



**SINCLAIRS**  
HOTELS *and* RESORTS

Eight Destinations. One Signature Brand.



Sinclairs Bayview Port Blair



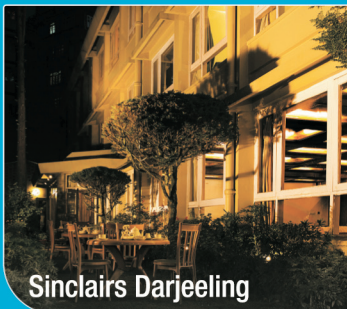
Sinclairs Retreat Kalimpong



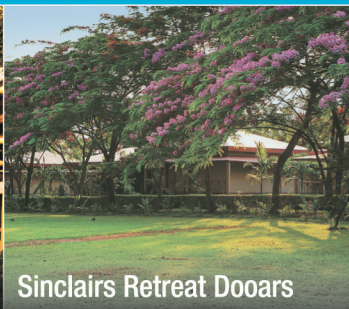
Sinclairs Siliguri



Sinclairs Retreat Ooty



Sinclairs Darjeeling



Sinclairs Retreat Doars



Sinclairs Burdwan



Sinclairs Gangtok

**Sinclairs Hotels Ltd.**  
Annual Report 2019-2020

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## Corporate Information

### Board of Directors

Navin Suchanti, Chairman  
Dr Niren Suchanti  
Kunal Bose  
Dip Narayan Mittra  
Kumkum Gupta

### Chief Financial Officer

B L Soni

### Chief Operating Officer

Swajib Chatterjee

### Company Secretary and Compliance Officer

Srushti Mody

### Auditors

B S R & Co. LLP  
Chartered Accountants  
(Firm Registration No.101248W/ W-100022)

### Registered and Corporate Office

Pressman House  
10A Lee Road  
Kolkata 700 020  
CIN: L55101WB1971PLC028152

### Hotels & Resorts

Sinclairs Siliguri  
Sinclairs Darjeeling  
Sinclairs Retreat Dooars Chalsa  
Sinclairs Retreat Ooty  
Sinclairs Bayview Port Blair  
Sinclairs Retreat Kalimpong  
Sinclairs Burdwan  
Sinclairs Gangtok

### Registrar & Transfer Agent

Niche Technologies Pvt Ltd  
7th Floor, Room No. 7A & 7B  
3A Auckland Place, Kolkata 700017

### Hotel Website

[www.sinclairshotels.com](http://www.sinclairshotels.com)

### Investor information Website

[www.sinclairsindia.com](http://www.sinclairsindia.com)

## Directors' Report

Your Directors have pleasure in presenting the Forty-eighth Annual Report of the company together with the Audited Accounts for the year ended 31 March 2020.

### Financial Highlights

₹ in lakh

Particulars	Current Year	Previous Year
<b>Total Revenue</b>	4716.66	4958.31
Earnings Before Interest, Depreciation, Taxes and Amortisation (EBIDTA)	1854.06	2161.10
Depreciation	675.62	752.59
Profit Before Tax	1178.44	1408.51
Current Tax	407.38	303.19
Deferred Tax	(177.84)	130.63
Net Profit for the year	948.90	974.69
Other Comprehensive (Income)/ Loss for the year, net of tax	(6.65)	(0.44)
Total Comprehensive Income	955.55	975.13

### Directors' Responsibility Statement

Pursuant to the requirements of Section 134(5) of the Companies Act, 2013, we hereby state and confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed;
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a fair view of the state of affairs of the Company and of the profit for the year ended 31 March 2020;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors have prepared the annual accounts on a going concern basis;
- The Directors have laid down internal financial controls which are being followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- The Directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### Performance

The Company achieved a revenue of ₹ 4716.66 lakh as against ₹ 4958.31 lakh in the previous year. Earnings Before Interest, Depreciation, Tax and Amortisation (EBIDTA) was ₹ 1854.06 lakh as compared to ₹ 2161.10 lakh last year. The net profit was lower at ₹ 948.90 lakh as compared to ₹ 974.69 lakh last year.

