

# *ElH Limited*

A MEMBER OF THE OBEROI GROUP

CIN:L55101WB1949PLC017981

CORPORATE OFFICE: 7 SHAM NATH MARG, DELHI -110054, INDIA / TELEPHONE: +91-11-23890505/ WEBSITE: WWW.EIHLTD.COM

20<sup>th</sup> April 2023

<b>The National Stock Exchange of India Limited</b> Exchange Plaza, 5 <sup>th</sup> Floor Plot No..C/1, G Block Bandra Kurla Complex Bandra(E) Mumbai – 400 051.  <b>Code: EIHOTEL</b>	<b>BSE Limited</b> Corporate Relationship Dept. 1 <sup>st</sup> Floor, New Trading Ring Rotunda Building Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai-400001  <b>Code:500840</b>
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## **Sub: Compliance Report on Corporate Governance**

Dear Sir / Madam,

Pursuant to Regulation 27 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 (Listing Regulations), we are enclosing herewith Compliance Report on Corporate Governance for the Quarter ended 31<sup>st</sup> March 2023.

Kindly take the above in your records and send us a line of confirmation.

Thanking you,

Yours faithfully

For **ElH Limited**



**Lalit Kumar Sharma**  
Company Secretary

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### General information about company

Scrip code	500840
NSE Symbol	EIHOTEL
MSEI Symbol	NOTLISTED
ISIN	INE230A01023
Name of the entity	EIH LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

Enter the quarter ended date only

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Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory		Add Notes																								
Whether the listed entity has a Regular Chairperson				Yes																						
Whether Chairperson is related to MD or CEO				No																						
Disqualification of Directors under section 164 of the Companies Act, 2013																										
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN	
1	Mr	Vikramjit Singh Oberoi	AADPO2050R	00052014	Executive Director	Not Applicable	CEO-MD	08-12-1963	No				Active	NA		15-12-1993	01-07-2019				2	0	2	0		
2	Mr	Arijun Singh Oberoi	AADPO2049Q	00052106	Executive Director	Chairperson		21-12-1966	No				Active	NA		15-12-1993	04-05-2022				2	0	2	0		
3	Mrs	Nita M Ambani	AADPA1704E	03115198	Non-Executive - Non Independent Director	Not Applicable		01-11-1962	No				Active	NA		31-10-2011					2	0	0	0		
4	Mr	Manoj Harjivandas Modi	AACPM2036L	00056207	Non-Executive - Non Independent Director	Not Applicable		03-07-1957	No				Active	NA		31-10-2011					1	0	2	0		
5	Mr	Sudipto Sarkar	AZWPS5020M	00048279	Non-Executive - Independent Director	Not Applicable		21-03-1946	No				Active	Yes	11-07-2019	30-10-2014	30-10-2019		102.00		4	4	6	0		
6	Mr	Anil Kumar Nehru	AAAPN9136G	00038849	Non-Executive - Independent Director	Not Applicable		02-05-1941	No				Active	Yes	16-03-2019	23-11-2002	01-04-2019		104.00		2	2	4	1		
7	Mr	Rajeev Gupta	AAAPG1185E	00241501	Non-Executive - Independent Director	Not Applicable		19-03-1958	No				Active	NA		01-11-2012	06-08-2019		104.00		6	5	4	1		
8	Mrs	Chhavi Rajawat	AGOPR7945P	06752959	Non-Executive - Independent Director	Not Applicable		04-01-1977	No				Active	NA		30-10-2017	30-10-2022		65.00		1	1	0	1		
9	Mr	Sanjay Gopal Bhatnagar	AABPR2765N	00867848	Non-Executive - Independent Director	Not Applicable		29-08-1961	No				Active	NA		27-08-2019	27-08-2019		43.00		2	2	1	0		

**Annexure 1**  
**II. Composition of Committees**  
 Disclosure of notes on composition of committees explanatory

For this quarter kindly note the following points:  
 1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.  
 2. Date of Appointment can be any day upto September 30, 2022.  
 3. Date of Cessation must be for the current quarter only, i.e. July 1, 2022 to September 30, 2022

Add Notes

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00241501	Rajeev Gupta	Non-Executive - Independent Director	Chairperson	23-01-2017		
2	00048279	Sudipto Sarkar	Non-Executive - Independent Director	Member	28-03-2019		
3	00038849	Anil Kumar Nehru	Non-Executive - Independent Director	Member	11-10-2004		
4	00052106	Arjun Singh Oberoi	Executive Director	Member	28-05-1999		
5	00867848	Sanjay Gopal Bhatnagar	Non-Executive - Independent Director	Member	16-03-2022		
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00241501	Rajeev Gupta	Non-Executive - Independent Director	Chairperson	23-01-2017		
2	00038849	Anil Kumar Nehru	Non-Executive - Independent Director	Member	24-01-2011		
3	00048279	Sudipto Sarkar	Non-Executive - Independent Director	Member	16-03-2022		
4	00052106	Arjun Singh Oberoi	Executive Director	Member	04-05-2022		
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00038849	Anil Kumar Nehru	Non-Executive - Independent Director	Chairperson	28-03-2019		
2	00052014	Vikramjit Singh Oberoi	Executive Director	Member	25-08-1998		
3	00052106	Arjun Singh Oberoi	Executive Director	Member	25-08-1998		
4							
5							
6							
7							
8							
9							
10							

