

May 29, 2023

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, 2023

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, 2023, 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
(Formerly Known as KDT & Associates)

COMPANY SECRETARIES

201, Modi Niwas CHS LTD, S V Road, Santacruz (W), Mumbai - 400 054 ☆ Email ID: team@cskda.com ☆ Phone: 9820636169

SECRETARIAL COMPLIANCE REPORT
OF
CHALET HOTELS LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

We have examined:

- a) All the documents and records made available to us and explanation provided by Chalet Hotels Limited (“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 certification,

for the year ended **31st March, 2023** (“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;
- e. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

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- f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and 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. The 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, the compliance status of the listed entity is appended as below:

Sr. No	Particulars	Compliance status (YES / NO / NA)	Observations / Remarks by PCS
1.	<u>Secretarial Standards:</u> 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.	YES	NA
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">• All the applicable policies under SEBI regulation 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 & updated on time as per the regulations/circulars /guideline issued by SEBI.	YES YES	NA NA

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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 • 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 YES YES	NA NA NA
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	NA
5.	<p><u>Details related to Subsidiaries of listed entities have been examined:</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 NA	NA. (There are no material subsidiaries companies) NA
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 Regulations, 2015.</p>	YES	NA

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7.	<p><u>Performance Evaluation:</u></p> <p>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.</p>	YES	NA
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
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	NA
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	YES	NA
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	NA

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12.	<p><u>Additional Non-compliances, if any:</u></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	NA	NA

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 and necessary action was taken by the Company, including reporting the same to the SEBI and the Stock Exchanges.

The Additional Disclosure of Annual Secretarial Compliance Report is as below:-

(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
N.A	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

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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 Practising Company Secretary	Management Response	Remarks
N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

For KDA & Associates
Practicing Company Secretaries

**RITESH
VIJAY
RAJPUT**

Digitally signed by RITESH VIJAY RAJPUT
DN: cn=RA, postalCode=400001,
st=MAHARASHTRA, o=MUMBAI, ou=Personal,
serialNumber=3948a1c520ba8c39f066c
746b7866a27a3a7634275909116a1ee7
e9e, pseudonym=49220210914114741905,
2.5.4.20=07739576a0686646d6aef90a
6a2f58d000f1b439172a9f8f9826d495d,
email=RITESH@KDA.COM,
cn=RITESH VIJAY RAJPUT, ou=4922
Date: 2023.05.26 18:57:38 +05'30'

Ritesh Rajput
Partner

M. No: A69004

CP No: 25678

UDIN: A069004E000393141

Date: 26th May, 2023

Place: Mumbai