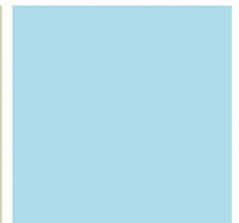
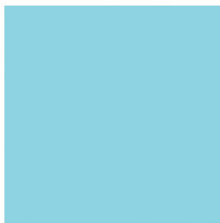
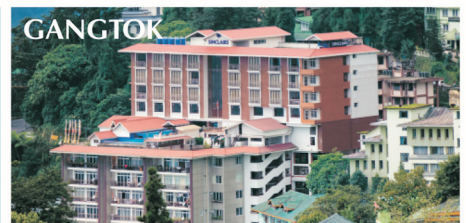
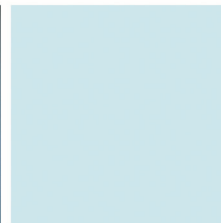


Nine Exciting
Destinations.

One
Signature Brand.



Contents

| | |
|-------------------------------------------|----|
| Corporate Information | 1 |
| Directors' Report | 2 |
| Management Discussion and Analysis Report | 5 |
| Report on Corporate Governance | 10 |
| Independent Auditor's Report | 16 |
| Financial Statements | 22 |

SINCLAIRS HOTELS LIMITED

CIN: L55101WB1971PLC028152

Corporate Information

Board of Directors

Navin Suchanti, Chairman
Dr Niren Suchanti
Pramina Suchanti
Dip Narayan Mittra
Kumkum Gupta
Sanjeev Khandelwal

Chief Financial Officer

B L Soni

Chief Operating Officer (Manager)

Swajib Chatterjee

Company Secretary and Compliance Officer

Kriti Kochar

Auditors

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

Registered and Corporate Office

147 Block G New Alipore,
Kolkata 700053
CIN: L55101WB1971PLC028152

Hotels & Resorts

Sinclair's Siliguri
Sinclair's Darjeeling
Sinclair's Retreat Dooars Chalsa
Sinclair's Retreat Ooty
Sinclair's Bayview Port Blair
Sinclair's Retreat Kalimpong
Sinclair's Burdwan
Sinclair's Gangtok
Sinclair's Yangang

Registrar & Transfer Agent

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

Hotel Website

www.sinclairshotels.com

Investor information Website

www.sinclairsindia.com

Directors' Report

Your Directors have pleasure in presenting the 51st Annual Report of the Company together with the Audited Accounts for the year ended March 31, 2023.

Financial Highlights

₹ in lakh

| Particulars | Current Year | Previous Year |
|-------------------------------------------------------------------------|--------------|---------------|
| Total Revenue | 5733.09 | 3433.02 |
| Earnings Before Interest, Depreciation, Taxes and Amortization (EBIDTA) | 2537.12 | 1493.92 |
| Depreciation | 471.00 | 453.71 |
| Finance Cost | 110.58 | 105.99 |
| Profit Before Tax | 1955.54 | 934.22 |
| Exceptional Item | 1888.90 | - |
| Current Tax | 741.77 | 261.95 |
| Deferred Tax | (20.53) | (40.45) |
| Net Profit for the year | 3123.20 | 712.72 |
| Other Comprehensive Income for the year, net of tax | (4.65) | 7.48 |
| Total Comprehensive Income | 3118.55 | 720.20 |

Performance

The Company achieved revenue of ₹ 5733.09 lakh as compared to ₹ 3433.02 lakh in the previous year. Earnings Before Interest, Depreciation, Tax and Amortization (EBIDTA) before exceptional item were ₹ 2537.12 lakh as compared to ₹ 1493.92 lakh last year. The Net Profit increased to ₹ 3123.20 lakh as compared to ₹ 712.72 lakh last year.

Future Prospects

The Tourism industry is back to normal after the severe effect of pandemic in the last couple of years.

