



ANNUAL SECRETARIAL COMPLIANCE REPORT OF ESPIRE HOSPITALITY LIMITED FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

(Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Board of Directors
ESPIRE HOSPITALITY LIMITED
Shop No. 01 Country Inn, Nainital, Mehragaon
Bhimtal, Uttarakhand, India, 248179

We have conducted the Secretarial review of the compliance of the applicable statutory provisions, as mentioned hereinbelow and the adherence to corporate practices adopted by **ESPIRE HOSPITALITY LIMITED** (hereinafter referred as 'the listed entity'), in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained and the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, Loveneet Handa, Partner of RSH & Associates, Company Secretaries, have examined:

- all the documents and records made available to us and explanation provided by **ESPIRE HOSPITALITY 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 financial year ended March 31, 2025 ("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 (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- 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: **Not Applicable during the period under review**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: **Not Applicable during the period under review**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: **Not Applicable during the period under review**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015:
- (i) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
- (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009. **Not Applicable during the period under review**

We have examined the compliance of above regulations, circulars, guidelines issued thereunder as applicable during the period under review and based on the confirmations received from management of the Company as and wherever required, 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>Secretarial Standards:</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>Adoption and timely updating of the Policies:</p> <p>i. All applicable policies under SEBI regulations are adopted with the approval of board of directors of the listed entities</p> <p>ii. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI.</p>	Yes	
3	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/information under separate section on the website • 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 	Yes	



4	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	
5	<p>Details related to Subsidiaries of listed entities have been examined w.r.t:</p> <p>(a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries</p>	Yes	<i>During the period under review, The company has no subsidiary</i>
6	<p>Preservation of Documents:</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	
7	<p>Performance Evaluation:</p> <p>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.</p>	Yes	
8	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p>	Yes	<p><i>The company has taken omnibus approval from the board in the board meeting held on May 30th 2024 and same has been approved by Audit committee in its meeting held on May 30th 2024.</i></p> <p><i>Further, the company has taken approval for the related party transaction under section 188 of Companies Act, 2013 and under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 from the audit committee meeting held on August 14th 2024 and Board meeting held on September 02nd 2024.</i></p>
	<p>(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.</p>	yes	<p><i>The Prior approval has been obtained for all the related party transactions entered during the</i></p>



 FCS No. 9055
 COP No. 10773
 Company Secretary

			financial year 2024-25
9	<p>Disclosure of events or information:</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 limit prescribed thereunder</p>	No	<p>1. Non-disclosure of Appointment of Managing Director:</p> <p>The Company appointed Mr. Akhil Arora as the Managing Director in the Annual General Meeting held on September 28, 2024, for the financial year 2023-2024. However, the Company did not file the necessary intimation regarding this appointment to the stock exchange as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>2. Non-disclosure of Appointment of Secretarial and Internal Auditors: In the Board Meeting held on May 30, 2025, the Company:</p> <ul style="list-style-type: none"> Appointed the Secretarial Auditor for the financial year 2023-2024, and Appointed the Internal Auditor for the financial year 2024-2025. <p>These appointments were also not disclosed to the stock exchange under Regulation 30 of SEBI (LODR) Regulations, 2015, as required.</p>



10	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	<p>The company has complied with the Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 for closure of trading window for all the quarters of the financial year 2024-2025</p>
11	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>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.</p>	No	<p>The Bombay Stock Exchange (BSE), via email dated January 3, 2025, imposed penalties amounting to Rs. 1,56,50,340 on the Company due to certain non-compliances under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and froze the holding of promoter.</p> <p>In response, the Company immediately filed all the pending compliances and submitted a waiver application to the Exchange on January 16, 2025, requesting reconsideration of the imposed penalty.</p> <p>Subsequently, the BSE, through communications dated February 7, 2025, and February 27, 2025, granted a partial waiver of the penalty amounting to Rs. 1,19,99,420/-</p> <p>The Company has duly filed all pending compliances and paid the remaining penalty of Rs. 36,50,920/-</p>



12	Additional non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	No	1. The company has not given disclosure under regulation 7 of SEBI (PIT) regulation for the preferential allotment of equity shares to the promoter i.e., Mr. Amit Rai which exceeds the threshold prescribed under the said regulation 2. The company has not filed intimation under regulation 31(4) of SEBI (SAST) regulations.
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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 October 18, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	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 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 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.	NA	
2	Other conditions relating to resignation of statutory auditor		
	Reporting concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: 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	NA	



	<p>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> <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>	<p>NA</p>	
<p>3</p>	<p>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 18th October, 2019.</p>	<p>NA</p>	

A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains the following text: "SH AND ASSOCIATES", "FCS No. 9055", "COP No. 19753", and "Chartered Accountant".

*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
None										

(a) 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 Secretary	Management Response	Remarks
None										

Handwritten signature and blue circular stamp of RSH AND ASSOCIATES. The stamp contains the text: RSH AND ASSOCIATES, FCS No. 2025, CCP No. 10753, and Company Secretaries.

Assumptions and 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 certify 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.

This Report is limited to the Statutory Compliances on laws/ regulations / guidelines listed in our report which have been complied by the Company up to the date of this Report pertaining to financial year ended March 31, 2025.

5. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

**FOR M/s RSH & ASSOCIATES
COMPANY SECRETARIES
PEER REVIEWED CERTIFICATE NO. 5475/2024
UNIQUE CODE: P2016DE057700**



**(LOVNEET HANDA)
COMPANY SECRETARY
PARTNER**

**C.P. NO.: 10753
M. NO.: 9055**

UDIN: F009055G000486774

**DATE: May 29th, 2025
PLACE: DELHI**

“Annexure to Annual Secretarial Compliance Report”

To,
The Board of Directors
ESPIRE HOSPITALITY LIMITED
Shop No. 01 Country Inn, Nainital, Mehragaon
Bhimtal, Uttarakhand, India, 248179

Our Certificate on the Annual Secretarial Compliance Report under regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), 2015 of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management including board of Directors and Compliance Officer of the Company. Our examination of test check basis was limited to the procedures followed by the company for ensuring compliance with the SEBI regulations. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in the Annual Secretarial Compliance Report for the Financial Year ended on March 31, 2025. We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

**FOR M/s RSH & ASSOCIATES
COMPANY SECRETARIES
PEER REVIEWED CERTIFICATE NO. 5475/2024
UNIQUE CODE: P2016DE057700**



**(LOVENEET HANDA)
COMPANY SECRETARY
PARTNER**

**C.P. NO.: 10753
M. NO.: 9055**

UDIN: F009055G000486774

**DATE: May 29th, 2025
PLACE: DELHI**