

Corporate Governance Report

1. Name of Listed Entity **- INOX Leisure Limited**
2. Quarter ending **-30th September, 2020**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	Category (Chairperson /Executive/N on- Executive/ Independent/ Nominee)	Initial Date of Appointm ent	Date of Appoint ment	Date of cessation	Tenure	Date of passing special resolutio n	No. of Directorsh ip in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of membersh ip 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	Membership in Committees of the Company
Mr.	Pavan Jain	C & NED	09-Nov-1999	28-Sep-2017				3	0	5	2	SC,RC
Mr.	Vivek Jain	NED	09-Nov-1999	31-Aug-2018				3	0	3	1	
Mr.	Deepak Asher	NED	15-Jan-2000	18-Sep-2019				3	0	7	0	AC,SC
Mr.	Siddharth Jain	NED	10-Sep-2004	24-Sep-2016				1	0	3	1	SC,RC,NRC
Mr.	Haigreve khaitan	ID	10-Sep-2014	01-Apr-2019		73		7	7	9	4	AC,NRC
Mr.	Amit Jatia	ID	10-Sep-2014	01-Apr-2019		73		3	2	5	1	AC,NRC
Ms.	Girija Balakrishnan	ID	03-Dec-2014	03-Dec-2019		70		1	1	1	0	SC
Mr.	Vishesh Chandiok	ID	14-Feb-2020	14-Feb-2020		8		1	1	1	0	AC

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. **Composition of Committees**

a. Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Haigreve khaitan	ID	Chairperson	22-Oct-2007	
2	Amit Jatia	ID	Member	26-May-2011	
3	Deepak Asher	NED	Member	30-May-2001	
4	Vishesh Chandiok	ID	Member	14-Feb-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Siddharth Jain	NED	Chairperson	17-Oct-2005	
2	Pavan Jain	C & NED	Member	23-Oct-2015	
3	Deepak Asher	NED	Member	17-Oct-2005	
4	Girija Balakrishnan	ID	Member	05-Feb-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Pavan Jain	C & NED	Chairperson	11-Apr-2019	
2	Siddharth Jain	NED	Member	11-Apr-2019	
3	Alok Tandon	Member	Member	11-Apr-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Haigreve khaitan	ID	Chairperson	22-Oct-2007	
2	Amit Jatia	ID	Member	26-May-2011	
3	Siddharth Jain	NED	Member	23-Oct-2015	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
08-Jun-2020	05-Aug-2020	Yes	7	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	57

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	08-Jun-2020		Yes	3	2
Audit Committee		05-Aug-2020	Yes	3	2
Nomination & Remuneration Committee		17-Jul-2020	Yes	2	1
Nomination & Remuneration Committee		05-Aug-2020	Yes	2	1
Stakeholders Relationship Committee		05-Aug-2020	Yes	3	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	57

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. **Affirmations**

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
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
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. - **Yes**
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.- **Yes**
5.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : Mr. Parthasarathy Iyengar
Designation : Company Secretary & Compliance Officer

Affirmations

<i>Broad Heading</i>	<i>Regulation Number</i>	<i>Compliance Status</i>	<i>Company Remark</i>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Name : **Mr. Parthasarathy Iyenger**
Designation : **Company Secretary & Compliance Officer**