

FORM NO. MGT 7**ANNUAL RETURN**

As on the financial year ended on 31/03/2022 of

Sinclairs Hotels Limited[Pursuant to Section 92(1) of the Companies Act, 2013
and Rule 11(1) of the Companies (Management and Administration) Rules, 2014]**I. REGISTRATION AND OTHER DETAILS**

- (i) Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- Permanent Account Number (PAN) of the company
- (ii) a) Name of the company
- b) Registered office address
- c) e-mail ID of the company
- d) Telephone number with STD code
- e) Website
- (iii) Date of Incorporation

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company Limited by Shares	Indian Non- Government Company

- (v) Whether company is having share capital Yes No
- (vi) Whether shares listed on recognized Stock Exchange(s) Yes No
- (vii) a) Details of stock exchanges where shares are listed

Sr No.	Stock Exchange Name	Code
1	BOMBAY	1
2	CALCUTTA	3

- b) CIN No. of Registrar and Share Transfer Agent
- Name of Registrar and Share Transfer agent
- Registered office address of the Registrar & Transfer Agents

- (viii) Financial Year From to

- (ix) Whether Annual General Meeting held Yes No
- a) If Yes, date of AGM
- b) Due date of AGM
- c) Whether any extension for AGM granted Yes No

II. **PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

Number of business activities

2

Sr No.	Main activity Group Code	Description of main activity group	Business activity code	Description of Business Activity	% of turnover of the Company
1	I	Accommodation and Food Services	11	Accommodation services provided by Hotel, Inns, Resorts, holiday homes, hostel, etc.	52.02
2	I	Accommodation and Food Services	12	Food and beverage services provided by hotels, restaurants, caterers, etc.	31.83

III. **PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)**

No. of Companies for which information is to be given

0

Sr No.	Name of Company	CIN/ FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
NIL				

IV. **SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY**

i) SHARE CAPITAL

a) Equity Share Capital

Particulars	Authorised Capital	Issued Capital	Subscribed Capital	Paid up capital
Total Number of Equity Shares	75,000,000	27,850,000	27,850,000	27,850,000
Total Number of Equity Shares (in rupees)	150,000,000	55,700,000	55,700,000	55,700,000

No. of Class

1

Class of Share	Authorised Capital	Issued Capital	Subscribed Capital	Paid up capital
Number of Equity Shares	75,000,000	27,850,000	27,850,000	27,850,000
Nominal Value per Equity Shares (in rupees)	2	2	2	2
Total Number of Equity Shares (in rupees)	150,000,000	55,700,000	55,700,000	55,700,000

b) Preference Share Capital

Particulars	Authorised Capital	Issued Capital	Subscribed Capital	Paid up capital
Total Number of Preference Shares	5,000,000	0	0	0
Total Number of Preference Shares (in rupees)	50,000,000	0	0	0

No. of Class

1

Class of Share	Authorised Capital	Issued Capital	Subscribed Capital	Paid up capital
Number of Preference Shares	5,000,000	0	0	0
Nominal Value per Preference Shares (in rupees)	10	10	10	10
Total Number of Preference Shares (in rupees)	50,000,000	0	0	0

c) Unclassified Share Capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

d) Breakup of paid-up Share Capital

Class of share	Number of Share			Total Nominal amount	Total paid-up amount	Total Premium
	Physical	DEMAT	Total			
Equity Shares						
At the beginning of the year	167,785	27,682,215	2,78,50,000	55,700,000	55,700,000	
Increased during the year	0	23,920	23,920	47,840	47,840	
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify Dematerialisation of Physical shares	0	23,920	23920	47,840	47,840	0
Decrease during the year	23,920	0	23920	47,840	47,840	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify Dematerialisation of Physical shares	23,920	0	23920	47,840	47,840	0
At the end of the year	143,865	27,706,135	27850000	55,700,000	55,700,000	
Preference Shares						
At the beginning of the year	0	0	0	0	0	
Increased during the year	0	0	0	0	0	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year						
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE985A01022

ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

- iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) NIL
- [Details being provided in a CD/Digital Media] Yes No Not Applicable
- Separate sheet attached for details of transfers Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	Middle Name	First Name
Ledger Folio of Transferee			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	Middle Name	First Name

