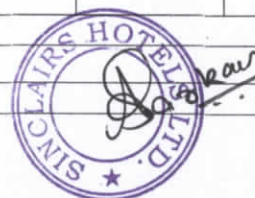


COMPLIANCE REPORT ON CORPORATE GOVERNANCE
[Under Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

1. Name of Entity: **SINCLAIRS HOTELS LIMITED**
2. Quarter ending: **MARCH 31, 2024**

I. Composition of Board of Directors												
Title (Mr./Ms.)	Name of the Director	DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure (in months)	Date of Birth	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 proviso to Regulation 17A(1))	Number of memberships [#] in Audit/ Stakeholder Committee(s) 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	DIN: 00273663	Chairperson, Non-Executive Non-Independent Director	30-06-1990	-	-	-	15-10-1953	1	0	2	0
MR.	NIREN CHAND SUCHANTI	DIN: 00909388	Non-Executive Non-Independent Director	30-06-1990	-	-	-	17-04-1949	1	0	0	0
MS.	PRAMINA SUCHANTI	DIN: 00273736	Non-Executive Non-Independent Director	09-07-2020	-	-	-	21-11-1958	1	0	0	0
MS.	KUMKUM GUPTA	DIN: 01575451	Non-Executive Independent Director	09-11-2018	09-11-2021	-	64	28-02-1955	1	1	0	0
MR.	SANJEEV KHANDELWAL	DIN: 00419799	Non-Executive Independent Director	26-05-2022	-	-	22	15-11-1960	1	1	2	1
MR.	SUSHIL KUMAR MOR	DIN: 00274066	Non-Executive Independent Director	23-05-2023	-	-	10	25-04-1954	1	1	2	1
Whether Regular chairperson appointed: Yes												
Whether Chairperson is related to Managing Director or CEO: Not applicable												
* No. of Membership also includes Chairmanship												



II. Composition of Committees						
Name of Committee	Whether Regular Chairperson Appointed	DIN	Name of Committee members	Date of Appointment	Date of Cessation	Category (Chairperson/ Executive/Non-Executive/independent/ Nominee) ^{&}
1. Audit Committee	Yes	00419799	Mr. Sanjeev Khandelwal	11-08-2022	-	Chairman – Non-Executive-Independent
		00274066	Mr. Sushil Kumar Mor	23-06-2023	-	Non-Executive-Independent
		00273663	Mr. Navin Suchanti	27-08-2019	-	Non-Executive-Non Independent
2. Nomination & Remuneration Committee	Yes	00419799	Mr. Sanjeev Khandelwal	11-08-2022	-	Chairman – Non-Executive-Independent
		00274066	Mr. Sushil Kumar Mor	23-06-2023	-	Non-Executive-Independent
		01575451	Ms. Kumkum Gupta	09-11-2018	-	Non-Executive-Independent
4. Stakeholders Relationship Committee	Yes	00274066	Mr. Sushil Kumar Mor	23-06-2023	-	Chairman – Non-Executive-Independent
		00419799	Mr. Sanjeev Khandelwal	11-08-2022	-	Non-Executive-Independent
		00273663	Mr. Navin Suchanti	27-08-2019	-	Non-Executive-Non Independent

[&] Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

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*	Total Number of Directors as on the date of meeting	Number of Directors Present*	Number of Independent Directors Present*	Maximum gap between any two consecutive meetings (in number of days) *
09-11-2023	12-02-2024	Yes	6	5	2	51 days (excluding date of meetings)
15-12-2023 22-12-2023	26-03-2024	Yes	6	6	3	42 days (excluding date of meetings)

* to be filed only for current quarter meetings

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present*	Number of Independent Directors Present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days**
AUDIT COMMITTEE:						
12-02-2024	Yes	3	2	1	09-11-2023	94 days (excluding date of meetings)
STAKEHOLDERS RELATIONSHIP COMMITTEE						
12-02-2024	Yes	3	3	3	-	-
BONUS ISSUE COMMITTEE						
12-01-2024	Yes	2	2	1	-	-
30-01-2024	Yes	2	2	1	-	17 days (excluding date of meetings)



* This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional.

** to be filed only for current quarter meetings.

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES

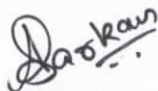
Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

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 1000 listed entities): Not applicable
 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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.: Yes
- Any comments/observations/advice of Board of Directors may be mentioned here: NIL