Moreover, massive development of infrastructure and improved connectivity will ensure exponential growth of tourism industry. The Company's cash reserves are very strong and is presently looking at opportunities to expand by way of both greenfield projects as well as acquiring existing properties on lease.

Change in the nature of Business

During the year under review, there was no change in the nature of the business of the Company.

Dividend

Your Directors are pleased to recommend a dividend of 75% (₹ 1.50 per equity share of ₹ 2 each) for the year 2022-23 amounting to ₹ 407.25 lakh.

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 March 31, 2023;
- 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.

Share Capital

The Company has completed the buyback of 7,00,000 equity shares having face value of ₹ 2 each at a price of ₹ 143/- per share. All the equity shares bought back were extinguished on July 01, 2022. Capital redemption reserve was created to the extent of share capital extinguished (₹ 14 lakh). The number of equity shares post buyback stands reduced to 2,71,50,000 equity shares.

Accordingly, your Company's paid-up Equity Share Capital as on 31st March 2023 is ₹ 543 lakh. The post buyback shareholding pattern is given in the Corporate Governance Report.

During the year under review, the Company has not issued any shares with differential voting rights, stock options, or sweat equity shares.

Directors and Key Managerial Personnel

Mr Navin Suchanti (DIN: 00273663), Director retires by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for reappointment. The Directors recommend re-appointment of Mr Navin Suchanti to the Board. The notice convening the 51st AGM to be held on July 17, 2023 sets out the details.

Based on the recommendation of the Nomination and Remuneration Committee, Mr Sushil Kumar Mor (DIN: 00274066), was appointed to the Board as Independent Director with effect from May 23, 2023 for a term of five years subject to the approval of shareholders by way of Special Resolution. In the opinion of the Board, he is a well-respected businessman who brings a rich experience and financial acumen to the Board. Mr Sushil Kumar Mor has given a declaration that he meets the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013. The Board recommends his appointment to the shareholders. The notice convening the 51st AGM to be held on July 17, 2023 sets out the details.

The second consecutive term of Mr Dip Narayan Mittra (DIN 05016332) as Independent Director will cease with effect from June 26, 2023, accordingly he is not eligible to be re-appointed as an Independent Director. The Board wishes to record its appreciation of the guidance and counsel provided by Mr Dip Narayan Mittra during his tenure as Independent Director.

During the year there was no change in the Key Managerial Personnel of the Company.

Board Meetings

Five meetings of the Board were held during the year ended March 31, 2023, on the following dates:

April 26, 2022, May 26, 2022, August 11, 2022, November 14, 2022 and February 14, 2023.

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 following the highest standards of corporate governance.

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.

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 SEBI/Ministry of Corporate Affairs or any such statutory authority, appears as Annexure 1 to this report.

Disclosures of transactions of the listed entity with any person or entity belonging to the promoter/promoter group

During the financial year 2022-23, no such transaction took place with any person or entity belonging to promoter/ promoter group.

Audit Committee and Auditors

The composition of the Audit Committee is provided in Corporate Governance Report as Annexure 6.

The Shareholders at their 46th Annual General Meeting (AGM) held on 3rd August 2018 had approved the appointment of M/s B S R & 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 ensuing AGM.

There are no qualifications, adverse remarks or disclaimer made by the Auditors in their Report except that the back-up of the books of account and other relevant books and papers in electronic mode has not been kept on a daily basis.

Board's reply - We are maintaining periodic backup and have initiated steps to maintain daily backup.

Total fees for services paid to the Statutory Auditor by the Company in the year under review is ₹ 13.13 lakh excluding GST.

Subject to the approval of the members and based on the recommendation of the Audit Committee, the Board of Directors has recommended the re-appointment of M/s B S R & Co. LLP, Chartered Accountants, (Firm Registration No. 101248W/ W-100022) as the Statutory Auditors, for a term of five years commencing from the conclusion of the 51st Annual General Meeting of the Company till the conclusion of the 56th Annual General Meeting. The approval of appointment of Statutory Auditors is being sought from the members at the ensuing AGM.

