

CHALET HOTELS LIMITED

ANNEXURE I

Format to be submitted by listed

1. Name of Listed Entity: Chalet Hotels Limited
2. Quarter ending: March 31, 2019

I. Composition of Board								
Title (Mr./Ms.)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non Executive/ independent/Nominee)	Date of Appointment in the current term/cessati on	Tenure* (in Years)	No of Directorshi p in listed entities including this listed entity	Number 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
Mr.	Hetal Gandhi	00106895	Chairman & Independent Director	12.06.2018	5	1	1	NIL
Mr.	Joseph Conrad D'Souza	00010576	Independent Director	12.06.2018	5	1	NIL	2*
Mr.	Arthur William De Haast	07893738	Independent Director	12.06.2018	5	1	NIL	NIL
Ms.	Radhika Piramal	02105221	Independent Director	12.06.2018	5	2	NIL	NIL
Mr.	Ravi Chandru Raheja	00028044	Non-Executive Director	04.09.1995	Not Applicable	2	6	1
Mr.	Neel Chandru Raheja	00029010	Non-Executive Director	12.12.1996	Not Applicable	2	2	NIL
Mr.	Sanjay Sethi	00641243	Managing Director & CEO	09.02.2018	3	1	NIL	NIL
Mr.	Rajeev Newar	00468125	Executive Director & CFO	03.08.2017	3	1	1	NIL

Note: In cases, where the Director is Chairman of a Committee the person has not been considered while ascertaining member of memberships of Committees.

* Joseph Conrad D'Souza holds position of Chairman of Audit Committee in 1 unlisted Public Company.

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II. Composition of Committees			
	Name of Committee	Name of Committee Members	Category (Chairperson/Executive / Non- Executive / independent/Nominee)
1.	Audit Committee	Joseph Conrad D 'Souza Hetal Gandhi Ravi C. Raheja	Chairman – Independent Director Member – Independent Director Member – Non-Executive Director
2.	Nomination & Remuneration Committee	Joseph Conrad D 'Souza Arthur William De Haast Neel C. Raheja	Chairman- Independent Director Member – Independent Director Member – Non-Executive Director
3.	Risk Management Committee (if applicable)	The Company is among Top 500 companies in terms of Market Capitalization as on March 31, 2019. Accordingly, it is proposed to constitute a Risk Management Committee of the Board of Directors	
4.	Stakeholders Relationship Committee'	Joseph Conrad D 'Souza Ravi C. Raheja Neel C. Raheja Rajeev Newar	Chairman- Independent Director Member- Non-Executive Director Member- Non-Executive Director Member – Executive Director & CFO
III. Meeting of Board of Directors			
	<i>Date(s) of Meeting (if any) in the previous quarter (01st September, 2018 - 31st December, 2018)</i>	<i>Date(s) of Meeting (if any) in the relevant quarter (01st January, 2019 – 31st March, 2019)</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
	13.11.2018	23.01.2019	9 days
	20.12.2018	02.02.2019	
	-	05.02.2019	
	-	12.02.2019	
IV. Meeting of Committees			
<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Maximum gap between any two consecutive meetings in number of days</i>
Audit Committee			
13.11.2018	Nil	Yes	Nil
20.12.2018	Nil	Yes	

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Compensation, Nomination & Remuneration Committee			
<i>Nil</i>			
IPO Committee			
<i>Nil</i>	<i>22.01.2019</i>	Yes	3 days
<i>Nil</i>	<i>24.01.2019</i>	Yes	
<i>Nil</i>	<i>28.01.2019</i>	Yes	
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		N.A	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	
VI. Affirmations			
<p>1. The composition of the Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <ul style="list-style-type: none">a. Audit Committeeb. Compensation, Nomination & Remuneration committeec. Stakeholders Relationship Committeed. Risk Management Committee (<i>The Company is among Top 500 companies in terms of Market Capitalization as on March 31, 2019 Accordingly, it is proposed to constitute a Risk Management Committee of the Board of Directors.</i>) <p>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.</p> <p>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. This report will be placed before Board of Directors.</p>			

For Chalet Hotels Limited

Sd/-
Christabelle Baptista
Company Secretary & Compliance Officer

Date: 15.04.2019

Place: Mumbai

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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	
Item	Compliance status (Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	No (Only sitting fees / Professional Fees as approved being paid)
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	N.A
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A
New name and the old name of the listed entity	N.A

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	No (will be complied in Annual Report for FY 2018-19)
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	No (will be complied in Annual Report for FY 2018-19)
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes

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Composition and role of Risk Management Committee	21(1),(2),(3),(4)	The Company is among Top 500 companies in terms of Market Capitalization as on March 31, 2019 Accordingly, it is proposed to constitute a Risk Management Committee of the Board of Directors
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A
Composition of Board of Directors of unlisted material Subsidiary	24(1)	No material subsidiary as on date
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	No (will be complied in the Financial year as Company has been Listed in last quarter)
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	No (will be complied in Annual Report for FY 2018-19)
Disclosure of Shareholding by Non- Executive Directors	26(4)	N.A
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

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.

For **Chalet Hotels Limited**

Sd/-
Christabelle Baptista
Company Secretary & Compliance Officer
 Date: 15.04.2019
 Place: Mumbai