

# EIH 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

12<sup>th</sup> April 2019

<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>	<b>The Calcutta Stock Exchange Limited</b> 7, Lyons Range Kolkata-700001  <b>Code:05</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, 2019.

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

**CORPORATE GOVERNANCE REPORT**

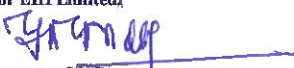
1	Name of Listed Entity	EIH Limited
2	Quarter ended	31st March 2019

<b>I. Composition of Board of Directors</b>								
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	AADPO2048R 00051894	Chairperson and Executive Director	N.A	N.A	0	0	0
Mr.	Shib Sanker Mukherji	AFAPM4885J 00103770	Executive Director	N.A	N.A	0	4	0
Mr.	Vikramjit Singh Oberoi	AADPO2050R 00052014	Executive Director	N.A	N.A	0	2	0
Mr.	Arjun Singh Oberoi	AADPO2049Q 00052106	Executive Director	N.A	N.A	0	2	0
Mrs.	Nita M. Ambani	AADPA3704E 03115198	Non Executive Director	N.A	N.A	0	0	0
Mr.	Manoj Harjivandas Modi	AACPM2036L 00056207	Non Executive Director	N.A	N.A	0	2	0
Mr.	S.K. Dasgupta	ADJPD7517K 00038804	Independent Director	06th Aug, 2014 /29th March 2019	5 years	1	1	1
Mr.	Sudipto Sarkar	AZWPS5020M 00048279	Independent Director	30th Oct, 2014	5 years	4	6	1
Mr.	Anil Kumar Nehru	AAAPN9136G 00038849	Independent Director	06th Aug, 2014	5 years	2	2	3
Mr.	Ganesh Lakshminarayan	AADPG6123F 00012583	Independent Director	06th Aug, 2014	5 years	2	7	0
Mr.	Rajeev Gupta	AAAPG1185E 00241501	Independent Director	06th Aug, 2014	5 years	7	5	0
Ms.	Chhavi Rajawat	AGOPR7945P 06752959	Independent Director	30th Oct, 2017	5 years	1	0	0

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

<b>II. Composition of Committee</b>			
	Name of Committee	Name of Committee members	Category (Chairperson / Executive/ Non-Executive/ Independent/ Nominee)
1	Audit Committee	Mr. Anil Nehru	Chairperson & Independent Director
		Mr. Sudipto Sarkar	Independent Director
		Mr. L. Ganesh	Independent Director
		Mr. Rajeev Gupta	Independent Director
		Mr. S.S Mukherji	Executive Director
		Mr. Arjun Oberoi	Executive Director
2	Nomination & Remuneration Committee	Mr. Anil Nehru	Chairperson & Independent Director
		Mr. L. Ganesh	Independent Director
		Mr. Rajeev Gupta	Independent Director
		Mr. P.R.S. Oberoi	Executive Director

*Handwritten signature*

3	Risk Management Committee (if applicable)	Mr. Anil Nehru	Chairperson & Independent Director
		Mr. Vikram Oberoi	Executive Director
		Mr. Arjun Oberoi	Executive Director
		Mr. Kallol Kundu	Chief Financial Officer
		Mr. Sameer Nayar	Executive Vice President - Strategic Development
4	Stakeholders Relationship Committee	Mr. Anil Nehru	Chairperson & Independent Director
		Mr. S.S Mukherji	Executive Director
		Mr. Vikram Oberoi	Executive Director
		Mr. Arjun Oberoi	Executive Director
<b>III. Meeting of Board of Directors</b>			
Date(s) of Meeting (if any) in the previous quarter		Date(s) of meeting (if any) in the relevant quarter	
30th October, 2018		30th January 2019	
		28th March 2019	
		Maximum gap between any two consecutive (in number of days)	
		91	
		56	
<b>IV. Meeting of Committees</b>			
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 2019)	YES	Audit Committee (30th October, 2018)	91
Audit Committee (28th March 2019)	YES		56
<b>V. Related Party Transactions</b>			
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
<b>VI. Affirmations</b>			
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. Audit Committee			
b. Nomination & Remuneration Committee			
c. Stakeholders Relationship Committee			
d. Risk Management Committee			
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, 2018 was placed at the Board Meeting held on 30th January 2019. 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)	NA
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)	Yes
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
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)	Yes
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