- iv) Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total	0	0	0

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

- v) Securities (other than shares and debentures)

V. Turnover and net worth of the company (as defined in the Companies Act, 2013)

- (i) Turnover

- (ii) Net Worth of the Company

VI. a. Shareholding Pattern- Promoters

Sr No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	15,863,760	56.96	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2	Government	0	0	0	
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3	Insurance companies	0	0	0	

4	Banks	0	0	0	
5	Financial institutions	0	0	0	
6	Foreign institutional investors	0	0	0	
7	Mutual funds	0	0	0	
8	Venture capital	0	0	0	
9	Body corporate (not mentioned above)	1,638,175	5.88	0	
10	Others	0	0	0	
	Total	17,501,935	62.84	0	

Total number of shareholders (promoters)

9

b. Shareholding Pattern- Public other than Promoters

Sr No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	8,747,652	31.41	0	
	(ii) Non-resident Indian (NRI)	382,765	1.37	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2	Government	0	0	0	
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3	Insurance companies	0	0	0	
4	Banks	0	0	0	
5	Financial institutions	0	0	0	
6	Foreign institutional investors	0	0	0	
7	Mutual funds	0	0	0	
8	Venture capital	0	0	0	
9	Body corporate (not mentioned above)	990,479	3.56	0	
10	Others-Clearing Member, Trust, IEPF	227,094	0.82	0	
	Total	10,348,065	37.16	0	

Total number of shareholders (other than promoters)

10,935

Total number of shareholders (promoters + public other than promoters)

10,944

VII. Number of Promoters, Members, Debenture Holders (Details, Promoters, Members (Other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	9	9
Members other than promoters	7,088	10,935
Debenture holders	0	0

VIII. Details of Directors and Key Managerial Personnel

a. Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of Directors at the end of the year		Percentage of shares held by the directors as at the end of the year	
	Executive	Non-Executive	Executive	Non-Executive	Executive	Non-Executive
A. Promoter	0	3	0	3	0	24.87
B. Non-Promoter	0	3	0	3	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	3	0	3	0	0

C. Nominee Directors Representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing Institution	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	6	0	6	0	24.87

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

b. i. Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year: If any)
Navin Chand Suchanti	00273663	Director	1,565,255	-
Niren Chand Suchanti	00909388	Director	1,468,690	-
Pramina Suchanti	00273736	Director	3,892,610	-
Dip Narayan Mittra	05016332	Director	0	-
Kunal Bose	02891649	Director	0	06/09/2022
Kumkum Gupta	01575451	Director	0	-
Bajrang Lal Soni	ALHPS4698C	CFO	0	-
Swajib Chatterjee	AIGPC9051R	Manager	0	-
Kriti Kochar	BIBPK0958H	Company Secretary	0	-

ii. Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning /during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Srushti Modi	CGLPS2242H	Company Secretary	17/01/2022	Cessation
Kriti Kochar	BIBPK0958H	Company Secretary	01/02/2022	Appointment

IX. Meetings of Members/Class of Members/Board/Committees of the Board of Directors

a. Members/Class /Requisitioned/NCLT/Court Convened Meetings

0

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total Shareholding

b. Board Meetings

Number of meetings held

4

Sr No.	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of attendance
1	15/06/2021	6	6	100
2	12/08/2021	6	6	100
3	12/11/2021	6	6	100
4	10/02/2022	6	6	100

c. Committee Meetings

Number of meetings held

7

Sr No.	Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee Meeting	15/06/2021	3	3	100
2	Audit Committee Meeting	12/08/2021	3	3	100
3	Audit Committee Meeting	12/11/2021	3	3	100
4	Audit Committee Meeting	10/02/2022	3	3	100
5	Nomination & Remuneration Committee Meeting	01/02/2022	3	3	100
6	Independent Director Committee Meeting	01/02/2022	3	3	100
7	Stakeholders Relationship Committee Meeting	10/02/2022	3	3	100

d. Attendance of Directors

Sr. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 22/07/2022 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Navin Chand Suchanti	4	4	100	5	5	100	Yes
2	Niren Chand Suchanti	4	4	100	0	0	0	Yes
3	Pramina Suchanti	4	4	100	0	0	0	Yes
4	Dip Narayan Mittra	4	4	100	7	7	100	Yes
5	Kunal Bose	4	4	100	7	7	100	Yes
6	Kumkum Gupta	4	4	100	2	2	100	Yes

