



## ORIENTAL HOTELS LIMITED

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

OHL:SEC:Reg24A:SCR:2022 – 2023

May 25, 2023

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  
Bombay Stock Exchange Ltd.  
II Floor, New Trading Ring  
Rountana Building P J Towers,  
Dalal Street, Mumbai : 400001  
Scrip Code : 500314

Dear Sir,

**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2023 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, 2023 issued by M/s.Sandeep & Associates, Company Secretaries.

Kindly take on record the above.

Thanking you,

Yours faithfully,  
For **ORIENTAL HOTELS LIMITED**

**S.Akila**  
**COMPANY SECRETARY**



**S SANDEEP**, B Com, FCS, Lib  
Managing Partner

**S SANDEEP & ASSOCIATES**  
**Company Secretaries**

Flat No. 10, Second Floor, Sucons Padmalaya,  
No. 5 Venkatnarayana Road, T Nagar,  
Chennai - 600 017. Tel :63695 94158  
sandeep@sandeep.cs.in  
www.sandeep.cs.in

**Form No MR-3**  
**SECRETARIAL AUDIT REPORT**

(For the Financial year ended on March 31, 2023)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To  
The Members  
Oriental Hotels Limited  
CIN : L55101TN1970PLC005897  
Taj Coromandel, No 37, Mahatma Gandhi Road,  
Nungambakkam, Chennai – 600 034

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Oriental Hotels Limited (CIN : L55101TN1970PLC005897)(hereinafter called 'the Company'). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the 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, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India on account of the outbreak of Covid-19 pandemic, we hereby report that in our opinion, the Company has, during the audit, period covering the financial year ended on 31<sup>st</sup> March, 2023, generally 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. We 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 to the extent notified by Ministry of Corporate Affairs ;
  - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder





- iii. The provisions of Depositories Act, 1996 and Regulations and Bye-Laws framed thereunder.
- iv. Foreign Exchange Management Act, 1999 ('FEMA') and the Rules and Regulations made thereunder 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 (Registrars to an Issue and Transfer Agents) Regulations, 1993, regarding Companies Act and dealing with client; Not Applicable for the year under review
  - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ;
  - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
  - d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) ;
  - e. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018 ; Not Applicable for the year under review
  - f. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; Not Applicable for the year under review.
  - g. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ; Not Applicable for the year under review
  - h. The Securities and Exchange Board of India (Delisting of Equity Shares Regulations), 2009 ; Not Applicable for the year under review
  - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 ; Not Applicable for the year under review.
  - j. The Securities and Exchange Board of India (Issue and Listing of Non Convertible and Redeemable Preference Shares) Regulations, 2013 ; Not Applicable for the year under review.

2. We further report that, based on examination on test check basis, of the relevant documents, information received, records maintained and representation received, there are adequate systems and processes in place to monitor and ensure compliance with the below mentioned laws applicable specifically to the Company and also all other applicable laws, rules, regulations and guidelines :

- a) Legal Metrology Act, 2009



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- b) The Tamil Nadu (Liquor and Permit) Rules, 1981 issued under Tamil Nadu Prohibition Act, 1937
  - c) Tamil Nadu Public Health Act, 1939
  - d) Tamil Nadu Shops and Establishments Act, 1947
  - e) The Karnataka Shops and Commercial Establishments Act, 1961
  - f) The Kerala Shops and Commercial Establishments Act, 1960
  - g) The Andhra Shops and Commercial Establishments Act, 1988
  - h) Chennai City Municipal Corporation Act, 1919
  - i) The Kerala Places of Public Resort Act, 1963
  - j) Tamil Nadu Lifts Act, 1997 and Tamil Nadu Lift Rules, 1997
  - k) The Karnataka Lifts Act, 1974
  - l) The Kerala Lifts and Escalators Act, 2013 and The Kerala Lifts and Escalator Rules, 2012
  - m) Petroleum Rules 2002 issued under the Petroleum Act, 1934
  - n) Indian Boilers Act, 1923 and Boiler Rules, 1950
  - o) Food Safety and Standards Act 2006
3. We have also examined compliance with the applicable clauses of the following :
- i. Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India
  - ii. The Listing Agreements entered into by the Company for the equity shares listed with Bombay Stock Exchange Limited and National Stock Exchange of India Limited and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
4. We further report that, during the period under review, the Company has, in our opinion, complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, either within or beyond the prescribed time.
5. We further report that :
- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
  - Adequate Notice of all the Board meetings was given to all the Directors, alongwith agenda and detailed notes on agenda were sent and a proper system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting to enable meaningful participation at the meeting.





- Majority decisions were carried through and a proper system exists for capturing and recording the dissenting members' views as part of the minutes.
- The Company has obtained all necessary approvals under the various provisions of the Companies Act, 2013 to the extent applicable; and
- There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Companies Act, 2013, Securities Exchange Board of India Act, 1992, The Securities Contracts (Regulation) Act, 1956, Depositories Act, 1996, Foreign Exchange Management Act, 1999 and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers, *except a fine of Rs 4000 imposed by Bombay Stock Exchange (BSE) for delay of two days in submission of Annual Report under Regulation 34 of LODR.*
- The Directors have complied with the disclosure requirements in respect of their eligibility for appointment, their independence, wherever applicable and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;

We further report that based on the information received, records maintained and representation received, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines.

We further report that during the period under review no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc referred to above have taken place.



For S Sandeep & Associates

S Sandeep  
Managing Partner  
FCS No. : 5853  
C P No. : 5987  
PR 1116/2021  
UDIN: F005853E000086109

Place : Chennai  
Date : 13/04/2023

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.



**'ANNXURE A'**

To

The Members  
Oriental Hotels Limited  
CIN : L55101TN1970PLC005897  
Taj Coromandel, No 37, Mahatma Gandhi Road,  
Nungambakkam, Chennai – 600 034

Our 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. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management 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 procedures on test basis.



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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.

For S Sandeep & Associates



S Sandeep  
Managing Partner

FCS No. : 5853

C P No. : 5987

PR 1116/2021

UDIN: F005853E000086109

Place : Chennai

Date : 13/04/2023