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. There are no qualifications, adverse remarks or disclaimers made by the Secretarial Auditors in their Report. The report of the Secretarial Auditors for the year ended March 31, 2023, is given as Annexure 2 to this report.

Mr. Arup Kumar Roy, Practicing Company Secretary has issued Secretarial Compliance Report for the year ended March 31, 2023 confirming compliance of SEBI Regulations / guidelines / circulars

issued thereunder and applicable to the Company. There are no observations or adverse remarks in their report.

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. During the year ended March 31, 2023, there were no complaints. During the year, no personnel were denied access to Audit Committee.

Risk Management Policy

The policy on risk management is not applicable to the Company.

Business Responsibility and Sustainability Reporting

The Business Responsibility and Sustainability Report is not applicable to the Company during the period under review.

Internal Financial Control

Your Company has adequate internal control system, which is commensurate with the size, scale and complexity of its operations. Your Company has designed and implemented a process driven framework for Internal Financial Controls ("IFC") within the meaning of the explanation of Section 134(5) of the Act, SEBI Regulations, 2015 and other relevant statutes applicable to your Company.

Your Company has a process in place to continuously monitor existing controls and identify gaps and implement new and / or improved controls wherever the effect of such gaps would have a material effect on your Company's operation.

Details of significant and material orders passed by the Regulators, Courts and Tribunals:

There is no significant or material order passed during the year by any regulator, court or tribunal impacting the going concern status of your Company or its future operations.

Familiarization programme for Independent Director

The details of the training and familiarization programme for Independent Director is available on Company's investor website: www.sinclairsindia.com/investor/policies/Details-offamiliarization-programmes-imparted-to-independent-directors.pdf

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 policy has been uploaded on the investor information website www.sinclairsindia.com.

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.

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 3 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.

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 applicable. During the year, your Company earned ₹ 18.70 lakh in foreign exchange (previous year ₹ 3.78 lakh). There was expenditure in foreign currency of ₹ 6.78 lakh (previous year ₹ 5.55 lakh).

Transfer to Investor Education and Protection Fund

Pursuant to Section 124 of the Companies Act 2013, and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company has transferred ₹ 162,028/- being the unpaid and unclaimed dividend amount pertaining to the Final Dividend for the Financial Year 2014-2015 on 14th September 2022. The Company has transferred ₹ 169,616/- being the unpaid and unclaimed dividend amount pertaining to the Interim Dividend for the Financial Year 2015-2016 on 25th April 2023.

In terms of the provisions of Section 124(6) of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017, the Company is required to transfer the shares in respect of which dividend remains unpaid and unclaimed for a period of seven consecutive years to the Investor Education and Protection Fund (IEPF) Suspense Account. Accordingly, 4230 equity shares have been transferred to IEPF during the year on 22nd October 2022 and 5510 equity shares have been transferred to IEPF during the year on 18th May 2023 after giving individual notices to concerned shareholders and advertisements in newspapers.

List of shareholders whose dividend remain unclaimed, till date of last AGM held on July 22, 2022 have been uploaded in the company's Investor Information website: www.sinclairsindia.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.

Corporate Social Responsibility (CSR)

The key philosophy of the CSR initiative undertaken by the Company is to contribute in the areas of education and healthcare of the underprivileged, irrespective of caste and creed. The CSR policy as approved by the Board is available on the Company's investor information website www.sinclairsindia.com. The Board had received CSR Fund Utilization certificate from the Chief Financial Officer of the Company confirming that the fund have been utilized for the projects approved by the Board. Disclosures as required under Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014 are given in Annexure 4 to this report.

Related Party Transactions

The contracts, arrangements or transactions entered with related parties during financial year 2023 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. The particulars of contracts entered during the year as per Form AOC-2 are attached to this report as Annexure 5.

