



ARUNA HOTELS LIMITED

CIN: L15421TN1960PLC004255

May 30, 2023
Chennai

To,

BSE Limited
P J Towers,
Dalal Street,
Mumbai 400001

Scrip code: 500016

Dear Sir/Madam,

Sub: Submission of Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2023 pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 please find enclosed herewith Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2023.

Request you to kindly take the same on record.

Thanking you,

Yours faithfully,
for **ARUNA HOTELS LIMITED**

K Lakshmi

Digitally signed by K Lakshmi
Date: 2023.05.30 12:01:07
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K. LAKSHMI
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: a/a



J. JOTHI & ASSOCIATES
Practicing Company Secretaries

SECRETARIAL COMPLIANCE REPORT OF ARUNA HOTELS LIMITED (CIN: L15421TN1960PLC004255)
FOR THE YEAR ENDED 31ST MARCH 2023

We, J. Jothi & Associates, have examined:

- all the documents and records made available to us and explanation provided by ARUNA 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 31st March 2023 (“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”);

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

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021(not applicable to the company during the period under review);
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018(not applicable to the company during the period under review);
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021(not applicable to the company during the period under review);
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

and circulars/ guidelines issued thereunder, as amended;





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

The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified in the Annexure-1: -

We, hereby additionally affirm the following as mandated by BSE as per Notice No 20230316-14 circular dated 16 March 2023 and Notice No 20230410-41 circular dated 10.04.2023:

Sr. No	Particulars	Compliance status (Yes/No/Not applicable)	Observations/Remarks by PCS
1.	<u>Secretarial Standard</u> The Compliance of listed entities are in accordance with applicable Secretarial standards (SS) issued by Institute of Company Secretaries of India (ICSI)	No	Nil
2.	<u>Adoption and timely updation of the policies:</u> <ul style="list-style-type: none">All applicable polices under SEBI Regulations are adopted with approval of Board of directors of the listed entitiesAll polices are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/Circulars/guidelines issued by SEBI	Yes	Nil





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3.	<p><u>Maintenance and disclosure on website:</u></p> <ul style="list-style-type: none">• The listed entity is maintaining a functional website.• Timely dissemination of documents/information under a separate section on website.• Web-links provided in annual corporate governance reports under Regulation 27(2)	Yes	NIL
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Directors of the company are disqualified under section 164 of the companies Act,2013</p>	Yes	NIL
5.	<p><u>To examine details relating to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material Subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	Not Applicable	As per the information and records provided to us, the company does not have any Subsidiary / Material subsidiary Company.
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 Regualtions,2015</p>	Yes	Nil





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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 Regulation	No	Nil
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit 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 Audited company	Yes	Nil
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	Nil
10.	Prohibition of Insider Trading The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Nil





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11.	<u>Actions taken by SEBI or Stock Exchange(s),if any</u> 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	Nil
12.	<u>Additional Non-Compliances, if any</u> No any additional non-compliance observed for all SEBI regulation/Circular/guidance note etc.	Yes	Nil

for J. JOTHI & ASSOCIATES
PRACTICING COMPANY SECRETARIES




KARTHIK
PARTNER

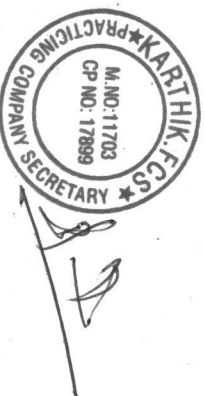
FCS No. 11703, CP No. 17899
FRN: P2015TN070400

Peer Review Cer. No. 2260/2022
UDIN: F011703E000414765

Place: Chennai
Date: 29.05.2023

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	Management response	Remarks
01	SEBI/HO/CFD/DCR1/CI R/P/2018/85- PIT Regulation In case of any subsequent changes in the directors/employees of the listed company, the company shall provide the information of the changes to the depositories on an immediate basis and not later than 2 working days.	SEBI/HO/CFD/DCR1/CI R/P/2018/85	The company has not intimated the changes in the Director to the depositories on an immediate basis and not later than 2 working days.	NIL	NIL	The company has not intimated the changes in the Director to the depositories on an immediate basis and not later than 2 working days.	NA	The company has not intimated the changes in the Director to the depositories.	The company informed that they missed it inadvertently.	The company made good the deviation by intimating to depositories as on date of the report.



(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	Management response	Remarks
01	As per regulation 33 (3)(a) Every listed entity shall submit quarterly and year-to date standalone financial results to stock exchange within forty-five days of end of each quarter, other than the last quarter	regulation 33 (3)(a)	Non-submission of the financial results for the quarter ended June 2021.	BSE	Levied a fine for non-submission of financial results within prescribed period as per regulation 33 of LODR.	non-compliance of certain provisions of SEBI (Listing Obligations and Disclosures Requirements) (LODR) Regulations, 2015 and standard operating procedure for suspension and revocation of trading of specified securities of listed entities	Rs.1,45,000/- plus GST amounting to total amount of Rs.1,71,100/-	The company has not complied with the Regulation for the quarter ended 30.06.2021	The company had received a stay of operations and implementation of impunged order dated 23.07.2021 from supreme court of India and the order was disposed as withdrawn vide dated 15.09.202.	The company has made the compliances with the said regulation by making an payment via net banking of Rs.1,71,100/- on 16.09.2021 and submitting the financial results to the stock exchange for the quarter ended June 2021 on 22.09.2021. Also, the company had received waiver of fine levied by the BSE vide its email dated 06.05.2022



[Handwritten Signature]

We further inform that:

The company had received an order dated 11.03.2022 in compliance with directions of the Hon'ble Bombay high court vide order dated November 01, 2021 in the matter of writ petition No.24095 for violation of SAST Regulations and action against Aruna Hotel Limited for violation of regulation 30(12) of LODR regulation for various matters for the year 2015. As informed, the Company is awaiting the final order for appropriate course of action in this matter as on date of this report.

During the year under review, the Company had submitted disclosures under Regulations 29(1), 29(2) and Regulation 10(5), 10(6) for the inter se transfer among the promoters pertaining to the financial year 2015-2016 as per the directions of the Internal Committee (IC) meeting of the SEBI held on 18th January 2023 for processing the Settlement Application filed with SEBI.

for J. JOTHI & ASSOCIATES
PRACTICING COMPANY SECRETARIES



KARTHIK
PARTNER
FCS No. 11703, CP No. 17899
FRN: P2015TN070400

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Place: Chennai
Date: 29.05.2023