

May 23, 2024

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001.
Scrip Code: 500850

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
Mumbai 400 051
Scrip Code: INDHOTEL

Sub: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2024

Dear Sir,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the relevant Circular(s) issued by SEBI / Exchanges from time to time, we are submitting the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2024, issued by Neville Daroga and Associates, Practicing Company Secretary.

Kindly take the above on record and circulate the same for the information of the members of the Stock Exchange.

Yours sincerely,

BEEJAL DESAI (F3320)
Executive Vice President
Corporate Affairs & Company Secretary (Group)

Encl: a/a

NEVILLE DAROGA & ASSOCIATES

Practicing Company Secretary

Regd. Office : 8-D, Mhatre Niwas,

Harishankar Mhatre Lane,

Gamdevi, Mumbai-400007.

Tel.: 022 - 2380 6379/80/81

Mob.: 98214 81982

Email : nevilledaroga@gmail.com

Secretarial Compliance Report of "The Indian Hotels Company Limited" For the year ended 31st March, 2024

We, Neville Daroga & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by "The Indian Hotels Company Limited" ("the Listed Entity");
- (b) the filings/submissions made by the listed entity to the Stock Exchanges;
- (c) Website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report, for the year ended 31st March, 2024 ("Review Period") in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the SEBI;

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: Not Applicable to the Company;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021: Not Applicable to the Company;
- (f) Securities and Exchange Board of India (Issue and Listing of Non - Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) other regulations as applicable.

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

- (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.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
	NIL	-	-	-	-	-	-	-	-	-

- (b) The Listed Entity has taken the following actions to comply with the observations made in previous reports:

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
	NA	-	-	-	-	-	-	-	-	-



We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observations/ Remarks of the Practicing Company Secretary
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	
2	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the Regulations/Circulars/ Guidelines issued by SEBI. 	Yes	
3	Maintenance and disclosures on Website: <ul style="list-style-type: none"> • The Listed Entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in Annual Corporate Governance Reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	Yes	



4	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	
5	To examine details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of Material Subsidiary Companies (b) Requirements with respect to Disclosure of Material as well as Other Subsidiaries.	(a) Yes (b) Yes	
6	Preservation of Documents: 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.	Yes	
7	Performance Evaluation: The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every Financial Year as prescribed in SEBI Regulations.	Yes	
8	Related Party Transactions: (a) The Listed Entity has obtained prior approval of Audit and Compliance Committee for all Related Party Transactions (b) In case no prior approval obtained, the Listed Entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit and Compliance Committee.	(a) Yes (b) NA	b) The Company has taken prior approval for Related Party Transactions.
9	Disclosure of events or information: 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.	Yes	
10	Prohibition of Insider Trading: The Listed Entity is in compliance with Regulation 3(5) & 3(6) SEBI	Yes	



	(Prohibition of Insider Trading) Regulations, 2015.		
11	Actions taken by SEBI or Stock Exchange(s), if any: No Actions 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.	Yes	
12	Resignation of statutory auditors from the listed entity or its material subsidiaries:	No	No change in Statutory Auditors
13	Additional Non-compliances, if any: No additional Non-Compliance observed for any SEBI regulation/circular/guidance note etc, except as reported above.	Yes	

** Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'.*

For: Neville Daroga & Associates



NEVILLE DAROGA & ASSOCIATES
PRACTICING COMPANY SECRETARY
8-D, MHATRE NIWAS, HARISHANKAR MHATRE LANE
GAMDEVI, GRANT ROAD, MUMBAI-400 007
C. P. No. 3823

(Neville K. Daroga)

CS No. 8663

CP No. 3823

PR. NO: 1285#2021

UDIN: A008663F000379088

Place: Mumbai

Date: 16th May, 2024.