Corporate Governance

The Company has complied with all the corporate governance requirements under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. A separate report on the Corporate Governance together with Auditors Certificate confirming compliance is given as Annexure 6 to this report.

Secretarial Standards

The Company is in compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Act.

Management Discussion and Analysis Report

Management's Discussion and Analysis Report for the year under review, as per Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is annexed to this report.

Public Deposits

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

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.

Listing

Your Company's equity shares are listed on Bombay Stock Exchange (BSE) and Calcutta Stock Exchange (CSE). Annual listing fees for F.Y 2022-23 have been paid to BSE and CSE.

Annual Return

In accordance with the Companies Act, 2013, the Annual Return for the financial year 2022-23 in the prescribed format is available in your Company's Investors Information website at: www.sinclairsindia.com

Material Changes and Commitments

The Company has sold one acre of land (approximately) situated in Action Area I B, New Town, Kolkata 700 156, for a total consideration of ₹ 27,00,00,000 (Rupees twenty seven crore only).

The conveyance deed along with necessary documentation for transfer of the property has been executed and registered with the Office of Sub Registrar, West Bengal on March 02, 2023.

There are no other material changes and commitments which affect the financial position of the Company that have occurred between the end of the financial year to which the financial statements relate and the date of this report.

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. We thank our guests, vendors and bankers for their continued support during the year.

For and on behalf of the Board

147 Block G New Alipore
Kolkata 700053
May 23, 2023

Navin Suchanti
Chairman
DIN: 00273663

Management Discussion and Analysis Report

Industry Structure and Developments

India's hospitality sector is showing fast recovery post the Covid-19 pandemic that crippled it. There has been unprecedented zeal through 2022 to make up for the lost travel opportunities during the pandemic lockdowns. The hotel occupancies returned to pre-Covid level and in many cases even surpassed the same. The improving dynamics of players has resulted in supply additions, that were deferred due to Covid-19, gathering momentum during fiscals 2022 and 2023.

India is fast emerging as a popular travel destination in the world. This has resulted in Indian tourism and hospitality industry emerging as one of the key growth drivers amongst service sectors in India. India's ranking in the global Travel and Tourism Development Index (TTDI) is 54th in 2021. The industry was encouraged by the expansion of e-Visa scheme, restoration of e-visas for travellers which led to an increase in tourist inflow to India.

The Tourism and Hospitality sectors are a significant source of foreign exchange and crucial for socio-economic growth. According to the statistics of India Brand Equity Foundation (IBEF), the Tourism and Hospitality Industry in India is growing on robust demand, and the travel market is projected to reach US\$125 billion by FY27 from an estimated US\$75 billion in FY20. The influx of international tourists to India is projected to reach 30.5 million by 2028. FDI inflows in the Tourism & Hospitality sector reached US\$ 16.48 billion between April-June 2022. Under India's G20 Presidency, the Indian tourism sector is projected to contribute US\$ 56 billion forex to GDP and generate 140 million jobs.

In 2021, the travel and tourism industry in India contributed around 178 billion U.S. dollars to the country's GDP (source: Statista.com). The Central Government is of the view that by 2030, the tourism sector will contribute 250 billion U.S. dollars to the country's gross domestic product (GDP). The statistics are a reflection of the booming growth and potential of the hospitality sector in India that is rising after the lull created by the pandemic.

The hospitality industry is poised to continue its rebound in 2023 after showing promising signs of recovery in previous year's performance.

Outlook

The start of 2023 has been promising, and the Indian hospitality industry's outlook remains positive. Business is expected to remain steady for this year, and by capitalising on emerging trends such as staycations and sustainability, the industry can attract and retain loyal customers, create a positive impact and achieve long-term success in the post-pandemic era. The Indian Government has realised the country's potential in the tourism industry and has taken several steps to make India a global tourism hub.

