

EIH LIMITED

Corporate Office: 7, Sham Nath Marg, Delhi-110 054
Telephone: 91-11-2389 0505 Facsimile: 91-11-2389 0575
Website: www.eihltd.com
CIN: L55101WB1949PLC017981

EIH/MAN/L107987

12th April, 2016

The National Stock Exchange of India Limited Exchange Plaza, 5 th Floor Plot No..C/1, G Block Bandra Kurla Complex Bandra(E) Mumbai - 400 051. Code: EIHOTEL	BSE Limited Corporate Relationship Dept. 1 st Floor, New Trading Ring Rotunda Building Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai-400001 Code:500840	The Calcutta Stock Exchange Limited 7, Lyons Range Kolkata-700001 Code:05
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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 and financial year ended 31st March, 2016.

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

Thanking you,

Yours faithfully

For EIH Limited


S.N. Sridhar
Company Secretary

A member of *The Oberoi Group*

Registered Office: EIH Limited, 4, Mangoe Lane, Kolkata-700 001, India
Telephone: 91-33-2248 6751 Facsimile: 91-33-2248 6785

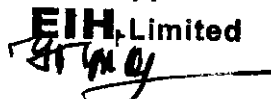
CORPORATE GOVERNANCE REPORT

1 Name of Listed Entity EIH Limited
2 Quarter ended 31st March, 2016

I. Composition of Board of Directors

Title (Mr / Ms)	Name of Director	PAN & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Appointment in the Current term / Cessation	Tenure	No. of Directorship in listed entities including this listed entity*	Number of memberships in Audit/ Stakeholder Committee(s) in all public limited companies including this listed entity	Number of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
Mr.	Prithviraj Singh Oberoi	AADPO2048R00051894	Chairperson and Executive Director	N.A	N.A	0	1	1
Mr.	Shib Sanker Mukherji	AFAPM4885J00103770	Executive Director	N.A	N.A	0	2	0
Mr.	Vikramjit Singh Oberoi	AADPO2050R00052014	Executive Director	N.A	N.A	0	3	0
Mr.	Arjun Singh Oberoi	AADPO2049Q00052106	Executive Director	N.A	N.A	0	3	0
Mrs.	Nita M. Ambani	AADPA3704E03115198	Non Executive Director	N.A	N.A	0	0	0
Mrs.	Renu Sud Karnad	AAEPK2992H00008064	Independent Director	06th Aug, 2014	5 years	3	6	1
Mr.	Manoj Harjivandas Modi	AACPM2036L00056207	Non Executive Director	N.A	N.A	0	2	0
Mr.	S.K. Dasgupta	ADJPD7517K00038804	Independent Director	06th Aug, 2014	5 years	2	1	1
Mr.	Sudipto Sarkar	AZWPS5020M00048279	Independent Director	30th Oct, 2014	5 years	6	4	0
Mr.	Anil Kumar Nehru	AAAPN9136G00038849	Independent Director	06th Aug, 2014	5 years	5	4	2
Mr.	Ganesh Lakshminarayan	AADPG6123F00012583	Independent Director	06th Aug, 2014	5 years	2	5	1
Mr.	Rajeev Gupta	AAAPG1185E00241501	Independent Director	06th Aug, 2014	5 years	6	5	0

*Only Independent Directorship in listed entity pursuant to Regulation 25(1)


EIH Limited
Secretary

II. Composition of Committee			
	Name of Committee	Name of Committee members	Category (Chairperson / Executive/ Non-Executive/ Independent/ Nominee)
1	Audit Committee	Mr. L Ganesh	Chairperson & Independent Director
		Mr. S.K. Dasgupta	Independent Director
		Mr. Anil Nehru	Independent Director
		Mr. Arjun Oberoi	Executive Director
2	Nomination & Remuneration Committee	Mr. Anil Nehru	Chairperson & Independent Director
		Mr. L. Ganesh	Independent Director
		Mr. S.K. Dasgupta	Independent Director
		Mr. P.R.S. Oberoi	Executive Director
3	Risk Management Committee (if applicable)	Not Applicable	
4	Stakeholders Relationship Committee	Mr. S.K. Dasgupta	Chairperson & Independent Director
		Mr. P.R.S. Oberoi	Executive Director
		Mr. S.S Mukherji	Executive Director
		Mr. Vikram Oberoi	Executive Director
		Mr. Arjun Oberoi	Executive Director

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	Maximum gap between any two consecutive (in number of days)
5th November, 2015	30th January, 2016	86 days
	11th March, 2016	41 days
	29th March, 2016	18 days

IV. Meeting of Committees			
Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met(details)	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee (30th January, 2016)	Yes	Audit Committee (5th November, 2015)	86 days

V. Related Party Transactions	
Whether prior approval of audit committee obtained	Yes
Whether shareholders approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

 **SIH Limited**

Secretary

VI. Affirmations	
1	The Composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015
2	The Composition of following committee is in terms of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015
	a. <u>Audit Committee</u>
	b. <u>Nomination & Remuneration Committee</u>
	c. <u>Stakeholders Relationship Committee</u>
	d. <u>Risk Management Committee - Not Applicable</u>
3	The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015
4	The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015
5	The Corporate Governance Report for the previous quarter ended 31st December, 2015 was placed at the Board Meeting held on 30th January, 2016. The Board Noted the same and didn't make any comments / observation / advise. This report will be placed at the next Board Meeting.

For EIH Limited




Company Secretary

CORPORATE GOVERNANCE REPORT

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	NA. Company is only paying sitting fees to Non Executive Directors
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	Yes
Shareholding pattern	Yes
Details of agreements entered into with media companies and / or their associates	Yes
New Name and the old name of the listed entity	Yes

II. Annual Affirmation		
Particulars	Regulation Number	Compliance Status (Yes /No / NA)
Independent directors(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)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination and Remuneration Committee	19(1) & 19(2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & 20(2)	Yes
Composition and Role of Risk Management Committee	21(1), (2), (3), (4)	NA
Vigil Mechanism	22	Yes
Policy for Related Party Transactions	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 transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA

EIH Limited


 Secretary

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
Meetings of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in the Committee	26(1)	Yes
Affirmation with Compliance to code of conduct from members of Board of Directors and Senior Management personnel	26(3)	Yes
Disclosures of Shareholding by Non- Executive Directors	26(4)	NA
Policy with Respect to Obligation 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, wherever applicable, with respect to subsidiary of Listed Entity have been complied with.

For EIH Limited



Company Secretary