



May 29, 2025

To,
The Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001
Scrip Code: **523269**

To,
The Manager – Listing
National Stock Exchange of India Limited
Exchange Plaza, 5th floor, 'G' Block
Bandra Kurla Complex
Bandra (East), Mumbai — 400 051
SYMBOL: **ADVANIHOTR**

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2025.

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with relevant circulars, please find enclosed herewith Annual Secretarial Compliance Report of the Company for the financial year ended 31st March, 2025 issued by M/s. BNP & Associates, Practicing Company Secretaries.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For Advani Hotels and Resorts (India) Limited

SUNDER G
ADVANI

Digitally signed by SUNDER
G ADVANI
Date: 2025.05.29 11:04:12
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Sunder G. Advani
Chairman and Managing Director

Encl.: A/a

**SECRETARIAL COMPLIANCE REPORT OF
ADVANI HOTELS AND RESORTS (INDIA) LIMITED**
for the financial year ended 31st March 2025

We have examined:

- (a) all the documents and records made available to us and explanation provided by Advani Hotels and Resorts (India) Limited ("the listed entity");
- (b) the filings/ submissions made by the Company to the stock exchange(s);
- (c) website of the listed entity;
- (d) any other documents/ filings, as may be relevant, which have been relied upon to make this Report.

The foregoing information for the financial year ended 31st March 2025 ("Review Period") in respect of the 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
The Company has also maintained a Structured Digital Database ("SDD") pursuant to the requirements of regulation 3 (5) and 3 (6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- (c) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and the circulars/ guidelines issued thereunder; and based on the above examination, we hereby report that, during the review period:



- (a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except** in respect of matters specified below: -

Sr. No. (a)	Compliance Requirement (Regulations/ circulars/ guidelines/ including specific clause) (b)	Regulation / Circular No. (c)	Deviations (d)	Action Taken by (e)	Type of Action (f)
1.	Regulation 17(1) pertaining to the composition of the Board of Directors.	SEBI Master Circular No. SEBI/HO/CFD/Po D2/CIR/P/0155 dated November 11, 2024	Appointment of Director was delayed beyond the statutory time lines.	National Stock Exchange (NSE) & Bombay Stock Exchange (BSE) issued a notice dated March 17, 2025.	Fine imposed by NSE & BSE and paid by Company
2.	Regulation 19(1)/ 19(2) Pertaining to the re-constitution of Nomination and Remuneration Committee (NRC)	SEBI Master Circular No. SEBI/HO/CFD/Po D2/CIR/P/0155 dated November 11, 2024	Appointment of director was delayed beyond specified timelines in consequence of which reconstitution of NRC was delayed.	National Stock Exchange (NSE) & Bombay Stock Exchange (BSE) issued a notice dated March 17, 2025.	Fine imposed by NSE & BSE and paid by Company
3.	Regulation 20(2)/(2A) Pertaining to the re-constitution of Stakeholder Relationship Committee (SRC)	SEBI Master Circular No. SEBI/HO/CFD/Po D2/CIR/P/0155 dated November 11, 2024	Appointment of director was delayed beyond specified timelines in consequence of which reconstitution of SRC was delayed.	National Stock Exchange (NSE) & Bombay Stock Exchange (BSE) issued a notice dated March 17, 2025.	Fine imposed by NSE & BSE and paid by Company

