



**SECRETARIAL COMPLIANCE REPORT OF APOLLO SINDOORI HOTELS LIMITED FOR THE YEAR  
ENDED 31.03.2022**

1. I 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 31.03.2022 ("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, 2009 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; The Company has not issued any shares/security during the financial year under review and hence not applicable;
- (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, 1998 and Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; The Company has not bought back any of its securities during the financial year under review and hence not applicable;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; The Company has not issued shares- Not Applicable to the Company during the financial year under review;

- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; During the financial year under review the Company has not issued any debt securities and hence not applicable;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; During the financial year under review the Company has not issued any Non-Convertible Redeemable Preference Shares and hence not applicable;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 and Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

Based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued except as specified in the table below.

S.No	Compliance Requirement (Regulations/Circulars/ guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	Regulation 29(2) of SEBI LODR, 2015- The listed entity shall give 2 working days ( excluding date of intimation and date of meeting) prior intimation to stock exchange about the meeting of the board of directors in which dividend is declared or recommended.	Date of Board meeting in which dividend was declared is 29/06/2021; However the intimation date was 26/06/2021 (only 1 working day gap)	NSE has levied a penalty of Rs. 10,000 for non-compliance of Regulation 29(2)/(3) for the quarter ended 30th June 2021
2.	Compliance certificate under Regulation 74(5) of SEBI Depositories and Participants Regulations, 2018, has to be submitted within 15 days from the end of quarter.	For the quarter ended 31.12.2021, it was disclosed to NSE only on 20/01/2022.	As per the reply given by the Company's management, the alleged non-compliance was totally unintentional and arose due to unfortunate situation of the Company Secretary being not available in station due to the sudden demise of (mother) close family member due to Covid; Owing to the pandemic, NSE has also not levied penalty and hence not material and merely clerical.



3.	Regulation 29 of SEBI LODR, 2015 requires 5 days Prior intimation of Board Meeting for approval of Financial results (excluding the date of intimation and date of meeting).	For the Board meeting held on 29/06/2021, intimation was made on 24/06/2021 (only 4 prior days gap).	As per the reply given by the Company's management, the alleged non-compliance was totally unintentional and arose due to unfortunate situation of the Company Secretary being not available in station due to the sudden demise of (mother) close family member due to Covid; Owing to the pandemic, NSE has also not levied penalty and hence not material and merely clerical.
4.	Regulation 30 read with Schedule III Part A-12- Issue of notices to shareholders or advertisements in the media by the listed entity shall be disclosed to the stock exchange.	Notice was issued to shareholders through advertisement for transfer of equity shares to IEPF in respect of shares for which dividend was remaining unpaid from the FY 13-14. However, the advertisement for the shareholders has not been disclosed to NSE.	As per the reply given by the Company's management, the notice to shareholders for transfer of shares to IEPF was duly published in the newspapers (English & Tamil) and was also disclosed on the Company's website. Form IEPF-4 with respect to this is also filed. But due to concerned staff working from home and covid cases at office last year, the previous company secretary might have overlooked and not disclosed the same to NSE.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under 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:

S.No.	Actions taken by	Details of Violation	Details of action taken	Observations/Remarks of the Practicing Company Secretary, if any.
1	NSE	As per Regulation 29(2) of SEBI LODR, 2015- The listed entity shall give 2 working days ( excluding date of intimation and	Imposition of penalty of Rs. 10,000	As per the reply given from the Company's management, the alleged non-compliance was totally unintentional and arose due to unfortunate situation of

		date of meeting) prior intimation to stock exchange about the meeting of the board of directors in which dividend is declared or recommended. For dividend declared on 29/06/2021, intimation was made on 26/06/2021 (one working day gap)		the Company Secretary being not available in station due to the sudden demise of (mother) closed family member due to Covid.
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

S.No.	Observations of the Practicing Company Secretary in the previous reports.	Observations made in the secretarial compliance report for the year ended 20-21.	Actions taken by the listed entity, if any.	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Regulation 30(2) Para A of Part A of Schedule III sub-para-4 - SEBI (LODR) Regulations, 2015 – Outcome of Meetings of the board of directors: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the financial results- Date of Board Meeting 9 <sup>th</sup> July 2020 - Delayed submission by two hours and two minutes as per NSE website.	Company has explained that it was due to the delay in receipt of the Auditors' Report and other information. Owing to the pandemic, NSE has also ignored and hence not material and merely clerical.	No further action required	No further action required
2	Reg 23(9)- SEBI (LODR) Regulations, 2015 – Disclosures of related party transactions on a consolidated basis, within 30 days from the date of publication of its standalone and consolidated financial	Company has explained that due to concerned staff working from home and Covid case at office, delay and reporting has	No further action required	No further action required

	<p>results for the half year to stock exchange and also upload the same on the website- Date of the Board Meeting 12th November 2021 – Date of reporting 17<sup>th</sup> December 2021 – Delay of 3 days in reporting.</p>	<p>resulted, otherwise company has complied with other terms and conditions. NSE has also ignored and hence may be ignored.</p>		
3	<p>Reg 34(1)(a) read with Reg 36(2)- SEBI (LODR) Regulations, 2015 – The listed entity shall submit to the stock exchange a copy of the annual report sent to the shareholders along with the notice of the annual general meeting. Date of Annual General Meeting (AGM) was 17<sup>th</sup> September 2020 and the Annual Report was submitted to NSE on 28<sup>th</sup> August 2020. The gap between the date of submission of annual report to NSE and the date of AGM was only 19 days.</p>	<p>Company has provided Annual Report and Notice for dispatch to Registrar and Transfer Agent. Company has represented that due to Covid-19 cases at office, submission to NSE was delayed by two days, however, AGM date was intimated earlier.</p>	<p>No further action required</p>	<p>No further action required</p>
4	<p>Reg 36(4)(a)- SEBI (LODR) Regulations, 2015 – The disclosures made by the listed entity to the stock exchanges shall be in XBRL format- Financial results of quarter ended on 30<sup>th</sup> September 2020 was approved in the board meeting held on 12<sup>th</sup> November 2020. Financial results were declared at 2:07 PM. It was supposed to be submitted to NSE in XBRL format within 24 hours. The same was submitted with delay after 24 hours on 15<sup>th</sup> November 2020</p>	<p>The listed entity has explained that filing of cash flow statement in XBRL format was introduced for the first time and there was some technical issue in validation and generation of XML file. Company has intimated the same to NSE before time limit. NSE has also ignored and merely clerical.</p>	<p>No further action required</p>	<p>No further action required</p>

		We agree with Company representation.		
5	Regulation 23(9) of SEBI (LODR) Regulations, 2015 – Non-compliance of Reg 23(9) and as a result NSE levied Fine of 15,000/-, which was Subsequently waived	Company had represented that due to concerned staff working from home and Covid case at office, reporting was delayed and NSE has taken it favorably.	No further action required	No further action required

For Mohan Kumar & Associates

Place: Chennai  
Date: 19-05-2022

A. Mohan Kumar  
Practicing Company Secretary  
Membership Number: FCS 4347  
Certificate of Practice Number: 19145  
UDIN No: F004347D000347404