### Dividend

Your Directors are pleased to recommend a dividend of 40% (₹ 0.80 per equity share of ₹ 2) for the year 2019-20 amounting to ₹ 222.80 lakh. The outgo from payment of dividend will be ₹ 222.80 lakh.

### Transfer to Investor Education and Protection Fund

An amount of ₹ 7.59 lakh being the dividend lying unclaimed for seven consecutive years out of the interim dividend declared by the Company for the year ended 31 March, 2013 was transferred to the Investor Education and Protection Fund (IEPF) of the Central Government within the stipulated time.

2645 Equity Shares of ₹ 10 each fully paid up in respect of 35 folios where dividend remained unclaimed for seven consecutive years were also transferred to the IEPF Authority in compliance with Section 124 of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2017 after giving individual notices to concerned shareholders and advertisements in newspapers.

Notices were sent to concerned members reminding them to encash their unclaimed dividend. List of shareholders whose dividend remain unclaimed, till date of last AGM held on 27 August, 2019 have been uploaded in the investor information website [www.sinclairindia.com](http://www.sinclairindia.com) under heading "Investor Information" => "Unclaimed Dividend". Shareholders are requested to check their unpaid dividend from this list and contact the Registrars and Share Transfer Agents to obtain duplicate dividend warrants.

### Directors and Key Managerial Personnel

Dr Niren Suchanti (DIN: 00909388), Director retire by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for reappointment. The Directors recommend re-appointment of Dr Niren Suchanti to the Board.

Based on the recommendation of Nomination and Remuneration Committee, appointment of Mrs Pramina Suchanti (DIN : 00273736) effective 9 July 2020 is proposed at the ensuing AGM for the approval of the members by way of Ordinary Resolution.

Based on the recommendation of the Nomination and Remuneration Committee, re-appointment of Mr Dip Narayan Mitta (DIN: 05016332) effective 23 June 2020 for a term of three years is proposed for the approval of the Members by way of Special Resolution at the ensuing AGM.

Ms Srushti Mody has been appointed as Company Secretary with effect from 1 August 2019.

### Declaration by Independent Directors

Declaration by Independent Directors that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 has been received from all the Independent Directors.

### Company's Policy on Directors' Appointment and Remuneration and Senior Management Appointment and Remuneration

In accordance with Section 178 of the Companies Act 2013 read with Regulation 19(4) of the SEBI (Listing Obligation and Disclosures

Requirement) Regulations 2015, the Company's Nomination and Remuneration Committee has formulated a policy on Appointment and Remuneration of Directors, Key Managerial Personnel and Senior Management. The policies are outlined in Annexure I and forms part of this report and has been uploaded on the investor information website [www.sinclairsindia.com](http://www.sinclairsindia.com).

#### **Particulars of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo**

The operations of your company do not require energy consumption of any significant level. The company does not use any imported technology. Therefore, information regarding conservation of energy and technology absorption as required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is not annexed.

During the year, your Company earned ₹ 44.13 lakh in foreign exchange (previous year ₹ 42.71 lakh). There was expenditure in foreign currency of ₹ 5.04 lakh (previous year ₹ 4.28 lakh).

#### **Statutory Auditors**

The Shareholders at their 46th Annual General Meeting (AGM) held on 3 August 2018 had approved the appointment of M/s BSR & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) as Statutory Auditors of the Company, to hold office from the conclusion of the 46th AGM up to the conclusion of the 51st AGM.

There are no qualifications, adverse remarks or disclaimer made by the Auditors in their Report.

Total fees for services paid to the Statutory Auditor by the Company is ₹ 12.88 lakh excluding GST.

#### **Secretarial Audit**

In terms of Section 204 of the Companies Act, 2013, Mr. Arup Kumar Roy, Practicing Company Secretary has been appointed as Secretarial Auditors of the Company. The report of the Secretarial Auditors for the year ended 31 March, 2020 appears as Annexure II to this report.

#### **Reporting of Fraud by Auditors**

During the year under review, the Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under Section 143(12) of the Companies Act, 2013.

#### **Directors' Qualification Certificate**

In terms of SEBI (LODR) Regulations 2015, a certificate from Mr Arup Kumar Roy, Practicing Company Secretary stating that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as director of companies by the Board/Ministry of Corporate Affairs or any such statutory authority, appears as Annexure III to this report.

