

EIH Associated Hotels Limited

CIN: L92490TN1983PLC009903

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Website: www.eihassociatedhotels.in

12th April 2017

The National Stock Exchange of India Limited

Exchange Plaza, 5th floor, Plot # C/1, 'G' Block

Bandra Kurla Complex, Bandra (East)

Mumbai – 400 051

Scrip Code: EIHAHOTELS

BSE Limited

Corporate Relations Department

1st Floor, New Trading Ring, Rotunda Building

Phiroze Jeejeebhoy Towers, Dalal Street, Fort

Mumbai – 400 001

Scrip Code: 523127

Dear Sirs,

Sub: Compliance Report on Corporate Governance

Pursuant to Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) & SEBI Circular No. CIR/ CFD/ CMD/5 /2015 dated September 24, 2015 please find enclosed herewith Compliance Report on Corporate Governance for the Quarter and Financial Year ended 31st March 2017.

Kindly take the same into your records.

Thanking you,

Yours faithfully,

For **EIH Associated Hotels Limited**



Company Secretary

Encl: As above

CORPORATE GOVERNANCE REPORT

Name of Listed Entity : EIH Associated Hotels Limited

Quarter ended : 31-03-2017

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 designation	Tenure	No. of directorships in listed entities including this listed entity*	No. of membership in Audit/Stakeholder Relationship Committees(s) in all public limited companies including this listed entity	No. of post of Chairperson in Audit/Stakeholder Relationship Committee held in all public limited companies including this listed entity***
Mr.	Prithviraj Singh Oberoi	AADPO2048R 00051894	Chairman Non-executive Non-Independent	7-Oct-88	N.A	0	2	1
Mr.	Shib Sanker Mukherji	AFAPM4885J 00103770	Vice Chairman Non-executive Non-Independent	7-Oct-88	N.A.	0	4	0
Mr.	Vikramjit Singh Oberoi	AADPO2050R 00052014	Managing Director Executive Director	23-Jun-15	N.A.	0	3	0
Mr.	Akshay Raheja	ADNPR1084R 00288397	Non-executive Non-Independent Director	28-May-15	N.A.	0	2	0
Mr.	Anil Kumar Nehru	AAAPN9136G 00038849	Non-executive Independent Director	08-Aug-14	5 years	2	4	2
Mr.	Lakshminarayan Ganesh	AADPG6123F 00012583	Non-executive Independent Director	08-Aug-14	5 years	2	7	0
Mr.	Sudipto Sarkar	AZWPS5020M 00048279	Non-executive Independent Director	08-Aug-14	5 years	5	5	1
Mr.	Surin Shailesh Kapadia	AGQPK7236G 00770828	Non-executive Independent Director	05-Aug-16	5 years	1	0	0
Ms.	Radhika Vijay Haribhakti	AAAPH8250M 02409519	Non-executive Independent Director	22-May-15	5 years	5**	6	1

* Only Independent Directorship in listed entity pursuant to Regulation 25(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

** 6 companies, if a company whose shares are not listed but Debt paper is listed, is also considered

***Based on published SEBI Frequenty Asked Questions dated January 29, 2016



II. Composition of Committee

Sr.No.	Name of Committee	Name of Committee Members	Category (Chairperson/ Executive/Non-executive/ Independent/ Nominee)
1	Audit Committee	Mr. Sudipto Sarkar Mr. L.Ganesh Mr. Anil Kumar Nehru Ms. Radhika Vijay Haribhakti Mr. Akshay Raheja Mr. Shib Sanker.Mukherji	Chairperson, Non-executive Independent Director Non-executive Independent Director Non-executive Independent Director Non-executive Independent Director Non-executive Non-Independent Director Non-executive Non-Independent Director
2	Nomination & Remuneration Committee	Mr.Sudipto Sarkar Mr. Shib Sanker Mukherji Mr. Anil Nehru	Chairperson, Non-executive Independent Director Non-executive Non-Independent Director Non-executive Independent Director
3	Risk Management Committee	Not applicable	
4	Stakeholders Relationship Committee	Mr. Prithviraj Singh Oberoi Mr. Shib Sanker Mukherji Mr. Vikramjit Singh Oberoi Mr. Sudipto Sarkar	Non-executive Non-Independent Director Non-executive Non-Independent Director Executive Director Non-executive Independent 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 meetings (in number of days)
4-Nov-16 12-Dec-16*	24-Jan-17 27-Mar-17*	37 days 42 days 61 days

* Represent Board Meetings held for reason(s) other than Approval of Unaudited Financial Results

IV. Meeting of Committees

Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of quorum was met (details)	Date(s) of Meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
	Yes	Audit Committee (4-Nov-16)	37 days
Audit Committee (24-Jan-17)	Yes	Audit Committee (12-Dec-16)	42 days

Indrani Ray

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

VI. Affirmations

1	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
2	The composition of following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: a. Audit Committee b. Nomination and Remuneration Committee c. Stakeholders Relationship Committee d. Risk Management Committee - Not applicable
3	The Committee members have been made aware of their powers, role and responsibilities as specified in the SEBI (Listing Obligations 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 Obligations and Disclosure Requirements) Regulations, 2015
5	The Corporate Governance Report for the previous quarter ended 4-Nov-16 was placed at the Board Meeting held on 24-Jan-17. The Board noted the same and did not make any comments, observations, advice. This Report will be placed at the next Board Meeting.

For **EIH Associated Hotels Limited**Indrani Ray
Company Secretary

Annexure II (in terms of SEBI Circular No. CIR/CFD/CMD/5/2015 dated September 24, 2015)
Format to be submitted by listed entity at the end of the financial year (for the whole financial year)

CORPORATE GOVERNANCE REPORT

Name of Listed Entity : EIH Associated Hotels Limited
Financial Year ended 31-03-2017

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 for board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistel Blower Policy	Yes
Criteria for making payments to non-executive directors	N.A.*
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	N.A.
Details of familiarization programme imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who ar responsible for assisting and handling investor grievances	Yes
E-mail address for grievance redressal and other relevant details	Yes
Financial Results	Yes
Shareholding Pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Yes
New name and the old name of the listed entity	N.A.

*Company only pays sitting fees to Non-executive directors

II. Annual Affirmations

Particulars	Regulation Number	Compliance Status (Yes/No/NA)
Independent Directors 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

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II. Annual Affirmations (continued...)

Particulars	Regulation Number	Compliance Status (Yes/No/NA)
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition & role of Risk Management Committee	21(1), (2), (3) & (4)	N.A.
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)	N.A.
Other Corporate Governance Requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	N.A.
Maximum Directorship and Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in the Committees	26(1)	Yes
Affirmation with complicity to code of conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes
Disclosure of Shareholding by Non-executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management personnel	26(2) & (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 - N.A.

For **EIH Associated Hotels Limited**



Indrani Ray
Company Secretary