

May 28 , 2019

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
Scrip Code: CHALET
ISIN No: INE427F01016

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
Dalal Street, Fort
Mumbai – 400 001
Scrip Code: 542399
ISIN No: INE427F01016

Dear Sir / Madam,

Subject: Annual Secretarial Compliance Report of the Company for the year ended March 31, 2019

In Terms of Clause 3 (b) of the SEBI circular no. CIR/CFD/CMD1/27/2019 dated February 8, 2019 we enclose herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2019, issued by Alwyn Jay & Co., Practicing Company Secretaries.

We request you to take the same on record.

Thanking you.

Yours faithfully

For Chalet Hotels Limited


Christabelle Baptista
Company Secretary & Compliance Officer
ACS No: 17817



Alwyn Jay & Co.

Company Secretaries

Annex-103, Dimple Arcade, Asha Nagar, Kandivali (East), Mumbai - 400101.

Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower, Mira Road (E), Thane-40110 ; Tel: 022-28125781 ; Mob: 09820465195; 09819334743

Email : alwyn.co@gmail.com Website: www.alwynjay.com

Secretarial Compliance Report of Chalet Hotels Limited

(CIN: L55101MH1986PLC038538)

for the period from 7th February, 2019 to 31st March, 2019

We, Alwyn Jay & Co., Company Secretaries have examined:

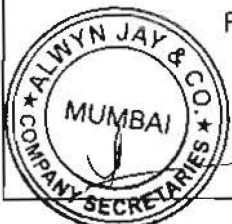
- (a) all the documents and records made available to us and explanation provided by Chalet Hotels Limited (hereinafter called "the Company"),
- (b) the fillings/submissions made by the Company to the stock exchanges,
- (c) Website of the Company.
- (d) any other documents/filing, as may relevant, which has been relied upon to make this certification,

for the period from 7th February, 2019 to 31st March, 2019 ("Review Period") in respect of compliance with 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 Contract (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circular, 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) Regulation 2015.



- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018.
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation 2011.
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not applicable as the Company has not bought back / proposed to buy-back any of its securities during the aforesaid period under review.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulation 2014.
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not Applicable as the Company has not issued and listed any Debt Securities during the aforesaid period under review.
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - Not Applicable as the Company has not issued Non-Convertible and Redeemable Preference Shares during the aforesaid period under review.
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading); Regulation 2015.
- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2016 - Not applicable as the Company has not delisted / proposed to delist its equity shares from any stock exchange during the aforesaid period under review.

And 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.



- (b) The Company has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) No actions were taken against the Company/ its promoters/directors material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circular/guidelines issued thereunder;
- (d) The Company has taken the following actions to comply with the observation made in previous reports – **Not Applicable**;

Place : Mumbai
Date : 10/05/2019

ALWYN JAY & Co.
Company Secretaries
Firm Registration No. P2010MH021500



Office Address :
Annex-103, Dimple Arcade,
Asha Nagar, Kandivali (East),
Mumbai 400101.


[Jay D'Souza FCS.3058]
(Partner)
[Certificate of Practice No.6915]

Alwyn Jay & Co.

Company Secretaries

Annex-103, Dimple Arcade, Asha Nagar, Kandivali (East), Mumbai - 400101.

Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower,
Mira Road (E), Thane-40110 ; Tel: 022-28125781 ; Mob: 09820465195; 09819334743

Email : alwyn.co@gmail.com Website: www.alwynjay.com

FORM NO. MR.3

SECRETARIAL AUDIT REPORT

FOR THE PERIOD FROM 6TH JUNE, 2018 TO 31ST MARCH, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the
Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

Chalet Hotels Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Chalet Hotels Limited (CIN - L55101MH1986PLC038538) (hereinafter called "the Company").

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct, statutory compliances and expressing our opinion thereon.

Based on the verification of the Company's statutory registers, books, papers, minute books, forms and returns filed and other records maintained by the Company and the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial period ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has followed proper Board-processes and have required compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial period ended on 31st March, 2019 according to the provisions of:



- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder for the period 07/02/2019 to 31/03/2019;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings as applicable;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') for the period 07/02/2019 to 31/03/2019:-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - – Not Applicable as the Company has not issued and listed any Debt Securities during the aforesaid period under review;
 - f) 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 - Not applicable as the Company is not registered as Registrar to issue and Share Transfer Agent during the aforesaid period under review;



- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2016 - Not applicable as the Company has not delisted / proposed to delist its equity shares from any stock exchange during the aforesaid period under review;
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not applicable as the Company has not bought back / proposed to buy-back any of its securities during the aforesaid period under review; and
 - i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 – Not Applicable as the Company has not issued Non-Convertible and Redeemable Preference Shares during the aforesaid period under review.
- (vi) Other specific business/industry related laws applicable to the Company - The Company has complied with:
- (a) Food Safety and Standards Act, 2006 and Rules thereunder;
 - (b) Prevention of Food Adulteration Act, 1954 and Rules thereunder;
 - (c) The Legal Metrology Act, 2009 and Rules thereunder;
 - (d) The Legal Metrology (Packaged Commodities) Rules, 2011;
 - (e) the provisions of the Real Estate (Regulation & Development) Act, 2016 and Rules thereunder;

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- (ii) SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for the period 07/02/2019 to 31/03/2019 as the Company got listed on National Stock Exchange of India Limited & BSE Ltd. on 07/02/2019.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above and there are no material non-compliances that have come to our knowledge.



We further report that -

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors.
- (b) The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- (c) Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance and at times at a shorter notice with consent of all the directors. There exists a system for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (d) As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. As informed, the Company has responded appropriately to communication received from various statutory / regulatory authorities including initiating actions for corrective measures, wherever found necessary.