#### **Related Party Transactions**

Related party transactions that were entered into during the financial year were at an arm's length basis and were in the ordinary

course of business. There were no materially significant related party transactions with the Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. The policy on related party transactions as approved by the Board is available on the website [www.sinclairsindia.com](http://www.sinclairsindia.com). The particulars of contracts entered during the year as per Form AOC-2 is attached to this report as Annexure IV.

#### **Disclosures of transactions of the listed entity with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the listed entity**

During the financial year 2019-20, no such transaction took place with any promoter/promoter group, holding 10% or more shareholding.

#### **Corporate Social Responsibility**

The Company has constituted a Corporate Social Responsibility Committee (CSR) and framed Corporate Social Responsibility Policy as required under Companies Act, 2013. The CSR policy is available on the company's website [www.sinclairsindia.com](http://www.sinclairsindia.com). Details of amount spent on CSR activities during the financial year 2019-20 are given in Annexure V.

#### **Particulars of Loans, Guarantees or Investments**

There are no loans, guarantees, or investments made by the Company covered under the provision of Section 186 of the Companies Act, 2013.

#### **Public Deposits**

During the year, the Company has not accepted any deposits from the public.

#### **Vigil Mechanism**

Pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 read with Regulation 22 of the SEBI (LODR) Regulation, 2015, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy is available on the website [www.sinclairsindia.com](http://www.sinclairsindia.com). During the year ended 31 March 2020, there were no complaints. During the year no personnel were denied access to Audit Committee.

#### **Board Meetings**

During the year, 5 (five) Board meetings were held on 21 May 2019, 13 August 2019, 8 November 2019, 10 February 2020 and 24 February 2020.

#### **Managerial Remuneration**

The information required pursuant to Section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 in respect of employees of the Company is attached as Annexure VI and forms part of the Director's Report. There are no employees who are in receipt of remuneration in excess of the limit specified under Section 134(3) (q) read with Rule 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.



### Extract of Annual Return

The extract of the Annual Return in Form MGT-9 is annexed as Annexure VII.

### Management Discussion and Analysis and Corporate Governance Report

In compliance with Regulation 34(3) of Listing Regulations, a separate section on Management Discussion and Analysis which includes details on the state of affairs of the Company and Corporate Governance Report, as approved by the Board of Directors, together with a certificate from the Statutory Auditors confirming compliance with the requirements of Regulation 34(3), forms part of this Report.

### Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, a Board Evaluation Policy has been designed.

The process of review of Non-Independent Directors and the Board as a whole and its committees were undertaken in a separate meeting of Independent Directors without the attendance of Non-Independent Directors and members of the management. At the meeting, the performance of the Chairman was reviewed. The meeting also assessed the quality, quantity and timeliness of the flow of information required for the Board to perform its duties properly.

The Board of Directors separately evaluated the performance of each of the Independent Directors. The concerned Independent Director did not participate in the meeting.

The Directors have expressed their satisfaction with the evaluation process.

Based on the findings from the evaluation process, the Board will continue to review its procedures and effectiveness in the financial year ahead with a view to practising the highest standards of corporate governance.

### Material Changes and Commitments

#### i) New hotel in Gangtok

The Company announced addition of a new 60 room hotel in Gangtok, Sikkim. The opening of the new property scheduled in April, 2020 was postponed due to the lockdown imposed by the Government.

#### ii) Sub-division of equity shares

The Company with the approval of its shareholders by way of Postal Ballot Meeting held on 14 February 2020, sub-divided its equity shares of face value of ₹ 10 (Rupees Ten) each to 5 (five) shares of ₹ 2 (Rupees Two) each on the Record Date, 18 June 2020. Consequently the existing Authorised and Paid up Equity Share Capital stand sub-divided into equity shares of face value of ₹ 2 (Rupees Two) each fully paid up. The ISIN of shares of face value of ₹ 2 is INE985A01022.

### Acknowledgements

The Directors place on record their appreciation for the co-operation extended by the Government of West Bengal, Andaman & Nicobar Islands Administration, Government of Tamil Nadu, Government of Sikkim and other authorities, and look forward to their continued support.

