

Compliance Report on Corporate Governance

Name of Listed Entity: **Sinclairs Hotels Ltd**

Quarter Ended **30<sup>th</sup> June, 2020**

| Title (Mr/ Ms) | Name of the Director | PAN & DIN                        | Category (Chairperson/ Executive/Non-executive/Independent/ Nominee) | Initial date of appointment | Date of Re-appointment | Date of Cessation | Tenure (months) | Date of Birth |
|----------------|----------------------|----------------------------------|--|-----------------------------|------------------------|-------------------|-----------------|---------------|
| Mr             | Navin Chand Suchanti | PAN: AJVPS1957L<br>DIN: 00273663 | Chairman-Non-Executive   | 30-06-1990                  | 27-08-2019             | -                 | -               | 15-10-1953    |
| Mr             | Niren Chand Suchanti | PAN: AJWPS2027E<br>DIN: 00909388 | Non- Executive   | 30-06-1990                  | 03-08-2018             | -                 | -               | 17-04-1949    |
| Mr             | Kunal Bose           | PAN: ADAPB9924H<br>DIN: 02891649 | Non-Executive Independent  | 19-12-2009                  | 06-09-2019             | -                 | 36              | 04-01-1945    |
| Mr             | Dip Narayan Mitra    | PAN: AEPPM3938J<br>DIN: 05016332 | Non-Executive Independent  | 23-06-2017                  | -                      | -                 | 36              | 18-11-1953    |
| Ms             | Kumkum Gupta         | PAN: ADXPG9380R<br>DIN: 01575451 | Non-Executive Independent  | 09-11-2018                  | -                      | -                 | 36              | 28-02-1955    |

| Title (Mr/ Ms)  | Name of the Director | 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 provision to regulation 17A(1)] | No of memberships in Audit /Stakeholder Committee 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 | 2  | 0   | 2- Audit Committee<br>2- Stakeholder Committee   | 0   |
| Ms  | Niren Chand Suchanti | 2  | 0   | 0  | 0   |
| Mr  | Kunal Bose           | 1  | 1   | 1- Stakeholder Committee   | 1- Audit Committee  |
| Mr  | Dip Narayan Mitra    | 1  | 1   | 1- Audit Committee   | 1- Stakeholder Committee  |
| Ms  | Kumkum Gupta         | 1  | 1   | 0  | 0   |
| <b>Whether Regular Chairperson appointed (Yes/No): Yes</b>              |                      |  |   |  |   |
| Whether Chairperson is related to Managing Director or CEO(Yes/No) : No |                      |  |   |  |   |

**Sinclairs Hotels Limited**

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e: cs@sinclairshotels.com, CIN: L55101WB1971PLC028152

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| II. Composition of Committee                 |                                       |                           |  |                     |                   |
|--|---------------------------------------|---------------------------|--|---------------------|-------------------|
| Name of Committee                            | Whether Regular Chairperson appointed | Name of Committee members | Category (Chairperson/Executive/Non-executive/independent/Nominee) | Date of Appointment | Date of Cessation |
| 1. Audit Committee                           | Yes                                   | Mr Kunal Bose             | Chairman – Non executive Independent                               | 06-09-2019          |                   |
|  |                                       | Mr Navin Chand Suchanti   | Member-Non executive   | 27-08-2019          |                   |
|  |                                       | Mr Dip Narayan Mitra      | Member-Non executive Independent                                   | 23-06-2017          |                   |
| 2. Nomination & Remuneration Committee       | Yes                                   | Mr Kunal Bose             | Chairman – Non executive Independent                               | 06-09-2019          |                   |
|  |                                       | Mr Dip Narayan Mitra      | Member- Non executive Independent                                  | 23-06-2017          |                   |
|  |                                       | Ms Kumkum Gupta           | Member- Non executive Independent                                  | 09-11-2018          |                   |
| 3. Risk Management Committee (if applicable) | NA                                    | NA                        | NA   | NA                  | NA                |
| 4. Stakeholders Relationship Committee       | Yes                                   | Mr Dip Narayan Mitra      | Chairman – Non executive Independent                               | 23-06-2017          |                   |
|  |                                       | Mr Navin Chand Suchanti   | Member- Non executive  | 27-08-2019          |                   |
|  |                                       | Mr Kunal Bose             | Member-Non executive Independent                                   | 06-09-2019          |                   |
| 5. Corporate Social Responsibility Committee | Yes                                   | Dr Niren Chand Suchanti   | Chairman-Non executive   | 03-08-2018          |                   |
|  |                                       | Mr Navin Chand Suchanti   | Member-Non executive   | 27-08-2019          |                   |
|  |                                       | Mr Dip Narayan Mitra      | Member-Non executive   | 23-06-2017          |                   |
|  |                                       | Mr Kunal Bose             | Independent Member-Non executive Independent                       | 06-09-2019          |                   |

| 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* (Yes/No) | Number of Directors present* | Number of independent directors present* | Maximum gap between any two consecutive (in number of days) |
| 10-02-2020  |  |   |                              |  |   |
| 24-02-2020  | 30-06-2020   | Yes   | 4                            | 2  | 126   |

\* to be filled in only for the current quarter meetings

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| IV. Meeting of Committees                             |   |                              |  |   |   |
|---|---|------------------------------|--|---|---|
| Date (s) of Meeting ( if any) in the previous quarter | Whether requirement of quorum met (details) (Yes/No)* | Number of Directors present* | Number of independent directors present* | Date(s) of meeting of the committee in the relevant quarter | Maximum gap between any two consecutive meetings in number of days* |
| 10-02-2020  | Audit Committee: Yes                                  | 3                            | 2  | 30-06-2020  | 140   |

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

| V. Related Party Transactions  |                              |
|--|------------------------------|
| Subject  | Compliance status(Yes/No/NA) |
| Whether prior approval of audit committee obtained   | Yes                          |
| Whether shareholder approval obtained for material RPT   | Yes                          |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes                          |

#### VI. Affirmations

The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Audit Committee

Nomination & Remuneration Committee

Stakeholders Relationship Committee

Corporate Social Responsibility Committee

Risk Management committee (applicable to the top 100 listed entities) – **N.A.**

The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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.

The report submitted in the previous quarter has been placed before Board of Directors.

For Sinclairs Hotels Ltd



Company Secretary

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