



THE GRAND BHAGWATI
HOTELS • BANQUETS • CONVENTIONS • CLUB

30th May, 2019

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, 2019

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, 2019, 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



Priyanka K. Gola
Company Secretary

Encl: as above

TGB BANQUETS AND HOTELS LIMITED

(Formerly known as Bhagwati 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, 2019.

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"),
(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, 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; *(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 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 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015	Independent Director was not appointed within time frame.	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	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.
3.	Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015	Non - Submission of Auditors Report	The company had not submitted to Exchange the auditor report for the period ended on March, 2018

- (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 violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NA				



(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 reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable Since this is the First Report				

Place: Ahmedabad

Date: 30/05/2019



Umesh H. Ved

Umesh Ved

Umesh Ved & Associates

Company Secretaries

FCS No.: 4411

C.P. No.: 2924