We further report that during the audit period, there were following specific events /actions having major bearing on Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines and standards etc.:

1. The Company has obtained approval of the Shareholders of the Company at the Extra Ordinary General Meeting held on 4th June, 2018 for:

(a) Conversion of the Company from Private Limited Company into Public Limited Company and Alteration of Memorandum and Articles of Association of the Company pursuant to the Conversion of the Company into the Public Limited Company. Fresh Certificate of Incorporation consequent upon the Conversion of the Company into the Public Limited Company was issued by Registrar of Companies, Mumbai, Maharashtra on 6th June, 2018;



(b) Adoption of new set of Articles of Association of the Company;

(c) Increase the Authorized Share Capital of the Company from Rs. 188 Crores to Rs. 421 Crores and for consequent alteration of the Capital Clause V of the Memorandum of Association.

2. Approval of the Board of Directors of the Company at its meeting held on 12th June, 2018 was obtained to create, offer, issue and allot for cash, not exceeding Rs. 1,000 Crores pursuant to a fresh issue together with an offer for sale (Initial Public Offer) by certain existing shareholders of the Company for such number of equity shares held by them which are eligible for offer for sale in accordance with the SEBI ICDR Regulations and at such price as may be determined in accordance with the Book Building Process under the SEBI ICDR Regulations (at par, premium or discount) and as decided by the Company in consultation with the book running lead managers to the Initial Public Offer.

3. The Company has obtained approval of the Shareholders of the Company at the Annual General Meeting held on 13th June, 2018 for:

(a) Raising of Capital through Further Issue of Shares aggregating upto Rs. 1,000 Crores under Section 62 (1) (c) of the Companies Act, 2013;

(b) Issuance of 10,000 (Ten Thousand) 0% (Zero Percent) Non-Cumulative Non-Convertible Redeemable Preference Shares of par value of INR 100,000 (Rupees One Lakh only) each forming the Series A NCRPS (Series A NCRPS) and 10,000 (Ten Thousand) 0% (Zero Percent) Non-Cumulative Non-Convertible Redeemable Preference Shares of par value of INR 100,000 (Rupees One Lakh only) each forming the Series B NCRPS (Series B NCRPS) under Section 42,55 & 62 of the Companies Act, 2013;

(c) Borrowing in excess of the aggregate of the paid-up share capital & free Reserves of the Company but not at any time exceeding the limits of Rs. 5,000 Crores under Section 180(1)(c) of the Companies Act, 2013;

(d) Creation of charges/mortgage on the immovable and movable properties of the Company, both present and future, in respect of borrowings not exceeding Rs. 5,000 Crores under Section 180(1)(a) of the Companies Act, 2013;



- (e) Approval of Chalet Hotels Limited – Employee Stock Option Plan, 2018 in one or more tranches, exercisable in aggregate into not more than 2,00,000 Equity shares of Rs.10 each.
4. The Board of Directors of the Company at its meeting held on June 26, 2018 has approved the allotment of 10,000 (Ten Thousand) 0% (Zero Percent) Non-Cumulative Non-Convertible Redeemable Preference Shares of par value of INR 100,000 (Rupees One Lakh only) each forming the Series A NCRPS (Series A NCRPS) and 10,000 (Ten Thousand) 0% (Zero Percent) Non-Cumulative Non-Convertible Redeemable Preference Shares of par value of INR 100,000 (Rupees One Lakh only) each forming the Series B NCRPS (Series B NCRPS) pursuant to the Private Placement Offer.
5. Approval of the Board of Directors of the Company at its meeting held on 2nd July, 2018 was obtained for filing Draft Red Herring Prospectus with Securities Exchange Board of India and the Stock Exchanges i.e. The National Stock Exchange of India and BSE Limited. The Company got listed on The National Stock Exchange of India and BSE Limited w.e.f. 7th February, 2019.
6. The Company has obtained approval of the Shareholders of the Company at the Extra Ordinary General Meeting held on 9th January, 2019 for reclassification of Authorised Share Capital from Rs.445,10,00,000 divided into 20,51,00,000 (Twenty Crores Fifty One Lacs) Equity Shares of Rs.10 each, 20,000 (Twenty Thousand) 0% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs.1 Lac each and 4,000 (Four Thousand) 0.001% Non-Cumulative Redeemable Preference Shares of Rs. 1 Lac each to Rs. 445,10,00,000 divided into 22,91,00,000 (Twenty Two Crores Ninety One Lacs) Equity Shares of Rs. 10 each, 20,000 (Twenty Thousand) 0% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs.1 Lac each and 1,600 (One Thousand Six Hundred) 0.001% Non-Cumulative Redeemable Preference Shares of Rs. 1 Lac each by reclassification of existing 2,400 (Two Thousand Four Hundred) 0.001% Non-Cumulative Redeemable Preference Shares of Rs. 1 Lac each into 2,40,00,000 (Two Crore Forty Lacs) Equity Shares of Rs.10 each and for consequent alteration of Capital Clause of Memorandum of Association of the Company.



7. The Company has issued and allotted 3,39,28,571 Fresh Equity Shares of Rs. 10/- each, at a premium of Rs. 270/- per share on 5th February, 2019 under Initial Public Offering (IPO).

Place : Mumbai

Date : 10/05/2019



Office Address :

Annex-103, Dimple Arcade,
Asha Nagar, Kandivali (East),
Mumbai 400101.

ALWYN JAY & Co.

Company Secretaries

Firm Registration No. P2010MH021500

A handwritten signature in black ink, appearing to read "Jay D'Souza".

[Jay D'Souza FCS.3058]

(Partner)

[Certificate of Practice No.6915]