



Secretarial Compliance Report of Apollo Sindoori Hotels Limited
for the year ended 31st March 2020

We, BGSMISHRA & Associates, Company Secretary LLP have examined:

- (a) all the documents and records made available to us and explanation provided by Apollo Sindoori Hotels Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2020 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;





- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination and considering the relaxations granted by Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
1	<i>Regulation 34(1)(a) -SEBI (LODR) Regulations, 2015 – Submission of Annual Report to Stock Exchange along with commencement of</i>	<i>Delayed submission by six days as per NSE</i>	<i>Company has explained that it was only in March 2019 that this regulation was introduced for first time. They informed that due first year of implementation, due to inadvertent oversight, submission of annual report and notice was delayed</i>





	<i>dispatch to shareholders for the year 2019</i>		<i>by six day from date of forwarding to shareholders.</i>
2	<i>Regulation 46(2)(a) - SEBI (LODR) Regulations, 2015 – Website should contain details of business of Company</i>	<i>The link on website don't open the file</i>	<i>We note that detail of business is otherwise available on website of Company. We have been explained that the non-functioning of link on website is owing to some technical issue and company will rectify the same.</i>
3	<i>Regulation 46(2)(q) read with Reg 47(1)- SEBI (LODR) Regulations, 2015 – Website should have newspaper advertisement including notice of meeting, financial result, deviations and notices given to shareholders</i>	<i>Board Meeting Notice and Financial Result published in news-paper not properly provided on website</i>	<i>We note that Company has properly made the the newspaper advertisement of board meeting notice as well as publication of the financial result in compliance to Regulation 47 of SEBI (LODR) Regulations, 2015. We also find that few board meeting notice and few financial results as published in news-paper is available on website, however, same has not been provided properly on website.</i>

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:





Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	National Stock Exchange of India (NSE)	Regulation 34 of SEBI (LODR) Regulations, 2015 – For delayed submission of Annual Report by six days	Fine amount @Rs 2,000 per day for six days amounting to Rs.12,000/-. However, same was waived later and fine refunded.	Company had represented NSE that it was first year of implementation post amendment in Regulation 34 of LODR requiring company to submit the annual report simultaneously with the shareholders and hence it has been six day of unintentional delay. Company however has paid fine amount. However, later NSE has written a letter confirming waiver and has refunded the fine paid.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity





This is first year of applicability of the secretarial compliance report on the company based on achievement of criteria as per proviso to Regulation 15(2)(a) of SEBI (LODR) Regulations, 2015 based on financial dated 31st March 2019.

For BGSMISHRA & Associates,

Company Secretaries LLP

Gouri Shanker Mishra

Designated Partner

C P No. 13581



UDIN: F006906B000422772

Place: Chennai

Date: 9th July 2020