

SECRETARIAL COMPLIANCE REPORT OF GRAVISS HOSPITALITY LIMITED FOR THE YEAR ENDED 31ST MARCH, 2019

To

GRAVISS HOSPITALITY LIMITED

Dairy Tops, Plot No. J-177, MIDC Bhosari, Pune-26

We, Martinho Ferrao & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by Graviss 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 financial year ended on 31st March, 2019 (**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;
- (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;



- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) All other regulations and circulars / guidelines issued and as applicable to the Company from time to time

and based on the above examination, We, hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder as applicable to them except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	As per Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall submit a quarterly compliance report on corporate governance in the format as specified by the Board from time to time to the recognized stock exchange(s) within fifteen days from close of the quarter.	For the quarter - 1 st October, 2018 to 31 st December, 2018 the Corporate Governance report was filed on 16 th January, 2019 and further revised Report was filed on 11 th February, 2019 – both beyond the stipulated time provided in the regulation.	The Company has filed the necessary return with delay.
2.	As per Regulation 31(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall submit to the stock exchange(s)	For the quarter - 1 st October, 2018 to 31 st December, 2018 the Shareholding pattern was filed on 22 nd January,	The Company has filed the necessary return with delay.

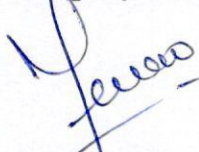



	a statement showing holding of securities and shareholding pattern separately for each class of securities on a quarterly basis, within twenty one days from the end of each quarter	2019 beyond the stipulated time provided in the regulation.	
3.	As per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The listed entity shall submit to the stock exchange, within forty eight hours of conclusion of its General Meeting, details regarding the voting results in the format specified by the Board.	The Company has submitted voting results in pdf format on 30 th July, 2018 and xbrl format on 13 th August, 2018 beyond the stipulated time provided in the regulation.	The Company has filed the necessary return with delay.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) There are no actions taken against the listed entity/ 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 circulars/ guidelines issued thereunder.
- (d) This being the first reporting since the notification of the requirement to submit this report, reporting on actions to comply with the observations made in previous reports does not arise.

For MARTINHO FERRAO & ASSOCIATES

Company Secretaries



Martinho Ferrao

Proprietor

FCS No.: 6221

C P No.: 5676



Place: Mumbai

Date: 29.05.2019