr. Hetal Gandhi 00106895	Non-Executive - Independent Director (Chairperson)	12-06-2018	54.20	29-07-1965	No	5	4	4	2	- Audit Committee (M) - CSR and ESG Committee (C)
Mr. Joseph Conrad Dsouza 00010576	Non-Executive - Independent Director	12-06-2018	54.20	12-01-1960	No	2	2	8	4	- Audit Committee (C) - Stakeholders Relationship Committee (C) - Compensation, Nomination and Remuneration Committee (C) - Risk Management Committee (M)
Mr. Arthur William De Haast 07893738	Non-Executive - Independent Director	12-06-2018	54.20	08-05-1957	No	1	1	0	0	- Compensation, Nomination and Remuneration Committee (M) - Risk Management Committee (C)
Ms. Radhika Piramal 02105221	Non-Executive - Independent Director	12-06-2018	54.20	27-05-1978	No	2	1	1	0	- CSR and ESG Committee (M)
Mr. Ravi C. Raheja 00028044	Non-Executive - Non-Independent Director	04-09-1995		23-09-1971	No	3	0	8	1	- Audit Committee (M) - Stakeholders' Relationship Committee (M)
Mr. Neel C. Raheja 00029010	Non-Executive - Non-Independent Director	12-12-1996		27-06-1974	No	3	0	7	0	- Stakeholders' Relationship Committee (M) - Compensation, Nomination and Remuneration Committee (M) - CSR and ESG Committee (M) - Risk Management Committee (M)
Mr. Sanjay Sethi 00641243	Executive Director (MD and CEO)	09-02-2018 Re-appointed w.e.f. 09-02-2021		08-01-1965	No	1	0	2	0	- CSR and ESG Committee (M) - Stakeholders' Relationship Committee (M) - Risk Management Committee (M)

Whether Regular Chairperson appointed  Yes

Whether Chairperson is related to MD or CEO  No

**ii. Composition of Committees**

**a. Audit Committee**

Sr. No.	Name of the Committee Member	Category	Chairperson / Member	Appointment Date
1	Joseph Conrad D'Souza	Independent Director	Chairperson	12-06-2018
2	Hetal Gandhi	Independent Director	Member	12-06-2018
3	Ravi C. Raheja	Non-Executive - Non-Independent Director	Member	12-06-2018
Whether Regular Chairperson appointed		Yes		

**b. Stakeholders' Relationship Committee**

Sr. No.	Name of the Committee Member	Category	Chairperson / Member	Appointment Date
1	Joseph Conrad D'Souza	Independent Director	Chairperson	12-06-2018
2	Ravi C. Raheja	Non-Executive - Non-Independent Director	Member	12-06-2018
3	Neel C. Raheja	Non-Executive - Non-Independent Director	Member	12-06-2018
4	Sanjay Sethi	Executive Director (MD and CEO)	Member	08-11-2019
Whether Regular Chairperson appointed		Yes		

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

Sr. No.	Name of the Committee Member	Category	Chairperson / Member	Appointment Date
1	Joseph Conrad D'Souza	Independent Director	Chairperson	12-06-2018
2	Arthur William DeHaast	Independent Director	Member	12-06-2018
3	Neel C. Raheja	Non-Executive - Non-Independent Director	Member	12-06-2018
Whether Regular Chairperson appointed		Yes		

**d. Corporate Social Responsibility and ESG Committee**

Sr. No.	Name of the Committee Member	Category	Chairperson / Member	Appointment Date
1	Hetal Gandhi	Independent Director	Chairperson	12-06-2018
2	Radhika Piramal	Independent Director	Member	12-06-2018
3	Neel C. Raheja	Non-Executive - Non-Independent Director	Member	12-06-2018
4	Sanjay Sethi	Executive Director (MD and CEO)	Member	12-06-2018
Whether Regular Chairperson appointed		Yes		

**e. Risk Management Committee**

Sr. No.	Name of the Committee Member	Category	Chairperson / Member	Appointment Date
1	Arthur DeHaast	Independent Director	Chairperson	21-10-2021
2	Joseph Conrad D'Souza	Independent Director	Member	21-10-2021
3	Neel C. Raheja	Non-Executive - Non-Independent Director	Member	21-10-2021
4	Sanjay Sethi	Executive Director (MD and CEO)	Member	21-10-2021
5	Milind Wadekar	Senior Management (CFO)	Member	21-10-2021
6	Rajneesh Malhotra	Senior Management (COO)	Member	21-10-2021
Whether Regular Chairperson appointed		Yes		

\* Mr. Milind Wadekar and Mr. Rajneesh Malhotra have been appointed as Members of the Risk Management Committee by virtue of them being senior executives in the Company.

**iii. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter and relevant quarter	Whether requirement of Quorum met	Total number of Directors as on the date of meeting	Number of Directors present (All Directors including Independent Director)	Number of Independent Directors attending the meeting	Maximum gap between consecutive meetings during the quarter (in number of days)
28-07-2022	Yes	7	7	4	
21-10-2022	Yes	7	6	3	84

**iv. Meetings of Committees**

Name of the Committee	Date(s) of meeting of the Committee in the previous quarter and relevant quarter	Whether requirement of Quorum met (Yes / No)	Total number of Directors in the Committee as on the date of meeting	Number of Directors present (All Directors including Independent Director)	Number of Independent Directors attending the meeting	Number of members attending the meeting (other than Board of Directors)	Maximum gap between consecutive meetings during the quarter (in number of days)
Audit Committee	28-07-2022	Yes	3	3	2	0	
Audit Committee	21-10-2022	Yes	3	2	2	0	84
Compensation Nomination and Remuneration Committee	22-07-2022	Yes	3	3	2	0	
Risk Management Committee	01-11-2022	Yes	4	3	2	2	

**v. Related Party Transactions**

Subject	Compliance status (Yes / No / N.A.)
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to Omnibus Approval have been reviewed by Audit Committee	Yes

**Note:** The Board had granted its approval in respect of the material Related Party Transaction. The same was also approved by the shareholders at the Annual General Meeting of the Company held on September 14, 2022.

**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. Compensation, Nomination and Remuneration Committee	Yes
	c. Stakeholders' Relationship Committee	Yes
	d. Risk Management Committee (applicable to the top 1000 listed entities)	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 and/ or the report submitted in the previous quarter has been placed before Board	Yes

For **Chalet Hotels Limited**

Sd/-

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

**Date: January 20, 2023**

**Place: Mumbai**