



## SECRETARIAL COMPLIANCE REPORT OF M/S ESPIRE HOSPITALITY LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **M/S ESPIRE HOSPITALITY LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Office at **Shop No. 01 Country Inn Mehraagaon Bhimtal Nainital UR 248179**. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its Company Secretary, officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31.03.2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We, M/s **RSH & ASSOCIATES** have examined:

- (a) all the documents and records made available to us and explanation provided by **M/s Espire Hospitality Limited** ("the listed entity"),
- (b) the filings/ submissions 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 31<sup>st</sup> 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"), 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; **Not applicable to the Company during the audit period**
- (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, 2008; **Not applicable to the Company during the audit period**



- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable to the Company during the audit period**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable to the Company during the audit period**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable to the Company during the audit period**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and circulars/ guidelines issued thereunder and circulars/ guidelines issued thereunder;

4/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.	<b>Secretarial Standards:</b>  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	—
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	Related Party transaction policy of Espire Hospitality Limited, Risk Management Policy, and Vigil Mechanism / Whistle Blower Policy are updated and approved by the Board of the Company in its Board Meeting and the same has updated on website of the Company.





3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/ information under separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website</li> </ul>	Yes	After analyzing the website of the company is Updated
4.	<b>Disqualification of Director:</b> None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	—
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> <ul style="list-style-type: none"> <li>(a) Identification of material subsidiary companies</li> <li>(b) Disclosure requirement of material as well as other subsidiaries</li> </ul>	NA	—
6.	<b>Preservation of Documents:</b> 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.	Yes	—
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	As per minutes of the Company performance of Board, Independent Directors and the Committees are evaluated during the year.
8.	<b>Related Party Transactions:</b> <ul style="list-style-type: none"> <li>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</li> </ul>	Yes	Agenda item related to RPT was considered in Audit Committee Meeting and thereafter same has been approved in Board Meeting of the Company held on 14.06.2022, 20.07.2022,



	(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.		02.09.2022 and 10.02.2023
9.	<b>Disclosure of events or information:</b>  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.	No	Announcement under regulation 30 And 33 Of SEBI (LODR) Regulations, 2015 related to appointment of Independent Director was not made. Further same has been disclosed in the outcome of the Board Meeting dated 30.07.2022.
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Trading Window for the quarter 30.09.2022 was submitted late on 03.10.2022 and 30.12.2022 was submitted late on 02.01.2023.
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No action(s) 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 except as provided under separate paragraph herein.	Yes	No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges
12.	<b>SEBI SAST Regulations, if any:</b>  As per regulation 31 of the SEBI SAST Regulations, the promoter of every target company shall declare on a yearly basis that he, along with persons acting in concert, has not made any encumbrance, directly or indirectly, other than those already disclosed during the financial year.	Yes	The single promoter of Company Mrs Sadhana Rai, had passed away on 23.11.2020, however her shares 1,00,00,000 (74.07%) equity has not been transmitted to any of the legal heirs. The succession certificate in this respect is yet to be received by the Company from the Hon'ble court of Law. Therefore, there is no requirement of yearly disclosures from the promoters.





13.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	<p>After analyzing the BSE compliances of the company we have found some disclosures are not filed or delay filed as following</p> <p>1. Reporting under Regulation 74(5) for the Quarter ended 31.03.2022 was submitted late on 18.04.2022.</p> <p>2. In the Corporate Governance report for</p> <p>1. For Quarter ended 30.06.2022, the Audit committee meeting dated 14.06.2022 not mentioned</p> <p>2. For Quarter ended 30.09.2022, the Board Meeting dates 20.07.2022, the Audit committee meeting dated 20.07.2022 and the Stakeholder Relationship Committee dated 30.07.2022 was not mentioned.</p>
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Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<b>Compliances with the following conditions while appointing/re-appointing an Auditor</b>		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p>	NA	The Company has not appointing or reappointing –Auditor during the review period



	<p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>		
2.	<b>Other conditions relating to resignation of Statutory Auditor</b>		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>	NA	<p>During the review period the same Statutory Auditor has conducted Audit of the Company i.e M/s Bansal &amp; Co, LLP Chartered Accountants (ICAI Firm Regn No: 001113N/N500079), tenure of the Statutory Auditor is until the conclusion Thirty Fifth (35<sup>th</sup>) Annual General Meeting of the company to be held for the financial year 2025-26</p>



	<p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 <sup>th</sup> October, 2019.	NA	During the period under review, Auditor did not resign its office

