

May 24, 2024

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex,
Bandra (East),
Mumbai 400 051.
Scrip Code: CHALET

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001.
Scrip Code: 542399

Dear Sir / Madam,

Subject: Annual Secretarial Compliance Report of the Company for the year ended March 31, 2024

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 3(b) of the SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, and the relevant circulars issued by the National Stock Exchange of India Limited and BSE Limited, we enclose herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2024, issued by KDA & Associates, Practicing Company Secretaries.

Request you to take the same on record.

Thanking You.

Yours faithfully,
For **Chalet Hotels Limited**

Christabelle Baptista
Company Secretary and Compliance Officer

Enclosed: As above

KDA & ASSOCIATES
COMPANY SECRETARIES

Ground Floor, 1, Nishant Building, Poddar Street, Opposite SVC Bank, Santacruz West, Mumbai-400054.
Email ID : kaushaldalalcs@gmail.com Mobile No : 9820636169

ANNUAL SECRETARIAL COMPLIANCE REPORT
OF
CHALET HOTELS LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

I, Kaushal Dalal partner of M/s KDA & Associates have examined:

- a) All the documents and records made available to us and explanation provided by **CHALET HOTELS LIMITED** (hereinafter referred as 'the listed entity'),
- b) the filings/submission 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 financial 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') and the rules made thereunder and 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-
Not Applicable during the period under review;

KDA & ASSOCIATES
COMPANY SECRETARIES

Ground Floor, 1, Nishant Building, Poddar Street, Opposite SVC Bank, Santacruz West, Mumbai-400054.
Email ID : kaushaldalals@gmail.com Mobile No : 9820636169

- e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021- **Not Applicable during the period under review;**
- g. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/guidelines issued thereunder;

and based on the above examination, we hereby report that, during the review period:

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

KDA & ASSOCIATES
COMPANY SECRETARIES

Ground Floor, 1, Nishant Building, Poddar Street, Opposite SVC Bank, Santacruz West, Mumbai-400054.
Email ID : kaushaldalals@gmail.com Mobile No : 9820636169

- I b. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports (PCS)	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NA	NA	NA	NA	NA	NA	NA

KDA & ASSOCIATES
COMPANY SECRETARIES

Ground Floor, 1, Nishant Building, Poddar Street, Opposite SVC Bank, Santacruz West, Mumbai-400054.
Email ID : kaushaldalalcs@gmail.com Mobile No : 9820636169

II. 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 Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by The Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	YES	-
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All the 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 the SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars /guidelines issued by SEBI. 	YES YES	- -
3.	<p><u>Maintenance and disclosures on Website:</u></p> <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 	YES YES	- -

KDA & ASSOCIATES
COMPANY SECRETARIES

Ground Floor, 1, Nishant Building, Poddar Street, Opposite SVC Bank, Santacruz West, Mumbai-400054.
Email ID : kaushaldalals@gmail.com Mobile No : 9820636169

	<ul style="list-style-type: none"> 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 	YES	-
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	YES	-
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	YES	<p style="text-align: center;">N.A. (There are no material subsidiary companies)</p>
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 is as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	YES	-
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees in every financial year as prescribed in SEBI Regulations.</p>	YES	-

KDA & ASSOCIATES
COMPANY SECRETARIES

Ground Floor, 1, Nishant Building, Poddar Street, Opposite SVC Bank, Santacruz West, Mumbai-400054.
Email ID : kaushaldalals@gmail.com Mobile No : 9820636169

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.</p> <p>(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 Committee</p>	YES	-
		NA	No such event during the review period
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	-
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	YES	-
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No action 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</p>	YES	-

KDA & ASSOCIATES
COMPANY SECRETARIES

Ground Floor, 1, Nishant Building, Poddar Street, Opposite SVC Bank, Santacruz West, Mumbai-400054.
Email ID : kaushaldalals@gmail.com Mobile No : 9820636169

12.	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular No SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July,2023 on compliance with the provisions of the SEBI LODR Regulations by listed entities.</p>	NA	No such event during the review period
13.	<p><u>Additional non-compliances, if any:</u></p> <p>No additional non-compliance observed for all SEBI regulations/ circulars/ guidances etc.</p>	NA	No such event during the review period

Further no deviations/violations were made by the listed entity, however, one Designated Person had violated the Code of Conduct made by the listed entity under SEBI (Prohibition of Insider Trading) Regulations, 2015 as follows:

Purchase of 1,000 Equity shares during the trading window closure period and subsequent sale of the said Equity shares, resulting in a contra-trade in securities of the Company.

The Compliance Officer of the Company had adjudicated the said deviations by taking necessary action and reporting the same to the SEBI / Stock Exchanges as required under Paragraph 13 of Schedule B of the said Regulations.

KDA & ASSOCIATES
COMPANY SECRETARIES

Ground Floor, 1, Nishant Building, Poddar Street, Opposite SVC Bank, Santacruz West, Mumbai-400054.
Email ID : kaushaldalals@gmail.com Mobile No : 9820636169

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 KDA & Associates
Company Secretaries

**KAUSHAL
MADHUSUDAN DALAL**

Digitally signed by KAUSHAL MADHUSUDAN DALAL
DN: c=IN, o=PERSONAL,
pseudonym=ceafac36766b4d1b97808068cc330fc,
2.5.4.20=0244e9de437cb8e4034c938f8585787283d3c
20763a8ae7f99e6770c31a14de, postalCode=400052,
st=Maharashtra,
serialNumber=160f5a602f7b77858207b0797c73a5752
2003c5876aa5c47a8371237e60e4, cn=KAUSHAL
MADHUSUDAN DALAL
Date: 2024.05.24 12:32:58 +05'30'

Kaushal Dalal

Partner

M. No: 7141 CP No: 7512

Peer Review No : 2154/2022

UDIN: F007141F000438561

Date: 24th May,2024

Place: Mumbai