

# ORIENTAL HOTELS LIMITED

Corporate Office : No.47, Paramount Plaza, Mahatma Gandhi Road, Chennai - 600 034. India.

**OHL: SEC: Reg 24A: SCR:2023-24**

**May 22, 2024**

**The Manager – Listing**

**National Stock Exchange of India Ltd.**

Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1 G Block,

Bandra Kurla Complex

Bandra (E), Mumbai: 400051

**Symbol: ORIENTHOT**

**The Manager – Listing Department**

**BSE Ltd.**

II Floor, New Trading Ring

Rountana Building P J Towers,

Dalal Street, Mumbai: 400001

**Scrip Code: 500314**

Dear Sir/Madam,

**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2024 pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“Listing Regulations”)**

With reference to the captioned subject, please find enclosed the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2024 issued by M/s. S. Sandeep & Associates, Company Secretaries.

Kindly take on record the above.

Yours faithfully,

**For ORIENTAL HOTELS LIMITED**

**S Akila**

**Company Secretary**

**A15861**

**Address: Taj Coromandel, No. 37, Mahatma Gandhi Road,**

**Nungambakkam, Chennai - 600034.**



**SECRETARIAL COMPLIANCE REPORT OF ORIENTAL HOTELS LIMITED FOR THE  
YEAR ENDED MARCH 31, 2024**

We, S Sandeep and Associates, Company Secretaries, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Oriental Hotels Limited (CIN: L55101TN1970PLC005897) (hereinafter referred as 'the listed entity'), having its Registered Office at Taj Coromandel, No.37, Mahatma Gandhi Road, Nungambakkam, Chennai - 600034. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the explanation provided by the listed entity and its officers during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We, S Sandeep and Associates, Company Secretaries, have examined:

- all the documents and records made available to us and explanation provided by Oriental Hotels Limited ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");





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The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, including:-

- a. Securities and Exchange Board of India (Registrars to an Issue and Transfer Agents) Regulations, 1993, regarding Companies Act and dealing with client;
- b. Securities and Exchange Board of India (Depositories and Participants) Regulations 2018
- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- e. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR);
- f. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018; Not Applicable for the year under review
- g. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not Applicable for the year under review.
- h. Securities and Exchange Board of India (Delisting of Equity Shares Regulations), 2021; Not Applicable for the year under review
- i. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable for the year under review.
- j. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities Regulations, 2021; Not Applicable for the year under review.

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period





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I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

| Sr. No. | Compliance Requirement (Regulations /circulars/ guidelines including specific clause) | Regulation/Circular No. | Deviation           | Action Taken by | Type of Action | Details of Violation | Fine Amount        | Observations /Remarks of The Practicing Company Secretary | Management Response   | Remarks |
|---------|---|-------------------------|---------------------|-----------------|----------------|----------------------|--------------------|---|---|---------|
| 1       | Submission of Annual Secretarial Compliance Report                                    | Reg 24A                 | Delay of seven days | BSE Limited     | Levied fine    | Delay in filing      | Rs. 14000 Plus GST | Company has submitted an application for waiver of fine.  | The Annual Secretarial Compliance Certificate was submitted inadvertently without the additional affirmations by the PCS as per Circular no. 20230410-41 dated April 10, 2023. The Company has sought for waiver of fine. | NIL     |



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(b) The listed entity has taken the following actions to comply with the observations made in previous reports – for FY ended 31.03.2023

| Sr. No. | Compliance Requirement (Regulations/circulars / guidelines including specific clause) | Regulation/Circular No. | Deviations        | Action Taken by | Type of Action       | Details of Violation                          | Fine Amount | Observations/Remarks of The Practicing Company Secretary | Management Response  | Remarks |
|---------|---|-------------------------|-------------------|-----------------|----------------------|---|-------------|--|--|---------|
| 1       | Submission of Annual Report   | Reg 34                  | Delay of two days | BSE             | Fine Rs 4000 imposed | Two days delay in Submission of Annual Report | Rs 4000     | Since complied   | The Fine amount was paid and the relevant directions were complied with. | NIL     |





II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019:

| Sr. No. | Particulars  | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS  |
|---------|--|-------------------------------|---|
| 1       | <b>Compliances with the following conditions while appointing/re-appointing an auditor</b>   |                               |   |
|         | <p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p> | NA                            | There was no appointment/ re-appointment or resignation of statutory auditor during the review period |
| 2       | <b>Other conditions relating to resignation of statutory auditor</b>   |                               |   |
|         | <p>1) Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>i) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>ii) In case the auditor proposes to resign, all</p>   | NA                            | There was no resignation of statutory auditor during the review period                                |





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|   |  |    |   |
|---|--|----|---|
|   | <p>concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>iii) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>2) Disclaimer in case of non-receipt of information:<br/>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provide information as required by the auditor.</p> |    |   |
| 3 | <p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019.</p>   | NA | <p>There was no resignation of statutory auditor during the review period</p> |



III. We hereby report that, during the review period the compliance status of the listed entity is appended as below

| Sr. No. | Particulars  | Compliance status (Yes/No/NA) | Observations / Remarks by PCS* |
|---------|--|-------------------------------|--------------------------------|
| 1.      | <p><u>Secretarial Standard</u></p> <p>The compliances of listed entities are in accordance with the applicable Secretarial</p> | Yes                           | NIL                            |





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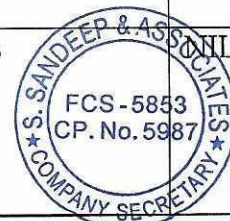
|    |  |     |  |
|----|--|-----|--|
|    | Standards (SS) issued by the Institute of Company Secretaries India (ICSI).  |     |  |
| 2. | <u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li><li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li></ul>  | Yes | NIL  |
| 3. | <u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"><li>The Listed entity is maintaining a functional website</li><li>Timely dissemination of the documents/ information under a separate section on the website</li><li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website</li></ul> | Yes | NIL  |
| 4. | <u>Disqualification of Director:</u> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>  | Yes | NIL  |
| 5. | <u>Details related to Subsidiaries of listed entities have been examined w.r.t:</u> <ul style="list-style-type: none"><li>a) Identification of material subsidiary companies</li><li>b) Disclosure requirements of material as well as other subsidiaries</li></ul>     | Yes | Subsidiary Company :<br>OHL International (HK) Ltd<br>Associate & Jointly Controlled Entity :<br>Taj Madurai Ltd |





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|     |   |     |  |
|-----|---|-----|--|
|     |   |     | TAL Hotels & Resorts Ltd<br><br>Lanka Island Resorts Ltd |
| 6.  | <p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>  | Yes | NIL  |
| 7.  | <p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the during the financial year as prescribed in SEBI Regulations.</p>  | Yes | NIL  |
| 8.  | <p><u>Related Party Transactions:</u></p> <p>a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions, or<br/>b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee, in case no prior approval has been obtained.</p> | Yes | NIL  |
| 9.  | <p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>  | Yes | NIL  |
| 10. | <p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>   | Yes | NIL  |



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|     |  |     |     |
|-----|--|-----|-----|
| 11. | <u>Actions taken by SEBI or Stock Exchange(s), if any:</u><br><br>No Actions has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder except as provided under separate paragraph herein | Yes | NIL |
| 12. | <u>Additional Non-compliances, if any:</u><br><br>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.  | NA  | NIL |

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.



For S Sandeep & Associates

S Sandeep  
Managing Partner

FCS No.: 5853

C P No.: 5987

PR No: 1116/2021

UDIN: F005853F000335710

Place: Chennai

Date: 08.05.2024