Risk and Concern

Demand erosion during the peak of the pandemic had put pressure on liquidity. Weather condition at different tourist destinations is one of the important determinants for tourist arrivals to India. The rise in inflation rate drives consumers to make different choices when they travel. The Fed continues to raise interest rates in an attempt to drive down inflation; as a result the cost of borrowing money will continue to go up. The global economic picture is mixed heading into 2023, with the threat of a recession in the United States and Europe, growing global geopolitical issues, and an increase in Covid-19 cases in some countries.

Risk Mitigation

Social content creators and influencers are bringing a tectonic shift in the way travellers discover and get inspired with travel experiences. Authentic experiences make peer to peer recommendations as highly trusted suggestions among travellers. Companies around the world are now working to bring together these trusted recommendations with the capability to book on the same websites, pushing social travel commerce to the mainstream. This not only makes it more trusted and convenient

to book travel experiences but also mitigates the risks associated with booking trips based on fancy AI recommendations and cookie cut online tours. Business cum Leisure travel is a growing trend. The result of these market developments will ensure continued economic recovery for the hospitality sector.

The Company's margins are healthy as compared to industry standards. The cluster approach, multiskilling of the teams at unit level, dynamic pricing structure, cost controls and minimizing of wastage are factors that contribute to the Company's outstanding operational efficiency.

Internal Control System and their adequacy

Your Company has a robust and reliable system of internal controls commensurate with the nature of the business, and the scale and complexity of operations providing reasonable assurance of recording transactions in all material aspects and providing reliable financial information. The system and processes covering all financial, operating and compliance functions are subject to regular audit and review to ensure that these systems are reinforced on an ongoing basis.

Financial and Operating Performance

Sinclairs is now a well-established and respected home grown brand in the hospitality sector, known for high quality of service, excellent food, clean and hygienic operations and very fair and transparent dealings. The Company's new hotel Sinclairs Yangang, in South Sikkim, commenced operations on 3rd May, 2022 but is yet to attain its full potential.

In FY 2023, your Company posted an operating Revenue of ₹ 5733.09 lakh (₹ 3433.02 lakh) and EBITDA of ₹ 2537.12 lakh (₹ 1493.92 lakh).

The Company is actively looking to expand both by way of brownfield acquisition as well as green field projects. We are looking at acquiring more properties on lease which enables us to grow faster with lower capital investment.

Material developments in Human Resources

Value based policies have been laid down to attract, train, retain and motivate employees. Your Company continuously takes steps to maintain a competitive, healthy and harmonious work environment. As on March 31, 2023, there were 403 employees in the Company.

Disclosure of Accounting Treatment

The Company has adopted Indian Accounting Standards ('Ind AS') with effect from April 1, 2016. Financial Statements for the year ended March 31, 2023 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.

Details of Significant Key Financial Ratios

| Particulars | 2022-23 | 2021-22 |
|----------------------------|---------|---------|
| Debtor Turnover | 52.30% | 49.73% |
| Inventory Turnover | 18.57% | 12.63% |
| Current Ratio | 11.13% | 8.87% |
| Net Profit Ratio | 58.07% | 23.50% |
| Return on Capital Employed | 28.54% | 8.09% |

Debt-Equity ratio is not applicable since there are no Borrowings. The details of key financial ratios with explanation is provided in note no. 36 of financial statement.

For and on behalf of the Board

147 Block G New Alipore
Kolkata 700053
May 23, 2023

Navin Suchanti
Chairman
DIN: 00273663

Annexure I

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
147 Block G, New Alipore
Kolkata 700053

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 147 Block G, New Alipore, Kolkata 700053 (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) as considered necessary and explanations furnished to me by the Company and 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 March 31, 2023 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 | Ms Pramina Suchanti | 00273736 | 09.07.2020 |
| 4 | Mr Dip Narayan Mittra | 05016332 | 23.06.2017 |
| 5 | Ms Kumkum Gupta | 01575451 | 09.11.2018 |
| 6 | Mr Sanjeev Kumar Khandelwal | 00419799 | 26.05.2022 |

Mr Dip Narayan Mittra, Ms Kumkum Gupta and Mr Sanjeev Kumar Khandelwal 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.