The Directors thank the shareholders for their confidence and the employees for their dedicated service.

For and on behalf of the Board

Pressman House  
10A Lee Road  
Kolkata 700 020  
30 June, 2020

Navin Suchanti  
Chairman  
DIN: 00273663

# Management Discussion and Analysis Report

## Industry Structure and Development, Opportunities and Threats

The tourism industry is a significant contributor to economic growth of a country. In consequence, massive investments have been made across the world for development of tourism and reap benefits therefrom.

In 2018, travel and tourism contributed as much as 9.2% to India's GDP and generated 26.7 million jobs. The industry not only provides jobs at all levels requiring different sets of skills in urban centres but it also creates diverse earning opportunities for the rural population. In fact, according to published data, the tourism sector accounts for 12.75% of employment in India, 5.56% of it is direct and 7.19% indirect. According to the Ministry of Tourism (MOT) annual report for 2019-20, over 87 million people in the country were employed in the travel sector in 2018-19.

In 2018-19, the annual revenue of branded and organised hotels in India was ₹ 38,000 crore (US \$5 billion), while the restaurant sector had a turnover of approximately ₹ 400,000 crore (US \$53 billion), providing direct employment to more than 7 million people.

The tourism sector was facing growing difficulties before the breakout of Covid-19 pandemic due to the global economic slowdown raising concerns of a recession gripping the world. Global economic growth in 2019 was 2.9% compared with 3.6% in the previous year and 3.8% in 2017. This economic downturn resulted in India recording a weaker growth in foreign tourist arrivals and foreign exchange earnings from tourism.

The WTTC (World Travel and Tourism Council) has forecast a dreadful impact of Covid-19 on white and blue-collar jobs in the travel and tourism sector. Up to 50 million jobs are at risk globally, representing a reduction of 12 to 14%.

The tourism industry is a significant contributor to economic growth of a country and massive investments have been made throughout the world for the development of tourism. In 2018, travel and tourism contributed 9.2% in India's GDP and generated 26.7 million jobs in that year. The industry not only provides jobs at all levels in urban centres but also provides diverse earning opportunity for the rural population. In fact, according to published data, the tourism sector accounts for 12.75% of employment in India, 5.56% of it is direct and 7.19% is indirect. According to the Ministry of Tourism (MOT) annual report for 2019-20, over 87 million people were employed in the travel sector in 2018-19 in India.

## Outlook

Based on empirical evidences, whenever there is any major negative impact on a country's economy, tourism will always be the first to be affected as people start cutting down on their travel budget. The health crisis centering on Covid-19 pandemic is the biggest challenge that the world has ever faced leading to complete breakdown of the travel and tourism industry. The pandemic may have brought travel and tourism industry in India to a total standstill. But what it hasn't been able to do is to crush the spirit of the people involved in the sector. What is sustaining their morale is the belief that this health crisis too will pass and people's wanderlust will once again flourish. This has already started happening in the West.

At this point, one should take solace in the fact that travel has become an important part of everyone's life. It is no longer considered a luxury but a necessity to break away from a mundane and monotonous routine for periodic rejuvenation. Therefore, it is widely believed that the long postponed travel will have a robust take off once health concerns are left behind. The post Covid world will, however, see a major change in tourists' destination preferences. Offbeat yet exotic places, which have experienced a limited exposure to the pandemic will see an upward trend in terms of tourist arrivals. The domestic market and self-driven accommodations at boutique hotels and resorts will be the focus of tourism as social distancing and staying at smaller properties will be de rigueur in the new circumstances.

One will need to focus on the potential of domestic tourism. There are suggestions for setting up a 'Travel and Tourism Stabilisation Fund' with direct benefit transfer to each unit to prevent financial and job loss. At the present juncture, it appears to be a dream. It is time the government realised the importance of tourism and accepted the industry's proposal for a complete GST Tax-free Holiday for the Tourism, Travel and Hospitality Industry for the next twelve months facilitating recovery.

