



THE GRAND BHAGWATI
HOTELS • BANQUETS • CONVENTIONS • CLUB

30th July, 2020

To,

National Stock Exchange of India Limited
Corporate Communication
Exchange Plaza,
Bandra- Kurla Complex,
Bandra (East), Mumbai- 400054
NSE CODE: TGBHOTELS

Bombay Stock Exchange Limited
Corporate Service Department
Floor 25, P J Towers
Dalal Street
Mumbai- 400001
SCRIP ID: BSE- 532845

Sub: Annual Secretarial Compliance Report for the Year Ended 31st March, 2020
Ref: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019

Dear Sir/ Madam,

In terms of Clause 3 (b) (iii) of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 we are submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2020, issued by M/s. Umesh Ved & Associates, Company Secretaries, Ahmedabad.

Kindly take the same on record.

Thanking you,

Yours Faithfully,

For, TGB Banquets and Hotels Limited

Priyanka K. Gola
30/07/20
Priyanka K. Gola
Company Secretary



Encl: as above

TGB BANQUETS AND HOTELS LIMITED

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E-mail: info@tgbhotels.com Website: www.tgbhotels.com

CIN: L55100GJ1999PLC036830



UMESH VED & ASSOCIATES
Company Secretaries

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**SECRETARIAL COMPLIANCE REPORT OF
TGB BANQUETS AND HOTELS LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2020.**

We, M/s Umesh Ved & Associates, Practicing Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **TGB Banquets and Hotels Limited** ("the listed entity") in electronic form using the Information Technology Tools due to lockdown on account of COVID 19 during conduct of audit of the company,
- (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 31st March, 2020 ("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 attracted during year under review)*
- (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; *(not attracted during year under review)*
- (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; *(not attracted during year under review)*
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and



Continuation Sheet

Umesh Ved & Associates

- Redeemable Preference Shares) Regulations,2013; *(not attracted during year under review)*
- (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 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 there under, 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.	Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.	Consolidated financial results for the quarter ended as on 30 th June, 2019.	There was delay in filing the consolidated financial results for the quarter ended as on 30 th June, 2019 with the Stock Exchange.
2.	Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.	Disclosure of related party transactions for the half year ended as on 31 st March, 2019.	There was delay in filing of disclosure of Related party Transaction for the half year ended as on 31 st March, 2019.
3.	Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015	Obligations with Respect to Independent Director	There was delay in Appointment of new Independent Director

- 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) The following are the details of 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:

Sr. No.	Action taken by	Details of viola	Details of action E.g. fines, wa letter, debarment,	Observations/ remarks of Practicing Com Secretary, if any.



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

Sr. No.	Observations of the Practicing Company Secretary in the previous	Observations made in the secretarial compliance report for the year ended 31.03.2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015	Composition of the Board of Director was not proper.		
2	Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015	Composition of the Audit committee was not proper as per Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for the a certain time period.	Company has ensured timely Compliance in the Current Financial Year.	Company has not paid the Penalties imposed by the Stock exchanges with respect to their observations
3	Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015	The company had not submitted to Exchange the auditor report for the period ended on March, 2018		

Place: Ahmedabad

Date: 30/07/2020



Umesh H. Ved
Umesh Ved

Umesh Ved & Associates

Company Secretaries

FCS No.: 4411

C.P. No.: 2924

UDIN: F004411B000529925