FOR SINCLAIRS HOTELS LIMITED



Ananna Sarkar
Company Secretary & Compliance Officer
M. No.: A36737



Place: Kolkata
Date: 16.04.2024

YEARLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	If yes, provide link to website. If No, provide reasons
As per regulation 46(2) of the LODR:		
(a) Details of business	Yes	www.sinclairsindia.com/index.php
(b) Terms and conditions of appointment of Independent Directors	Yes	www.sinclairsindia.com/investor/policies/Terms-and-conditions-of-appointment-of-Independent-Directors.pdf
(c) Composition of various committees of board of directors	Yes	www.sinclairsindia.com/board-of-directors-and-committees.php
(d) Code of conduct of board of directors and Senior Management Personnel	Yes	www.sinclairsindia.com/code-of-conduct.php
(e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.sinclairsindia.com/investor/Vigil_Mechanism.pdf
(f) Criteria of making payments to non-executive directors	Yes	www.sinclairsindia.com/investor/policies/Criteria-for-making-payments-to-non-executive-directors.pdf
(g) Policy on dealing with related party transactions	Yes	www.sinclairsindia.com/investor/policies/Policy-Party-Transaction.pdf
(h) Policy for determining 'material' subsidiaries	Yes	www.sinclairsindia.com/investor/policies/Policy-determining-material-subsiary.pdf
(i) Details of familiarization programmes imparted to independent directors	Yes	www.sinclairsindia.com/investor/policies/Details-of-familiarization-programmes-imparted-to-independent-directors.pdf
(j) Email address for grievance redressal and other relevant details		www.sinclairsindia.com/contact.php
(k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.sinclairsindia.com/contact.php
(l) Financial results	Yes	www.sinclairsindia.com/investor-information.php#financial-result
(m) Shareholding pattern	Yes	www.sinclairsindia.com/investor-information.php#shareholding-pattern
(n) Details of agreements entered into with the media companies and/or their associates	N.A.	-
(o) i. Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	N.A.	-
ii. Audio or video Recordings and transcripts of post earnings/quarterly calls	N.A.	-
(p) New name and the old name of the listed entity	N.A.	-
(q) Advertisement as per Regulation 47(1)	Yes	www.sinclairsindia.com/investor-information.php#newspaper-publications
(r) Credit Rating or revision in Credit Rating obtained	N.A.	-
(s) Separate Audited Financial Statements of each Subsidiary of the Listed Entity in respect of a relevant financial year	N.A.	-
As per other regulations of the LODR:		
(a) Whether Company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.sinclairsindia.com/investor-information.php
(b) Materiality Policy as per Regulation 30(4)	Yes	www.sinclairsindia.com/investor/policies/Materiality-Policy.pdf



(c) Disclosure of contact details of KMP who are authorised for the purpose of determining materiality as required under Regulation 30(5)	Yes	www.sinclairsindia.com/investor/policies/Materiality-Policy.pdf
(d) Dividend Distribution Policy as per Regulation 43A1 (as applicable)	Yes	www.sinclairsindia.com/investor/policies/Dividend-Distribution-Policy.pdf
(e) Secretarial Compliance Report	Yes	www.sinclairsindia.com/investor-information.php#annual-sc
(f) Disclosures under Regulation 30(8)	Yes	www.sinclairsindia.com/notices.php#corporate-announcement
(g) Statement of deviation(s) or variation(s) as specified in Regulation 32	N.A.	-
(h) Annual Return as provided under section 92 of the Companies Act 2013	Yes	www.sinclairsindia.com/investor-information.php#annual-return
It is confirmed that the above disclosures are in a separate section as specified in Regulation 46(2)		
It is confirmed regarding compliance with Regulation 46(3) with respect to accuracy of disclosures on the website and timely updating		

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	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
Recommendation of Board	17(11)	Yes
Maximum number of Directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Role of Audit Committee and information to be reviewed by the Audit Committee	18(3)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Role of Nomination & Remuneration Committee	19(4)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Role of Stakeholder Relationship Committee	20(4)	Yes
Composition and role of Risk Management Committee	21(1), (2), (3), (4)	N.A.
Meeting of Risk Management Committee	21(3A)	N.A.
Quorum of Risk Management Committee	21(3B)	N.A.
Gap between the meetings of the Risk Management Committee	21(3C)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (1A), (5), (6) & (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.



Disclosure of related party transactions on consolidated basis	23(9)	Yes
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.
Alternate Director to Independent Director	25(1)	N.A.
Maximum Tenure	25(2)	Yes
Appointment, reappointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of Independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance for independent Directors	25(10)	N.A.
Conformity with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance 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	26(2) & 26(5)	Yes
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes
Vacancies in respect of Key Managerial Personnel	26A(1) & 26A(2)	Yes

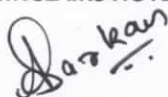
Note

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- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.: **N.A.**

For **SINCLAIRS HOTELS LIMITED**



ANANNA SARKAR
COMPANY SECRETARY & COMPLIANCE OFFICER



Place: Kolkata

Date: 16.04.2024

COMPLIANCE REPORT ON CORPORATE GOVERNANCE
 [Under Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

Name of Entity: **SINCLAIRS HOTELS LIMITED**
 Half year ending: **MARCH 31, 2024**

I. Disclosure of Loans / guarantees / comfort letters / securities etc. (refer note below)

(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	0.00	0.00
Promoter Group or any other entity controlled by them	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0.00	0.00
KMPs or any other entity controlled by them	0.00	0.00

(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	NA	0.00	0.00
Promoter Group or any other entity controlled by them	NA	0.00	0.00
Directors (including relatives) or any other entity controlled by them	NA	0.00	0.00
KMPs or any other entity controlled by them	NA	0.00	0.00



(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	NA	0.00	0.00
Promoter Group or any other entity controlled by them	NA	0.00	0.00
Directors (including relatives) or any other entity controlled by them	NA	0.00	0.00
KMPs or any other entity controlled by them	NA	0.00	0.00

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: **Yes**

FOR SINCLAIRS HOTELS LIMITED



B L SONI
CHIEF FINANCIAL OFFICER



Place: Kolkata

Date: 16.04.2024

Note

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;*
 - by a government company to/ for the Government or government company*
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.*
 - by a banking company or an insurance company; and*
 - by the listed entity to its employees or directors as a part of the service conditions*
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.*