The recovery cannot but be slow; however, the silver lining is that once we manage to control the virus, the tourism industry will be the first one to record major growth. After a long time of suspension of international travel, people would be looking forward to exploring the world beyond once again.

## Risks and Concerns

The growth of your Company's portfolio is linked to the overall economic growth. Primary risk to the business will be on account of adverse changes to the economy. Further, the changes in consumer behavior, travelling preferences and working environment arising due to Covid-19 has given rise to new challenges.

## Risk mitigation

In view of Covid-19, the hotels are required to set up certain safety facilities in their operations, as mandated by Ministry of Health, Government of India and FSSAI. These measures have been proposed to stop/minimise the risk of spread of the corona virus. The properties of Sinclairs Hotels are well known for high standards of cleanliness and hygiene; in the changed situation Sinclairs has introduced a series of safety checks and measures to ensure that guests have a safe, healthy and enjoyable stay.

## Internal control systems and their adequacy

Your Company maintains adequate internal control systems commensurate with the Company's size and business, which provide, *inter alia*, reasonable assurance of recording the transactions of its operations in all material aspects and providing protection against misuse or loss of the Company's assets. The systems and processes are continually reviewed for their effectiveness and augmented by documented policies and procedures.

## Financial and Operating Performance

The Company witnessed moderate growth in the first half of the year. The fourth quarter saw a drastic fall in revenues, being impacted by the unforeseen development of the Covid-19

pandemic. Revenue for the year was ₹ 4716.66 lakh (₹ 4958.31 lakh) and EBITDA ₹ 1854.06 lakh (₹ 2161.10 lakh). The gross profit margin at 37% continues to be amongst the highest in the industry.

Covid-19 has had a catastrophic impact on people and economy globally. On account of the lockdown all the seven operating properties of your Company were closed for operations. The launch of Company's eighth property at Gangtok scheduled for 15 April 2020 was also postponed. It will be quite some time before the hotels/resorts returns to its normal operations.

Your Company shall review the long term impact of the pandemic and take all steps necessary to adapt itself to emerging changes and the new normal. Your company has the resilience to withstand this crisis and is confident that with the support of all stakeholders bounce back into new heights of growth and profitability.

#### Material developments in Human Resources

Value based policies have been laid down to attract, train, retain and motivate employees. Your Company continuously takes

adequate steps to maintain a competitive, healthy and harmonious work environment. As on 31 March 2020, there were 380 employees in the Company.

#### Disclosure of Accounting Treatment

The Company has adopted Indian Accounting Standards ('Ind AS') with effect from 1 April 2016. Financial Statements for the year ended 31 March 2020 have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time, read with Section 133 and other applicable provisions of the Companies Act, 2013.

For and on behalf of the Board

Pressman House  
10A Lee Road  
Kolkata 700 020  
30 June, 2020

Navin Suchanti  
Chairman  
DIN: 00273663

### Annexure I

#### Policy on Appointment and Remuneration of Directors, Key Managerial Personnel and Senior Management

##### 1. Purpose

The objective of this Policy is to provide a framework and set standards for the appointment of directors with requisite experience and skills who have the capacity and ability to lead the Company. It also defines the role of the Nomination and Remuneration Committee (NRC).

##### 2. Accountability

- The Board is responsible for the appointment of directors.
- The NRC assesses and selects candidates for directors and recommends to the Board their appointment.

##### 3. Role of the Nomination and Remuneration Committee

The NRC is responsible for:

- Reviewing the structure, size and composition of the Board and making recommendations on any proposed changes to the Board.
- Making recommendations to the Board on the appointment of Directors, Key Managerial and Senior Management Personnel.
- Formulating criteria for evaluation of performance of Directors including Independent Directors and the Board.

##### 4. Appointment of Directors

- The NRC considers the following parameters for appointment of Directors:
  - assessing the individual based on industry experience, background, and ability to exercise independent judgement, with due regard to the benefits to the Board.
  - the competence to contribute to the overall effectiveness of the Board and work constructively.
- The recommended Board member shall:
  - be well qualified and have experience of management in reputed organization.