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00038849	Anil Kumar Nehru	Non-Executive - Independent Director	Chairperson	28-03-2019		
2	00052014	Vikramjit Singh Oberoi	Executive Director	Member	28-03-2019		
3	00052106	Arjun Singh Oberoi	Executive Director	Member	28-03-2019		
4	00241501	Rajeev Gupta	Non-Executive - Independent Director	Member	16-03-2022		10
5	00000000	Kalof Kundu	Chief Financial Officer	Member	28-03-2019		
6	00000000	Samer Nayyar	EVN- Strategic Development	Member	28-03-2019		2
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00052014	Vikramjit Singh Oberoi	Executive Director	Chairperson	30-01-2013		
2	00052106	Arjun Singh Oberoi	Executive Director	Member	30-01-2013		
3	00241501	Rajeev Gupta	Non-Executive - Independent Director	Member	30-01-2013		
4	06752959	Chhavi Rajawat	Non-Executive - Independent Director	Member	02-11-2022		
5							
6							
7							
8							
9							
10							

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						

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Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
	<a href="#">Add</a>	<a href="#">Delete</a>					
1	02-11-2022			Yes	9	9	5
2	10-02-2023	99		Yes	9	9	5
3	14-03-2023	31		Yes	9	8	4

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\* to be filled in only for the current quarter meetings

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## Annexure 1

## IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

[Add Notes](#)

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
	<a href="#">Add</a>	<a href="#">Delete</a>								
1	Audit Committee	02-11-2022				Yes	5	5	4	0
2	Audit Committee	09-02-2023	98			Yes	5	4	3	0
3	Audit Committee	10-02-2023	0			Yes	5	5	4	0
4	Audit Committee	13-03-2023	30			Yes	5	5	4	0
5	Nomination and remuneration committee	24-02-2023				Yes	4	4	3	0
6	Nomination and remuneration committee	13-03-2023	16			Yes	4	4	3	0
7	Stakeholders Relationship Committee	09-02-2023				Yes	3	3	1	0
8	Stakeholders Relationship Committee	13-03-2023	31			Yes	3	3	1	0
9	Risk Management Committee	16-01-2023				Yes	4	4	2	2

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\* to be filled in only for the current quarter meetings

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Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			<a href="#">Add Notes</a>
Disclosure of notes of material transaction with related party			<a href="#">Add Notes</a>

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## Annexure II

## Annexure II 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

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.eihltd.com
2	Terms and conditions of appointment of independent directors	Yes		files/independent-directors/appointment-letter-non-
3	Composition of various committees of board of directors	Yes		https://www.eihltd.com/about/board-committees/
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.eihltd.com/about/oberoi-dharma/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		files/polices-and-code-of-conduct/other-
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		files/polices-and-code-of-conduct/related-party-
8	Policy for determining 'material' subsidiaries	Yes		files/polices-and-code-of-conduct/other-policies/eih-
9	Details of familiarization programmes imparted to independent directors	Yes		directors/
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.eihltd.com/investors/investor-services-and-contact/
11	email address for grievance redressal and other relevant details	Yes		isdho@oberoigroup.com
12	Financial results	Yes		https://www.eihltd.com/investors/quarterly-results/
13	Shareholding pattern	Yes		pattern/
14	Details of agreements entered into with the media companies and/or their associates	Yes		files/agreement-with-media-
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://www.eihltd.com/investors/disclosure/
16	New name and the old name of the listed entity	Yes		of-name/
17	Advertisements as per regulation 47 (1)	Yes		https://www.eihltd.com/investors/disclosure/
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.eihltd.com/investors/subsidiary-accounts/
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.eihltd.com
21	Materiality Policy as per Regulation 30	Yes		files/polices-and-code-of-conduct/other-policies/eih-
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		files/polices-and-code-of-conduct/other-
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.eihltd.com
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		<a href="#">Add Notes</a>	



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Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
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 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	<b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>	<a href="#">Add Notes</a>

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Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Lalit Kumar Sharma
2	Designation	Company Secretary and Compliance Officer

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided				<a href="#">Add Notes</a>

Annexure II		
1	Name of signatory	Lalit Kumar Sharma
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		<input type="button" value="Add Notes"/>

Annexure II		
1	Name of signatory	Lalit Kumar Sharma
2	Designation	Company Secretary and Compliance Officer

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Applicability of disclosure	Applicable		
Reason for Non Applicability	<a href="#">Add Notes</a>		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
		<b>The Figure should be mentioned in Actual INR only</b>	
<b>(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>			
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>	
Promoter or any other entity controlled by them	0.00	0.00	
Promoter Group or any other entity controlled by them	0.00	0.00	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months(taking into account any invocation)</b>
Promoter or any other entity controlled by them	NA	0.00	0.00
Promoter Group or any other entity controlled by them	NA	0.00	0.00
Directors (including relatives) or any other entity controlled by them	NA	0.00	0.00
KMPs or any other entity controlled by them	NA	0.00	0.00
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them	NA	0.00	0.00
Promoter Group or any other entity controlled by them	NA	0.00	0.00
Directors (including relatives) or any other entity controlled by them	NA	0.00	0.00
KMPs or any other entity controlled by them	NA	0.00	0.00
<b>(D) Additional Information</b>			<a href="#">Add Notes</a>
<b>II. Affirmations</b>			
<b>Affirmations</b>		<b>Compliance Status</b>	<b>Company Remarks</b>
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s),		Yes	<a href="#">Add Notes</a>
Name	Kallol Kundu		
Designation	CFO		
Place	Delhi		
Date	20-04-2023		

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Signatory Details	
Name of signatory	Lalit Kumar Sharma
Designation of person	Company Secretary and Compliance Officer
Place	Delhi
Date	20-04-2023

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