



**Compliance Report on Corporate Governance**

Name of Listed Entity: **Sinclair's Hotels Ltd**  
 Quarter Ended: **31<sup>st</sup> March, 2019**

<b>I. Composition of Board of Directors</b>								
Title (Mr /Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-executive/Independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulation)	No of memberships in Audit /Stakeholder Committee including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	Navin Chand Suchanti	PAN: AJVPS1957L DIN:00273663	Chairman-Non-Executive	26.05.2017	-	2	2- Audit Committee 2- Stakeholder Committee	0
Mr	Niren Chand Suchanti	PAN: AJWPS2027E DIN:00909388	Non-Executive	03.08.2018	-	2	0	0
Mr	Kunal Bose	PAN:ADAPB9924H DIN: 02891649	Non-Executive Independent	06.09.2014	60 months	1	1- Stakeholder Committee	1- Audit Committee
Mr	Dip Narayan Mittra	PAN:AEPPM3938J DIN:05016332	Non-Executive Independent	23.06.2017	36 months	1	1- Audit Committee	1- Stakeholder Committee
Ms	Kumkum Gupta	PAN: ADXPG9380R DIN: 01575451	Non-Executive Independent	09.11.2018	12 months	1	0	0

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**Sinclair's Hotels Limited**

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<b>II. Composition of Committee</b>		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-executive/independent/Nominee)
1. Audit Committee	Mr Kunal Bose Mr Navin Chand Suchanti Mr Dip Narayan Mittra	Chairman – Non executive Independent Member-Non executive Member-Non executive Independent
2. Nomination & Remuneration Committee	Mr Kunal Bose Mr Dip Narayan Mittra Ms Kumkum Gupta	Chairman – Non executive Independent Member- Non executive Independent Member- Non executive Independent
3. Risk Management Committee(if applicable)	N.A.	N.A.
4. Stakeholders Relationship Committee	Mr Dip Narayan Mittra Mr Navin Chand Suchanti Mr Kunal Bose	Chairman – Non executive Independent Member- Non executive Member-Non executive Independent
5. Corporate Social Responsibility Committee	Dr Niren Chand Suchanti Mr Navin Chand Suchanti Mr Dip Narayan Mittra Mr Kunal Bose	Chairman-Non executive Member-Non executive Member-Non executive Independent Member-Non executive Independent

<b>III. Meeting of Board of Directors</b>		
Date (s) of Meeting (if any) in the previous quarter	Date(s) of Meeting(if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
09.11.2018	11.02.2019	93 days

<b>IV. Meeting of Committees</b>			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
11.02.2019	Audit Committee: 3	09.11.2018	93 days
11.02.2019	Nomination & Remuneration Committee:3	09.11.2018	93 days
11.02.2019	Stakeholders Relationship Committee:3	-	-
11.02.2019	Corporate Social Responsibility Committee:4	-	-

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

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<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status(Yes/No/NA)</b>
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**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
  - a. Audit Committee
  - b. Nomination & Remuneration Committee
  - c. Stakeholders Relationship Committee
  - d. Corporate Social Responsibility Committee
  - e. Risk Management committee (applicable to the top 100 listed entities) – N.A.
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. 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.
5. The report submitted in the previous quarter has been placed before Board of Directors.

For Sinclairs Hotels Ltd

Sangita Agarwal  
Company Secretary

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**Compliance Report on Corporate Governance**

Name of Listed Entity: **SINCLAIRS HOTELS LTD**

Year ended: **31<sup>st</sup> March, 2019**

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance Status (Yes/No/NA)</b>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/whistle Blower Policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	N.A.
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievances redressal and other relevant details	Yes
Financial Results	Yes
Shareholding Pattern	Yes
Details of agreements entered into with media companies and/or their associates	N.A.
New name and the old name of the listed entity	N.A.

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/Compensation	17(6)	Yes
Minimum information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	N.A.
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes

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II Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/NA)
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committee	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of shareholding by Non-executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**III. Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been Complied. – **Not Applicable**

For Sinclairs Hotels Ltd

Sangita Agarwal  
Company Secretary

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