



SINCLAIRS
HOTELS *and* RESORTS

October 07, 2023

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

The Secretary
The Calcutta Stock Exchange Ltd
7, Lyons Range
Kolkata 700 001

Scrip Code: 523023

Scrip Code: 29074

Dear Sir,

Sub: Compliance with Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

Please find enclosed Compliance Report on Corporate Governance for the half-year ended September 30, 2023.

This is being given to you in terms of the Listing Regulations.

Thanking you,
Yours faithfully,

Debolina Karmakar
Digitally signed by
Debolina
Karmakar
Date: 2023.10.07
13:39:25 +05'30'

Debolina Karmakar
Company Secretary
Membership No.: A62738

Encl: As above

Sinclairs Hotels Limited

Regd. Office: 147, Block G, New Alipore, Kolkata 700053, t:9007540731
e: cs@sinclairshotels.com, CIN: L55101WB1971PLC028152
A MSME Enterprise : Registration No. UDYAM-WB-10-0004205

BURDWAN | DARJEELING | DOOARS | GANGTOK | KALIMPONG | OOTY | PORT BLAIR | SILIGURI | YANGANG

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Compliance Report on Corporate Governance

Name of Listed Entity: **Sinclairs Hotels Limited**

Half-year Ended: **30th September 2023**

Title (Mr/ Ms)	Name of the Director	PAN & DIN	Category (Chairperson / Executive/Non-executive/ Independent / Nominee)	Initial date of appointment	Date of Re-appointment	Date of Cessation	Tenure (months)	Date of Birth
Mr	Navin Chand Suchanti	PAN: AJVPS1957L DIN: 00273663	Chairman-Non-Executive Non Independent Director	30-06-1990	17-07-2023	-	-	15-10-1953
Mr	Niren Chand Suchanti	PAN: AJWPS2027E DIN: 00909388	Non-Executive Non Independent Director	30-06-1990	22-07-2022	-	-	17-04-1949
Ms	Pramina Suchanti	PAN: AKUPS8080L DIN: 00273736	Non-Executive Non Independent Director	09-07-2020	-	-	-	21-11-1958
Ms	Kumkum Gupta	PAN: ADXPG9380R DIN: 01575451	Non-Executive Independent Director	09-11-2018	09-11-2021	-	58	28-02-1955
Mr	Sanjeev Khandelwal	PAN: AFCPK2361R DIN: 00419799	Non-Executive Independent Director	26-05-2022	-	-	16	15-11-1960
Mr	Sushil Kumar Mor	PAN: AEXPM9623E DIN: 00274066	Non-Executive Independent Director	23-05-2023	-	-	4	25-04-1954

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Title (Mr/ Ms)	Name of the Director	No of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to provision to regulation 17A(1)]	No of memberships in Audit /Stakeholder Committee 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)
Mr	Navin Chand Suchanti	2	0	2- Audit Committee 2- Stakeholder Committee	0
Ms	Niren Chand Suchanti	2	0	0	0
Ms	Pramina Suchanti	1	0	0	0
Ms	Kumkum Gupta	1	1	0	0
Mr	Sanjeev Khandelwal	1	1	1-Stakeholder Committee 1- Stakeholder Committee	1- Audit Committee
Mr	Sushil Kumar Mor	2	2	2- Audit Committee 2- Stakeholder Committee	1- Stakeholder Committee
Whether Regular Chairperson appointed (Yes/No): Yes					
Whether Chairperson is related to MD or CEO (Yes/No) : No					

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II. Composition of Committee					
Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-executive/independent/Non-ominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr Sanjeev Khandelwal	Chairman – Non executive Independent Director	11-08-2022	
		Mr Navin Chand Suchanti	Member-Non executive Non Independent Director	27-08-2019	
		Mr Sushil Kumar Mor	Member-Non executive Independent Director	23-06-2023	
2. Nomination & Remuneration Committee	Yes	Mr Sanjeev Khandelwal	Chairman – Non executive Independent Director	11-08-2022	
		Ms Kumkum Gupta	Member- Non executive Independent Director	09-11-2018	
		Mr Sushil Kumar Mor	Member – Non executive Independent Director	23-06-2023	
3. Risk Management Committee	NA	Not Applicable	Not Applicable	Not Applicable	Not Applicable
4. Stakeholders Relationship Committee	Yes	Mr Sushil Kumar Mor	Chairman – Non executive Independent Director	23-06-2023	
		Mr Navin Chand Suchanti	Member-Non executive Non Independent Director	27-08-2019	
		Mr Sanjeev Khandelwal	Member-Non executive Independent Director	11-08-2022	
5. Corporate Social Responsibility Committee	NA	Not Applicable	Not Applicable	Not Applicable	Not Applicable

III. Meeting of Board of Directors						
Date(s) of Meeting in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met* (Yes/No)	Total Number of Directors as on the date of meeting	Number of Directors present* (All including Independent Directors)	Number of Independent Directors present*	Maximum gap between any two consecutive (in number of days)
23-05-2023	10-08-2023	Yes	6	6	3	78

* to be filled in only for the current quarter meetings

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IV. Meeting of Committees							
Date (s) of Meeting in the previous quarter	Whether requirement of quorum met (details) (Yes/No)*	Total Number of Directors as on the date of meeting	Number of Directors present* (All including Independent Directors)	Number of Independent Directors present*	Number of member present other than Board of Directors	Date(s) of meeting of the committee in the relevant quarter	Maximum gap between any two consecutive meetings in number of days*
23-05-2023	Audit Committee : Yes	6	3	2	0	10-08-2023	78
23-05-2023	Nomination and Remuneration Committee : Yes	6	3	3	0	05-07-2023	42
11-08-2023	Buyback Committee : Yes	6	3	1	2	11-09-2023	36

V. Related Party Transactions	
Subject	Compliance status(Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations	
Subject	Compliance status (Yes/No/NA)
The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
The composition of the following committees is in terms of SEBI (Listing obligations	Yes

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and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	
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
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
This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Affirmation	Regulation Number	Compliance status (Yes/No/NA)
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
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
Submission of Annual Secretarial Compliance Report	24A(2)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Details of Cyber security incidence	(Yes/No)
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	NO

For Sinclairs Hotels Limited

Debolina
Karmakar

Digitally signed by Debolina
Karmakar
Date: 2023.10.07 13:40:17
+05'30'

Debolina Karmakar
Company Secretary and Compliance Officer
A62738

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Disclosure of Loans / guarantees / comfort letters / securities etc for half year ended: 30th September, 2023

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil

(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:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

(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:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

II. Affirmations:

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), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

For Sinclairs Hotels Limited



B L Soni
Chief Financial Officer

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