- possess high standards of ethics and personal integrity.
- The Directors should ensure that they devote time and attention to the Company's affairs and regularly attend Board and committee meetings.
  - The Company is required to appoint atleast one independent non-executive director who must have appropriate professional qualifications on accounting or related financial management expertise.
  - In addition, the independent non-executive directors shall also fulfil the requirements of Section 149 (6) of the Companies Act, 2013.

##### 5. Familiarisation Program

The Management will adequately brief the Independent Directors so that they are well aware of the functions of the Company.

##### 6. Appointment of Key Managerial Personnel (KMP)

The Key Managerial Personnel namely

- Chief Financial Officer;
- Chief Operating Officer;
- Company Secretary; and
- such other executives as may be prescribed.

are appointed after taking into account their educational qualifications, experience in related fields, leadership abilities, inter-personal communication skills and other parameters.

The Company believes in rewarding the executives with competitive salary and benefits.

- The remuneration is worked out on the basis of cost to Company which includes both fixed and variable costs.
- Remuneration is annually reviewed for all the executives in accordance with their performance.



**ARUP KUMAR ROY**

Practicing Company Secretary  
201 Sarat Bose Road Kolkata 700 029  
Phone : 033-2463 5197 M : 9831687785  
arupkroy@rediffmail.com

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020**

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]*

To  
The Members  
Sinclairs Hotels Limited  
Pressman House, 10A Lee Road  
Kolkata- 700020

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sinclairs Hotels Limited**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of **Sinclairs Hotels Limited's** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31 March 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

- 1) I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2020 according to the provisions of:
  - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    - c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
    - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Not Applicable to the company during the Audit Period;
    - e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - Not Applicable to the company during the Audit Period;
    - f) The Securities and Exchange Board of India (Issue and Listing

- of Debt Securities) Regulations, 2008 - Not Applicable to the company during the Audit Period;
- g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not Applicable to the company during the Audit Period;
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not Applicable to the company during the Audit Period;
- (vi) The other Laws and compliances specifically applicable to the Company having regard to its nature of operations are the Prevention of Food Adulteration Act, Food Safety and Standards Act, 2006, Food Safety and Standards Rules, 2011, Liquor License, Pollution Control Act, Fire License, Fire & Explosives Act (for storage of Gas & Diesel), Goods and Service Tax (GST) Act, Value Added Tax Act, Provident Fund, Employee State Insurance Act, Payment of Gratuity Act, Payment of Bonus Act.
- 2) I have also examined compliance with the applicable clauses of the following:
  - (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
  - (ii) The Listing Agreements entered into by the Company with The Calcutta Stock Exchange Limited (CSE) and BSE Limited (BSE).
- 3) I further report that:
  - (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
  - (ii) Adequate notice is given to all directors to schedule the Board Meetings; agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for Directors seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.
  - (iii) Decisions at the Board Meetings were taken unanimously.
- 4) I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- 5) I further report that during the audit period there were no specific events/actions having a major bearing on Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc., referred to above.

UDIN : A006784B000519142  
Kolkata  
30 June, 2020

ARUP KUMAR ROY  
ACS No.: 6784  
C P No.: 9597

## Annexure III

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**To**  
**The Members**  
**Sinclair's Hotels Limited**  
**Pressman House, 10A Lee Road**  
**Kolkata- 700020**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Sinclair's Hotels Limited having CIN L55101WB1971PLC028152 and having registered office at Pressman House 10A Lee Road (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31 March 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Mr Navin Suchanti	00273663	30.06.1990
2	Dr Niren Suchanti	00909388	30.06.1990
3	Mr Kunal Bose	02891649	19.12.2009
4	Mr Dip Narayan Mittra	05016332	23.06.2017
5	Ms Kumkum Gupta	01575451	09.11.2018

Mr Kunal Bose, Mr Dip Narayan Mittra and Ms Kumkum Gupta are Independent Directors whose names are registered in the Independent Director's Data Bank of Ministry of Corporate Affairs pursuant to the Companies (Creation and Maintenance of Databank of Independent Directors) Rules, 2019 and the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019.

Ensuring the eligibility of for the appointment /continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

UDIN : A006784B000519131  
 Kolkata  
 30 June, 2020

ARUP KUMAR ROY  
 ACS No.: 6784  
 C P No.: 9597