X. **Remuneration of Directors and Key Managerial Personnel**

NIL

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

Sr No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Swajib Chatterjee	Manager	1,649,600	0	0	0	1,649,600
	Total		1,649,600	0	0	0	1,649,600

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

Sr No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Bajrang Lal Soni	CFO	2,227,625	0	0	0	2,227,625
2	Srushti Modi	Company Secretary	376,686	0	0	0	376,686
3	Kriti Kochar	Company Secretary	92,000	0	0	0	92,000
	Total		2,696,311	0	0	0	2,696,311

Number of other directors whose remuneration details to be entered

0

XI. **Matters Related to Certification of Compliances and Disclosures**

A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

Yes

No

B. If No, give reasons/observations

XII. **Penalty and Punishment - details thereof**

A. DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised/ punished	Details of penalty/ punishment	Details of appeal (if any) including present status	Name of the company/ directors/ officers

B. DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised/ punished	Details of penalty/ punishment	Details of appeal (if any) including present status	Name of the company/ directors/ officers

XIII. **Whether complete list of shareholders, debenture holders has been enclosed as an attachment** Yes No

XIV. **Compliance of Sub-Section (2) of Section 92, in Case of Listed Companies**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Arup Kumar Roy

Whether associate or fellow

Associate

Fellow Number

Certificate of Practice

9597

I/We certify that:

- The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no dated

to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with.

- Whatever is stated in this form and in the attachments thereto is true, correct, and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Director

DIN of Directors

Company Secretary

Membership Number

00273663

52688



Form No MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the register, records and books and papers of Sinclairs Hotels Ltd (the Company) CIN: L55101WB1971PLC028152 having its registered office at Pressman House, 10A Lee Road, Kolkata 700020 (effective June 09, 2022 the registered office address is 147 Block G, New Alipore, Kolkata 700053) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31st March, 2022.

In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year, the company has complied with provisions of the Act & Rules made there under in respect of:
1. its status under the Act;
 2. maintenance of register/records & making entries therein within the time prescribed therefor;
 3. filing of forms and returns as stated in the annual return with the Registrar of Companies within the prescribed time;
 4. calling /convening/holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute Book and the same have been signed;
 5. closure of Register of Members.
 6. advances/loans to its directors and / or persons or firms or companies referred in section 185 of the Act; **(Not applicable to the Company during the audit period)**
 7. contracts/arrangements with related parties as specified in section 188 of the Act;
 8. transmission of shares and issue of security certificates in all instances;
there was no transfer of shares/issue or allotment of securities/ buyback of securities/redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares/securities during the year;
 9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act; **(Not applicable to the Company during the audit period)**

10. declaration/payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointment/ retirement/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. appointment/ reappointment/ filling of casual vacancies of auditors as per the provisions of Section 139 of the Act;
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act; **(Not applicable to the Company during the audit period)**
15. acceptance/renewal/repayment of deposits **(Not applicable to the Company during the audit period)**
16. borrowings from its directors, members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable; **(Not Applicable to the Company during the audit period)**
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act; **(Not Applicable to the Company during the audit period)**
18. alteration of the provisions of the Memorandum and / or Articles of Association of the Company; **(Not Applicable to the Company during the audit period)**

Note:

The Board of Directors, at their meeting held on April 26, 2022, had approved the proposal for Buy-Back of up to 7,00,000 fully paid-up ordinary shares of face value of Rs 2 each at a price of Rs 143/- per ordinary share from the eligible shareholders of the Company on proportionate basis through the tender offer process. The Buy-Back tendering period through stock exchange commenced on Friday, June 03, 2022 and closed on Thursday, June 16, 2022. The 7,00,000 ordinary shares bought back under the Buy-Back Offer have been extinguished on Friday, July 01, 2022.

Date: 22/07/2022

Place: Kolkata

UDIN:

Signature: Arup Kumar Roy

Membership No A6784

C. P No 9597