Kolkata
 May 23, 2023

ARUP KUMAR ROY
 ACS No.: 6784
 C P No.: 9597
 UDIN : A006784E000354659

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023

*[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
147 Block G, New Alipore
Kolkata 700053

I have conducted the secretarial audit of 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 conduct/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 March 31, 2023 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 March 31, 2023 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.

- (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 cooking gas and 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 generally 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 its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

- 5) We further report that during the Company had the following events occurred which had a bearing on Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc., referred to above.

The Company has completed buyback of 700,000 (seven lakh) fully paid-up equity shares of face value of ₹ 2 (Rupee Two) each ("Equity Shares"), on a proportionate basis, through the Tender Offer route through the Stock Exchange mechanism as prescribed under the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, at a price of Rs. 143 (Rupees one hundred forty threeonly) per Equity Share. All the equity shares bought back were extinguished on July 01, 2022.

This report is to be read with Annexure A which forms an integral part of this report

Kolkata
May 23, 2023

ARUP KUMAR ROY
ACS No.: 6784
C P No.: 9597
UDIN : A006784E000354560

Annexure A

To,
The Members,
Sinclairs Hotels Limited
147 Block G, New Alipore
Kolkata-700053

My report of even date is to be read along with this letter

1. Maintenance of Secretarial Record is the responsibility of the management of the Company responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

ARUP KUMAR ROY

ACS No.: 6784

C P No.: 9597

UDIN : A006784E000354560

Kolkata

May 23, 2023

Annexure 3

Particulars of Employees pursuant to Section 134(3)(q) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016

- (i) The Ratio of the remuneration of Director to the median remuneration of the employees of the Company : Not Applicable
- (ii) The percentage increase in remuneration of each Director, CFO, COO, CS in the financial year:

| SI No | Name | Total Remuneration 2022-2023 (₹ in lakh) | Total Remuneration 2021-2022 (₹ in lakh) | Percentage Increase |
|-------|-------------------------------------------------|------------------------------------------------|------------------------------------------------|------------------------|
| 1 | Mr B L Soni Chief Financial Officer | 32.23 | 22.28 | 44.65% |
| 2 | Mr Swajib Chatterjee Chief Operating Officer | 25.95 | 16.50 | 57.27% |
| 3 | Ms Kriti Kochar Company Secretary | 5.56 | 0.92 | NA* |

* Appointed w.e.f. February 1, 2022

- (iii) The percentage increase in the median remuneration of employees in the financial year is 21%

There were 403 permanent employees on the rolls of Company as on March 31, 2023.

- iv) It is hereby affirmed that the remuneration of Directors and KMP's are in accordance with the Remuneration Policy.

Annexure 4

Details of CSR spent during the financial year 2022-2023

- i. A brief outline of the Company's CSR Policy:
Our CSR Policy aims to provide a dedicated approach to uplift the society by improved healthcare facilities, supporting education, skill development and other activities included in Schedule VII of the Companies Act 2013. The CSR policy as approved by the Board is available on the web link <https://www.sinclairsindia.com/investor/policies/Policy-Corporate-Social-Responsibility.pdf>.
In terms of the new guidelines inserted by the Companies (Amendment) Act, 2020 notification dated September 28, 2020 the CSR policy is monitored and implemented by the Board.
- ii. Average net profit of the company for last three financial years: ₹ 696.46 lakh
- iii. Prescribed CSR Expenditure (2% of average net profit): ₹ 13.93 lakh
- iv. Details of CSR spent during the year:
 - a. Amount unspent (if any): NIL
 - b. Amount actually spent on CSR: ₹ 14.00 lakh
 - c. Details of amount available for set off: NIL
 - d. Manner in which amount spent during the financial year is detailed below: