



Date: 27th May, 2022

To,
The General Manager,
Department of Corporate Services,
BSE Limited
P.J. Towers Dalal Street,
Fort, Mumbai – 400 001

Sub: Submission of Secretarial Compliance Report under Regulation 24 A of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Secretarial Compliance Report for the year ended on 31st March, 2022 issued by M/s Neelesh Gupta & Co., Practicing Company Secretaries.

Kindly take the same on your record in compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours Faithfully,

FOR SAYAJI HOTELS LIMITED


AMIT SARRAF
COMPANY SECRETARY

SAYAJI HOTELS LTD. CORPORATE OFFICE

Address: C/o Amber Convention Centre, Bypass Rd, Near Best Price,
Hare Krishna Vihar, Nipania, Indore (MP) - 452010. | **Phone No.:** + 0731-4750000 | **Email:** info@sayajigroup.com
Regd. Office: F1 C2 Sivavel Apartment, 2 Alagappa Nagar, Zamin Pallavaram, Chennai, (TN) – 600117
CIN – L51100TN1982PLC124332 | **Phone No.:** 044-29871174
www.sayajihotels.com



Neelesh Gupta & Co.

COMPANY SECRETARIES

Secretarial compliance report of SAYAJI HOTELS LIMITED

For the year ended 31st March, 2022

IC.S. Neelesh Gupta, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by **SAYAJI HOTELS LIMITED** having CIN **L51100TN1982PLC124332**(hereinafter called “the listedentity”),having its registered office at F1 C2 Sivavel Apartment 2 Alagappa Nagar, ZaminPallavaram Chennai TN 600117 IN and Address other than R/o where all or any books of account and papers are maintained is Amber Convention Centre, Bypass Road Near Best Price, Hare Krishna Vihar, Nipania Indore 452010 MP IN.
- (b) the filings/ submissions made by the listed entity to the stockexchanges,
- (c) website of the listedentity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make thiscertification,

for the year ended 31st March, 2022(hereinafter referred as “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 Securities and Exchange Board of India(“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;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 and circulars/ guidelines issued thereunder;

and based on the above examination, I 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:-



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Tel : 0731-4040060 Mobile : 98269-41425
Email : neeleshcs2004@yahoo.co.in

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	Nil	Nil	Nil

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	Nil	Nil	Nil	Nil

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	<p>The Company has delayed the submission of the Consolidated Financial Results for the Quarter\Year ended on 31st March, 2020. –</p> <p>The Company has done the email submission dated 6th August, 2020 and 26th August, 2020 and stated that the company, had submitted the Annual Audited Standalone Financial results of March, 2020 on 30th July, 2020, which was as per the compliance Regulation of SEBI.</p> <p>Further due to the said force majeure event of Covid-19, One of the associate Company, of the company. Barbeque Nation Hospitality Ltd. BNHL, could not prepare and provide its Financial result for the quarter and year ended 31st March,</p>	31 st March, 2021	<p>The Company replied to BSE on November 10, 2020 requesting that no action be taken relating to freezing of the holding of the promoters and levying the penalty.</p> <p>The Company's waiver request was partly approved by BSE through email dated 27.07.2021. Company paid the amount of Rs. 259,600 including</p>	Matter is closed. No further action required in the matter.



	<p>2020 for Consolidation by the Company, thus led to the delay and was approved and filed on 13th November, 2020.</p> <p>The Company has urged the BSE for complete waiver of the fine on the ground of "Natural calamities".</p> <p>Presently the matter is pending with the BSE.</p>		<p>GST on 11.11.2021. The matter was disposed of.</p>	
2.	<p>The Company has delayed the submission of the Consolidated Financial Results for the Quarter ended on 30th June, 2020-</p> <p>The Company has done the email submission dated 24th October, 2020 and stated that Company had submitted the Annual Audited Standalone financial results of June, 2020 on 15th September 2020 which was as which was as per the compliance Regulation of SEBI.</p> <p>Further due to the said force majeure event of Covid-19, One of the associate Company, of the company. Barbeque-Nation Hospitality Ltd. BNHL, could not prepare and provide its Financial result for the quarter and year ended 30th June, 2020 for Consolidation by the Company, thus led to the delay and was approved and filed on 13th November, 2020.</p> <p>The Company has urged the BSE for complete waiver of the fine on the ground of "Natural calamities".</p> <p>Presently the matter is pending with the BSE.</p>	31 st March, 2021	<p>The Company replied to the notice on October 24, 2020 requesting BSE to waive the penalty and provide time till November 15, 2020 to submit the consolidated financial results for the quarter ended June 30, 2020.</p> <p>The Company's waiver request was partly approved by BSE through email dated 27.07.2021. Company paid the amount of Rs. 259,600 including GST on 11.11.2021.</p>	<p>Matter is closed. No further action required in the matter.</p>
3.	<p>The Company has delayed the submission of the Consolidated Financial Results for the Quarter/Half year ended on 30th September, 2020-</p> <p>The Company in its email dated 01st January, 2021 mentioning the following reasons of delay:</p> <p>i. The Board and Audit Committee Chairman (T.N. Unni) of the Company got sick and tested positive with Covid-19 in the month of November, 2020, along with the other staff of the Company.</p> <p>ii. Mr. T.N. Unni is also Director in the Barbeque-Nation Hospitality Limited "BNHL" (One of the associate Company for the purpose of Consolidation) and due to his sickness there was delay in receipt of the financial results from the said associate as they were unable to call their meeting of the Board of Directors.</p> <p>The Company has done the submission of the said Quarterly/Half Yearly</p>	31 st March, 2021	<p>The Company replied to BSE requesting that no action be taken relating to freezing of the holding of the promoters and levying the penalty as the Company had completed the submission on December 12, 2020.</p> <p>The Company's waiver request was completely approved by BSE and the same matter was disposed of by BSE through email dated 19.07.2021.</p>	<p>Matter is closed. No further action required in the matter.</p>



	<p>Consolidated financial result (30th September, 2020) on December 12th, 2020.</p> <p>The Company has urged the BSE for complete waiver of the fine on the ground of "Natural calamities".</p> <p>Presently the matter is pending with the BSE.</p>			
4.	<p>SHL received an email dated August 20, 2020 from BSE in relation to Regulations 17(1), 17(1A), 18(1), 19(1), 19(2), 20(2)/(2A) and 21(2) of the SEBI Listing Regulations, relating to certain non-compliances with the requirements pertaining to (a) the composition of the board of directors of SHL; and (b) the constitution of the stakeholder relationship committee-</p> <p>The Company has responded the email on September 1st, 2020 and on 23rd November, 2020 stating following:</p> <p>a. The Composition of the Board as desired u/r 17(1) was always there in the Company. The structure of the Board was disturbed due to resignation of the one of the Independent director of the Company i.e. Mr. Abhay Chaudhari in the month of April, 2020.</p> <p>b. The finalization of the Women Independent Director was also could not done due to non-availability of the enough number of the Women Independent director registered with the independent Director Database as well as due to spread of the Corona Virus.</p> <p>c. The Company had appointed Mrs. Ishagarg as Women independent Director w.e.f. 27th August, 2020 the rectified the irregularity in the Composition of the Board.</p> <p>d. The company never contravene the regulation 20(2)/(2A) as the stakeholder relationship was properly constituted and had non-executive chairman.</p> <p>The Company has urged the BSE for complete waiver of the fine on the ground of "Natural calamities".</p> <p>The matter was disposed of by the BSE in favor of the Company by not putting any fine through its mail dated 10th May, 2021.</p>	31 st March, 2021	<p>The Company replied to BSE on November 23, 2020, stating that the Company is already in compliance with the regulatory requirements and requested BSE to waive the fine imposed.</p> <p>The Company's waiver request was completely approved by BSE and the same matter was disposed of by BSE through email dated 10.05.2021.</p>	<p>Matter is closed. No further action required in the matter.</p>



5.	<p>The trading into the Equity Shares of the Company by the promoters of the Company during the closure of trading window and no request for pre-clearance has been received and approved by the Compliance officer for the same.-</p> <p>The transaction as designated persons and their immediate relative shall not trade in securities when the trading window is closed as per PIT Regulation and code of conduct framed by the Company.</p> <p>The Committee further authorized Mr. Amit Sarraf, Compliance Officer of the company to do all the necessary fillings, intimations and other acts, deeds, and things as may be required in this regard.</p>	31 st March, 2021	<p>The Company by way of a letter dated September 17, 2020 to BSE, intimated a non-compliance of Regulation 9(1) of the SEBI Insider Trading Regulations, 2015 by Suchitra Dhanani and Azhar Dhanani.</p> <p>The letter further stated that the audit committee of Company reviewed the matter and found that Suchitra Dhanani and Azhar Dhanani did not have access to Unpublished Price Sensitive Information (UPSI) at the time of the transaction.</p>	<p>Matter is closed at the End of the company. However no further action in the matter is being taken by SEBI in the matter till date hence matter may be considered to be closed.</p>
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Date: 17/05/2022
Place: Indore

For Neelesh Gupta & Co.,
Company Secretaries

CS. Neelesh Gupta
Proprietor
C.P. No.6846



UDIN: F006381D000331739