

Compliance Report on Corporate Governance

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

Quarter Ended: **31st March, 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 DIN: 00273663	Chairman-Non-Executive	30-06-1990	27-08-2019	-	-	15-10-1953
Mr	Niren Chand Suchanti	PAN: AJWPS2027E DIN: 00909388	Non- Executive	30-06-1990	03-08-2018	-	-	17-04-1949
Mr	Kunal Bose	PAN: ADAPB9924H DIN: 02891649	Non-Executive Independent	19-12-2009	06-09-2019	-	36	04-01-1945
Mr	Dip Narayan Mitra	PAN: AEPPM3938J DIN: 05016332	Non-Executive Independent	23-06-2017	-	-	36	18-11-1953
Ms	Kumkum Gupta	PAN: ADXPG9380R 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 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
Whether Regular Chairperson appointed (Yes/No): Yes					
Whether Chairperson is related to Managing Director or CEO(Yes/No) : No					

Sinclairs Hotels Limited

Regd. Office: Pressman House, 10A Lee Road, Kolkata 700020, t: +9133 40310807
e: cs@sinclairshotels.com, CIN: L55101WB1971PLC028152

BURDWAN | DARJEELING | DOOARS | KALIMPONG | OOTY | PORT BLAIR | SILIGURI

www.sinclairsindia.com

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 Mittra	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 Mittra	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 Mittra	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 Mittra	Member-Non executive Independent	23-06-2017	
		Mr Kunal Bose	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)
08-11-2019	10-02-2020	Yes	5	3	93
	24-02-2020	Yes	5	3	13

* to be filled in only for the current quarter meetings

Sinclairs Hotels Limited

Regd. Office: Pressman House, 10A Lee Road, Kolkata 700020, t: +9133 40310807
e: cs@sinclairshotels.com, CIN: L55101WB1971PLC028152

BURDWAN | DARJEELING | DOOARS | KALIMPONG | OOTY | PORT BLAIR | SILIGURI

www.sinclairsindia.com

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*
08-11-2019	Audit Committee: Yes	3	2	10-02-2020	93 days

* 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

Sinclairs Hotels Limited

Regd. Office: Pressman House, 10A Lee Road, Kolkata 700020, t: +9133 40310807
 e: cs@sinclairshotels.com, CIN: L55101WB1971PLC028152

BURDWAN | DARJEELING | DOOARS | KALIMPONG | OOTY | PORT BLAIR | SILIGURI

www.sinclairsindia.com

I. Disclosure on website in terms of Listing Regulations			
Sl No	Item	Compliance status (Yes/No/NA)	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:			
a)	Details of business	Yes	https://www.sinclairsindia.com/hotels-and-resorts.php
b)	Terms and conditions of appointment of independent directors	Yes	https://www.sinclairsindia.com/investor/policies/Terms-and-conditions-of-appointment-of-Independent-Directors.pdf
c)	Composition of various committees of board of directors	Yes	https://www.sinclairsindia.com/board-of-directors-and-committees.php
d)	Code of conduct of board of directors and senior management personnel	Yes	https://www.sinclairsindia.com/code-of-conduct.php
e)	Details of establishment of vigil mechanism/Whistle Blower policy	Yes	https://www.sinclairsindia.com/investor/Vigil_Mechanism.pdf
f)	Criteria of making payments to non-executive directors	Yes	https://www.sinclairsindia.com/investor/policies/Criteria-for-making-payments-to-non-executive-directors.pdf
g)	Policy on dealing with related party transactions	Yes	https://www.sinclairsindia.com/investor/policies/Policy-Party-Transaction.pdf
h)	Policy for determining 'material' subsidiaries	Yes	https://www.sinclairsindia.com/investor/policies/Policy-determining-material-subsiidiary.pdf
i)	Details of familiarization programmes imparted to independent directors	Yes	https://www.sinclairsindia.com/investor/policies/Details-of-familiarization-programmes-imparted-to-independent-directors.pdf
j)	Email address for grievance redressal and other relevant details	Yes	https://www.sinclairsindia.com/contact.php
k)	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.sinclairsindia.com/contact.php
l)	Financial results	Yes	https://www.sinclairsindia.com/investor-information.php#financial-result
m)	Shareholding pattern	Yes	https://www.sinclairsindia.com/investor-information.php#shareholding-pattern
n)	Details of agreements entered into with media companies and/or their associates	Yes	https://www.sinclairsindia.com/investor/others/Details-of-agreement-entered-into-with-media-companies-and-their-associates.pdf
o)	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	https://www.sinclairsindia.com/notices.php#corporate-announcement
p)	New name and the old name of the listed entity	Yes	https://www.sinclairsindia.com/investor/others/New-name-and-old-name-of-the-Company.pdf
q)	Advertisements as per regulation 47(1)	Yes	https://www.sinclairsindia.com/notices.php#corporate-announcement
r)	Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	There are no outstanding debt instruments and no credit rating has been obtained from any of the credit rating agencies
As per other regulations			
a)	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.sinclairsindia.com/corporate-governance.php#Policies
b)	Materiality Policy as per Regulation 30	Yes	https://www.sinclairsindia.com/investor/policies/Materiality-Policy.pdf
c)	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.sinclairsindia.com/investor/policies/Dividend-Distribution-Policy.pdf

Sinclairs Hotels Limited

Regd. Office: Pressman House, 10A Lee Road, Kolkata 700020, t: +9133 40310807
e: cs@sinclairshotels.com, CIN: L55101WB1971PLC028152

BURDWAN | DARJEELING | DOOARS | KALIMPONG | OOTY | PORT BLAIR | SILIGURI

www.sinclairsindia.com

II. Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/NA)
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), 17(1A) & 17(1B)	Yes
Meetings of board of directors	17(2)	Yes
Quorum of board of meeting	17(2A)	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)	NA
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination and Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and Role of Risk Management Committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Vigil Mechanism	22	Yes
Policy of related party	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee	23(2),(3)	Yes
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	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
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of Independent Director	25(3) & (4)	Yes
Familiarization of Independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors & Officers insurance	25(10)	NA
Memberships in Committees	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

Sinclairs Hotels Limited

Regd. Office: Pressman House, 10A Lee Road, Kolkata 700020, t: +9133 40310807
e: cs@sinclairshotels.com, CIN: L55101WB1971PLC028152

BURDWAN | DARJEELING | DOOARS | KALIMPONG | OOTY | PORT BLAIR | SILIGURI

www.sinclairsindia.com

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Requirements, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

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

For Sinclairs Hotels Limited



Srushti Rahul Mody
Company Secretary

Sinclairs Hotels Limited

Regd. Office: Pressman House, 10A Lee Road, Kolkata 700020, t: +9133 40310807
e: cs@sinclairshotels.com, CIN: L55101WB1971PLC028152

BURDWAN | DARJEELING | DOOARS | KALIMPONG | OOTY | PORT BLAIR | SILIGURI

www.sinclairsindia.com