Details of Violation (g)	Fine Amount (h)	Observations/Remarks of the Practicing Company Secretary (i)	Management response (j)	Remarks (k)
There was delay in appointment of new Non-Executive Independent Director by 4 (four) days, leading to imposition of penalty by Stock Exchange.	Fine of Rs. 23,600/- (Rupees Twenty-Three Thousand and Six Hundred) each by BSE & NSE	New Non-Executive Independent Director was appointed on the Board with effect from November 14, 2024, i.e., beyond the specified date	The listed entity has appointed a Non-Executive Independent Director with effect from November 14, 2024. The Listed entity has also paid the fine levied by NSE & BSE.	-
Delay in appointment of a Non-Executive Independent Director resulted in a delay in reconstituting the NRC as well.	Fine of Rs. 9,440/- (Rupees Nine Thousand Four Hundred and Forty Only) each by BSE & NSE	Listed Entity has appointed new Non-Executive Independent Director w.e.f. November 14, 2024 and then complied with the re-constitution of NRC belatedly.	The Listed entity has reconstituted the Committee and has also paid the fine levied by NSE & BSE.	-
Delay in appointment of a Non-Executive Independent Director resulted in a delay in reconstituting the SRC as well.	Fine of Rs. 9,440/- (Rupees Nine Thousand Four Hundred and Forty Only) each by BSE & NSE	Listed Entity has appointed new Non-Executive Independent Director w.e.f. November 14, 2024 and then complied with the re-constitution of SRC belatedly.	The Listed entity has reconstituted the Committee and has also paid the fine levied by NSE & BSE.	-



(b) The Listed Entity has taken the following action to comply with the observations made in previous reports:

Sr. No. (a)	Observations/Remarks of the Practicing Company Secretary in the previous reports (PCS)	Observations made in the Secretarial compliance report for the year ended 31 st March, 2025	Compliance Requirements	Details of violation/deviations and actions taken / penalty imposed, if any	Remedial actions if any taken by the Company	Comments of the PCS on the actions taken by the listed entity
1.	The company was required to ensure compliance with regulation 6(1) and ensure to pay the said fine including GST within 15 days from the date of receipt of the letter for Non-compliance with requirement to appoint a qualified Company Secretary as the compliance officer.	-	Regulation 6(1) of SEBI (LODR) Regulations, 2015 Non-compliance with requirement to appoint a qualified Company Secretary as the compliance officer	There was a delay in appointment of Company Secretary as the Compliance officer beyond specified period of 3 (three) months.	The Company has appointed a Company Secretary and Compliance Officer on May 22, 2024 after the closure of financial year.	-



I. We hereby report that during the review period, the compliance status of the Company with the following requirements: -

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 of India (ICSI).	Yes	Complied
2.	<u>Adoption and timely Updation of the Policies:</u> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the due approval of Board of Directors of the listed entities.All the policies are in conformity with SEBI Regulations and has been reviewed and timely updated as per the regulations/circulars/guidelines.	Yes	Complied
3.	<u>Maintenance and disclosure on Website:</u> <ul style="list-style-type: none">The Listed Entity is maintaining a functioning website.Timely dissemination of the documents/ information under a separate section on the websiteWeb-links provide 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	Complied
4.	<u>Disqualification of Directors:</u> None of the Director(s) of the Company are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.	Yes	Complied



5.	<u>Details related to Subsidiaries of the listed entity have been examined w.r.t.</u> (a) Identification of material subsidiary companies (b) Disclosure Requirements of material as well as other subsidiaries.	NA	NA
6.	<u>Preservation of Documents:</u> 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.	Yes	Complied
7.	<u>Performance Evaluation:</u> 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	Complied
8.	<u>Related Party Transactions:</u> (a) The Listed Entity has obtained prior approval of Audit Committee for all Related party transactions. (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.	Yes	Complied
9.	<u>Disclosure of events or information:</u> The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR within the time limits prescribed thereunder.	Yes	Complied
10.	<u>Prohibition of Insider Trading</u> The Listed Entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Complied

11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions 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 (or) The actions taken against the listed entity/ its promoters/ directors/subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	No	Details of fines/penalties imposed are as stated above
12.	<u>Resignation of Statutory auditors from the listed entity or its material subsidiaries:</u> 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 subsidiaries have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the SEBI LODR by Listed entities	NA	NA
13.	<u>Additional non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc. except as reported above	No	Complied

We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations - NA.

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 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 LODR 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 BNP & Associates
Company Secretaries
[Firm Regn. No. P2014MH037400]
PR No. 6316/2024**

**Date: May 28, 2025
Place: Mumbai**



**Kalidas Ramaswami
Partner
FCS: 2440/ CP No. 22856
UDIN: F002440G000471051**