

## CHALET HOTELS LIMITED

### Corporate Governance Report for the quarter ended December 31, 2025

#### I. Composition of Board of Directors

Name of the Director and DIN	Category	Initial Date of Appointment	Date of Re-appointment	Tenure (period completed in months)	Date of Birth	Whether the Director is disqualified	Current Status	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 Madhukant Gandhi 00106895	Non-Executive - Independent Director (Chairperson)	12-06-2018	12-06-2023	90.20	29-07-1965	No	Active	6	5	5	2	- Audit Committee (M) - CSR and ESG Committee (C)
Mr. Joseph Conrad Agnelo Dsouza 00010576	Non-Executive - Independent Director	12-06-2018	12-06-2023	90.20	12-01-1960	No	Active	5	5	10	5	- Audit Committee (C) - Stakeholders' Relationship Committee (M) - Compensation, Nomination and Remuneration Committee (M) - Risk Management Committee (M)
Mr. Arthur W De Haast 07893738	Non-Executive - Independent Director	12-06-2018	12-06-2023	90.20	08-05-1957	No	Active	1	1	1	0	- Audit Committee (M) - Compensation, Nomination and Remuneration Committee (M) - Risk Management Committee (C)
Ms. Radhika Dilip Piramal 02105221	Non-Executive - Independent Director	12-06-2018	12-06-2023	90.20	27-05-1978	No	Active	2	2	1	1	- CSR and ESG Committee (M) - Compensation, Nomination and Remuneration Committee (C)
Mr. Manish Balkishan Chokhani 00204011	Non-Executive - Independent Director	20-06-2025	20-06-2025	6.12	14-10-1966	No	Active	4	3	3	1	- Stakeholders' Relationship Committee (M) - Compensation, Nomination and Remuneration Committee (M) - Risk Management Committee (M)
Mr. Ravi Chandru Raheja 00028044	Non-Executive - Non-Independent Director	04-09-1995			23-09-1971	No	Active	3	0	5	1	- Audit Committee (M) - Stakeholders' Relationship Committee (M)
Mr. Neel Chandru Raheja 00029010	Non-Executive - Non-Independent Director	12-12-1996			27-06-1974	No	Active	3	0	8	1	- Stakeholders' Relationship Committee (C) - 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	09-02-2024		08-01-1965	No	Active	1	0	2	0	- CSR and ESG Committee (M) - Stakeholders' Relationship Committee (M) - Risk Management Committee (M)
Mr. Shwetank Singh 02976637	Executive Director	24-10-2024			07-01-1975	No	Active	1	0	1	0	- Risk Management Committee (M) - Stakeholders' Relationship 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 Agnelo Dsouza	Independent Director	Chairperson	12-06-2018
2	Hetal Madhukant Gandhi	Independent Director	Member	12-06-2018
3	Arthur W De Haast	Independent Director	Member	24-01-2023

4	Ravi Chandru 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	Neel Chandru Raheja	Non-Executive - Non-Independent Director	Chairperson	12-06-2018
2	Joseph Conrad Agnelo Dsouza	Independent Director	Member	12-06-2018
3	Manish Chokhani	Independent Director	Member	31-07-2025
4	Ravi Chandru Raheja	Non-Executive - Non-Independent Director	Member	12-06-2018
5	Sanjay Sethi	Executive Director (MD and CEO)	Member	08-11-2019
6	Shwetank Singh	Executive Director	Member	31-07-2025
Whether Regular Chairperson appointed		Yes		

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

Sr. No.	Name of the Committee Member	Category	Chairperson / Member	Appointment Date
1	Radhika Dilip Piramal	Independent Director	Chairperson	24-01-2023
2	Joseph Conrad Agnelo Dsouza	Independent Director	Member	12-06-2018
3	Arthur W De Haast	Independent Director	Member	12-06-2018
4	Manish Balkishan Chokhani	Independent Director	Member	31-07-2025
5	Neel Chandru 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 Madhukant Gandhi	Independent Director	Chairperson	12-06-2018
2	Radhika Dilip Piramal	Independent Director	Member	12-06-2018
3	Neel Chandru 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	Cessation Date
1	Arthur W De Haast	Independent Director	Chairperson	21-10-2021	
2	Joseph Conrad Agnelo Dsouza	Independent Director	Member	21-10-2021	
3	Manish Balkishan Chokhani	Independent Director	Member	31-07-2025	
4	Neel Chandru Raheja	Non-Executive - Non-Independent Director	Member	21-10-2021	
5	Sanjay Sethi	Executive Director (MD and CEO)	Member	21-10-2021	
6	Shwetank Singh	Executive Director	Member	24-10-2024	
7	*Nitin Khanna	Senior Management (CFO)	Member	25-07-2024	
8	*Gaurav Singh	Senior Management (COO)	Member	12-05-2025	
9	*Salil Khare	Senior Management (CPO)	Member	12-05-2025	
Whether Regular Chairperson appointed		Yes			

\* Mr. Nitin Khanna, Mr. Gaurav Singh and Mr. Salil Khare 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)
31-07-2025	Yes	9	8	4	
04-11-2025	Yes	9	9	5	95
25-11-2025	Yes	9	7	4	20
11-12-2025	Yes	9	9	5	15

### 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	31-07-2025	Yes	4	4	3	0	
Audit Committee	04-11-2025	Yes	4	4	3	0	95
Compensation, Nomination & Remuneration Committee	31-07-2025	Yes	4	3	2	0	
Compensation, Nomination & Remuneration Committee	10-12-2025	Yes	5	5	4	0	131
Risk Management Committee	04-11-2025	Yes	6	6	3	3	

#### Details of Cyber security incidence

Subject			Status (Yes / No )
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter			
Date of the event		Brief details of the event	

### V. 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 28, 2026**

**Place: Mumbai**

### Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

**Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies - The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of para A of Part A of Schedule III are given below:**

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					
Sr. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
1	Pro-Zeal Green Power Fourteen Private Limited	10-12-2025	0.00%	26.00%	26.00%