



**SECRETARIAL COMPLIANCE REPORT**

**OF**

**APOLLO SINDOORI HOTELS LIMITED FOR THE YEAR ENDED 31.03.2023**

***[Pursuant to Regulation 24A (2) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]***

**To,**  
**Apollo Sindoori Hotels Limited,**  
**# 43/5, Hussain Mansion, Greams Road,**  
**Thousand Lights, Chennai - 600 006.**

I, A. Mohan Kumar, Practicing Company Secretary, have examined:

(a) all the documents and records made available to me and explanations/representations provided by **APOLLO SINDOORI HOTELS LIMITED** Corporate Identification Number **L72300TN1998PLC041360** (“the listed entity”);

(b) the filings/ submissions made by the listed entity to the BSE Limited (*BSE*) and National Stock Exchange of India (*NSE*), where its equity shares are listed (“the stock exchanges”); with Symbol of "**APOLSINHOT**" respectively;

(c) website of the listed entity; and

(d) any other documents/ filings, as may be relevant, which has been relied upon to make this certification

**for the financial year ended 31.03.2023** (“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-***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- ***During the financial year under review, there were no acquisition of shares and hence not applicable;***
- (d) 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 and Sweat Equity) Regulations, 2021-***Not Applicable to the Company during the financial year under review;***
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - ***During the financial year under review the Company has not issued any Non-Convertible Securities and hence not applicable;***
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/guidelines issued there-under; and 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 thereunder.
- (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 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.	Compliance Requirement (Regulations/Circulars/guideline including specific clause)	Deviations	Action Taken By & Type of action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response
NIL							

(d) The listed entity has taken the following actions to comply with the observations made in previous reports issued for the financial year **31.03.2022:**

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.
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(e) The Additional Affirmations to be provided based on the Circulars issued by the Recognized Stock Exchanges in consultation with SEBI are as follows:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
1.	<u>Secretarial Standards</u>  The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	Yes	-
2.	<u>Adoption and timely updation of the Policies:</u>  <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	
3.	<u>Maintenance and disclosures on Website:</u>  <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website</li> </ul>	Yes	-
4.	<u>Disqualification of Director:</u>  None of the Director of the Company are disqualified	Yes	-

	under Section 164 of Companies Act, 2013		
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	Yes	-
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	-
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	-
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	Yes	-
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	-
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6)SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	-

11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u>  Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	NIL	-
12.	<u>Additional Non-compliances, if any:</u>  No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	

**For Mohan Kumar & Associates**



Place: Chennai  
Date: 20-05-2023

A. Mohan Kumar  
Practicing Company Secretary  
Membership Number: FCS 4347  
Certificate of Practice Number: 19145  
Peer review Certificate No. 2205/2022  
UDIN: **F004347E000341937**

This Report is to be read with my testimony of even date that is annexed as **Annexure A** and forms an integral part of this report.

## **Annexure A**

**My Secretarial Compliance Report of even date for the financial year ended 31<sup>st</sup> March 2023 is to be read along with this Annexure.**

1. The management of the listed entity is responsible for maintenance of records and compliance with the provisions of the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and 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").
2. I have followed the audit practices and processes as were considered appropriate to obtain reasonable assurance about the correctness of the contents of the said records.
3. While forming an opinion on compliance and issuing this report, I have taken an overall view based on the compliance process and procedures followed by the listed entity, and have considered compliance related actions taken by the listed entity after 31<sup>st</sup> March 2023, but before the issue of this report.
4. I have considered compliance related actions taken by the listed entity based on independent legal/profession opinion obtained, as being in compliance with law, wherever there was scope for multiple interpretations. We have relied on confirmations by the listed entity and its representatives for the purposes of reporting as to the actions, if any, taken against the listed entity, its promoters or directors, by SEBI or the stock exchanges under the SEBI or the SCRA.
5. I have verified the records furnished to us/me on a test basis to see whether the correct facts are reflected therein. I have also examined the compliance procedures followed by the listed entity on a test basis. We believe that the processes and practices I followed provide a reasonable basis for our opinion.
6. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
7. Wherever required, I have obtained the Management representation about the Compliance of laws, rules, regulations, circulars and guidelines issued by SEBI under SEBI Act and SCRA and the happening of events etc.
8. The Secretarial Compliance report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Mohan Kumar & Associates**



A. Mohan Kumar

Practicing Company Secretary

Membership Number: FCS 4347

Certificate of Practice Number: 19145

Place: Chennai

Date: 20-05-2023