(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/ guide- lines 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
1.	The Company was required to close and file the closure of trading window with BSE at the quarter ends	Regulation 29, and Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015	Delayed intimation	-	-	The company was required to close and file the closure of trading window with BSE at the quarter ends	As per SEBI guideline	The Company fails to close the trading window and file the same beyond the prescribed time. The Company has closed its trading window for the quarter 30.09.2022 on 03.10.2022 and 30.12.2022 on 02.01.2023.	The company will take care this in near future	Delayed intimation
2	Submission of Certificate as received from RTA	Regulation 74(5) of Securities and the Exchange Board of India (Depository and Participant s) Regulations, 2018	Delayed Filed	-	-	The company was required to submit certificate as revived from RTA within 15 days from end of the each quarter	As per SEBI guideline	Certificate of Security for the Quarter ended 31.03.2022 under regulation 74(5) of Securities and the Exchange Board of India (Depository and Participants) Regulations, 2018 was filed on 18.04.2022	The company will take care this in near future	Delayed Filed





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

Sr. No	Compliance Requirement (Regulations/ circulars/ guide- lines 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
1	Fees and other charges to be paid to the recognized stock exchange	Regulation 14 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Delayed paid	Action taken by Company	-	-	As per SEBI guideline	Late payment of listing fees to BSE and custodian fees to CDSL/NSDL.	Delay filed	Such payment is beyond the time period
2	Submission of Compliance Certificate to the Board of Directors by Chief Financial Officer of the Company	Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Non-Filing of Certificate	Action taken by Company	-	-	As per SEBI guideline	The Company did not have the Chief Financial Officer for the period from 16.04.2021 to 26.09.2021, hence for the (Quarter ended 31.03.2021 and 30.06.2021, the Compliance Certificate was not submitted	The Company has appointed CFO on 27.09.2021	Not submitted due to vacancy of CFO in the Company
3	Holding of Risk Management Committee Meeting	Regulation 21(3A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Non Holding of Meetings	Action taken by Company	-	-	As per SEBI guideline	The Company has not held any Risk Management Committee Meeting during the year under review in contravention of the Regulation 21.	The Company has taken action and hold Risk Management Committee Meeting in this year	Not complied at that time
4	The Quorum of Audit Committee	Regulation 18(2)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule IV of the Companies Act, 2013	The Quorum was not as per Regulation.	Action taken by Company	-	-	As per SEBI guideline	In Audit Committee Meetings held on 29.06.2021, 29.07.2021 and, 11.08.2021 respectively, there were only 2 members as quorum including one independent director.	Quorum was present in all Audit Committee meeting during this year	Not complied at that time
5	The company was required to close and file the closure of trading window with BSE at quarter ends	Regulation 29, and Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading)	Delayed Intimation	Action taken by Company	-	-	As per SEBI guideline	Trading Window for the quarter ended as on 31.03.2021 was submitted on 21.06.2021 and for the	Delay Intimation	Such Intimation is beyond the time period





		Regulations, 2015						quarter ended as on 30.09.2021 was submitted on 06.10.2021.		
6	The Constitution of the Board, Audit, Nomination and Remuneration, Stakeholder Relationship and Risk Management Committee	SEBI (Listing Obligation and Disclosure Requirements), 2015.	Improper Composition	Action taken by Company	-	-	As per SEBI guideline	The Company has only 2 Independent Directors from 01.04.2021 to 23.05.2021 and only 1 (One) Independent Director from 24.05.2021 to 10.08.2021, due to non-availability of independent directors, Constitution of the Board and Committee(s) are not as per Regulations	As on date composition of all Committees is properly constituted	Not complied at that time
7	Submission of Certificate of Security	Regulation 74 (5) of the SEBI (Depository and Participants) Regulations, 1996	Delayed Submission	Action taken by Company	-	-	As per SEBI guideline	Certificate of Security for the Quarter ended 30.06.2021 under Regulation 74 of the SEBI (Depository and Participants) Regulations, 1996 was submitted on 19.07.2021	Delay filed	Such filing is beyond the time period
8	Submission of quarterly Corporate Governance Report	Regulation 27(2)(a) of SEBI (Listing Obligation and Disclosure Requirements), 2015.	Missing data in Corporate Governance Report	Action taken by Company	-	-	As per SEBI guideline	In the Corporate Governance Report for: -  1. Quarter ended 30.06.2021, the Nomination and Remuneration Committee Meeting and Stakeholder Relationship Committee dated 29.06.2021 was not mentioned; and  2. Quarter ended 30.09.2021, the Audit Committee Meeting dated 29.07.2021 was not mentioned.	-	Not properly reported at this time



**Note:** The company in its best practice to comply with all the requirements of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015. There was no non-compliance made by the Company during the Review Period.

**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 M/s RSH & ASSOCIATES  
COMPANY SECRETARIES  
PEER REVIEWED CERTIFICATE NO. 0719/2022**



**(LOVEJEET HANDA)  
COMPANY SECRETARY  
PARTNER  
C.P. NO.: 10753  
M. NO.: 9055  
UDIN: F009055E000419531**

**DATE: MAY 30, 2023  
PLACE: DELHI**