



**THE GRAND BHAGWATI**  
HOTELS • BANQUETS • CONVENTIONS • CLUB

30<sup>th</sup> June, 2021

To,

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

Bombay Stock Exchange Limited  
Corporate Service Department  
Floor 25, P J Towers  
Dalal Street  
Mumbai- 400001

NSE CODE: TGBHOTELS

SCRIP ID: BSE- 532845

Sub: Annual Secretarial Compliance Report for the Year Ended 31<sup>st</sup> March, 2021  
Ref: Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015

Dear Sir/ Madam,

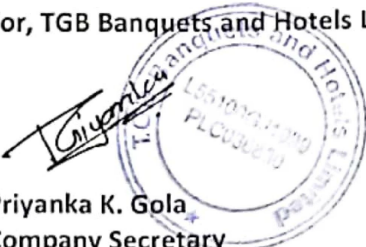
Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular no CIR/CFD/CMD1/27/2019 dated February 08, 2019, we hereby submit the Annual Secretarial Compliance Report for the year ended March 31, 2021 issued by M/s. Umesh Ved & Associates, Company Secretaries, Ahmedabad.

This is for your information and records.

Thanking you,

Yours Faithfully,

For, TGB Banquets and Hotels Limited

  
Priyanka K. Gola  
Company Secretary

Encl: as above

**TGB BANQUETS AND HOTELS LIMITED**

Registered office: "The Grand Bhagwati", Plot No: 380, S.G. Road, Ahmedabad- 380054, Gujarat, India.

Ph: 079 26841000, Fax: 079 26840915, E-mail: [info@tgbhotels.com](mailto:info@tgbhotels.com) Website: [www.tgbhotels.com](http://www.tgbhotels.com)

CIN: L55100GJ1999PLC036830



**UMESH VED & ASSOCIATES**  
**Company Secretaries**

304, Shoppers Plaza-V, Opp. Municipal Market, C. G. Road, Navrangpura, Ahmedabad - 380 009.

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**SECRETARIAL COMPLIANCE REPORT OF**  
**TGB BANQUETS AND HOTELS LIMITED**  
**FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021.**

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 31<sup>st</sup> March, 2021 ("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)**  
Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(not attracted during year under review)**
- (e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not attracted during year under review)**



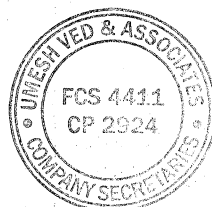
- (f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; *(not attracted during year under review)*
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange 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:

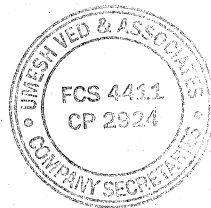
- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

| 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. | Financial results for the quarter ended as on 31 <sup>st</sup> March, 2020.                                       | Incomplete set of papers were Scanned & submitted which were submitted in full at a Later date.  |
| 2.     | Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. | Advertisement in Newspaper for the financial results of quarter and year ended as on 31 <sup>st</sup> March, 2020 | The Company has not published in newspaper the Extract of Financial results for the quarter and year as on 31 <sup>st</sup> March, 2020.     |
| 2      | SEBI (Prohibition of Insider Trading) Regulations, 2015                                   | SEBI (Prohibition of Insider Trading) Regulations, 2015   | The Company has not Intimated to stock Exchange regarding closure of Trading window for the quarter ended as on 30 <sup>th</sup> June, 2020. |

- 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<br>E.g. fines, warning<br>debarment, etc. | Observations/<br>remarks of the<br>Practicing<br>Company Secretary,<br>if any.  |
|---------|-----------------|--|---|---|
| 1.      | NSE             | <p>Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>Delay in submission of Financial results for the quarter and year ended as on 31<sup>st</sup> March, 2021. (As per NSE delayed by 5 days)</p> | Fine of Rs. 25000/-   | <p>The Company urge to waiver of fine.</p> <p>NSE Letter dated 17.11.2020, the Committee decided to the request for waiver of fine for 3 days aggregating to Rs. 15000/- and reject the request for waiver of fine for remaining 2 days.</p> <p>As per the Information Received, company has paid the penalty</p> |
| 2.      | BSE/NSE         | <p>Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>Non-Compliance with requirements to the composition of the Board including failure to appoint women Director.</p>                          | Fine of Rs. 47200/-   | <p>As per violation of Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>As per the Information Received, company has paid the penalty to NSE.</p>   |



- 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 31.03.2020  | Actions taken by the listed entity, if any                           | Comments of the Practicing Company Secretary on the actions taken by the listed entity   |
|---------|---|---|--|--|
| 1       | Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. | There was delay in filing the consolidated financial results for the quarter ended as on 30 <sup>th</sup> June, 2019 with the Stock Exchange. |  |  |
| 2       | Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. | There was delay in filing of disclosure of Related party Transaction for the half year ended as on 31 <sup>st</sup> March, 2019.              | Company has ensured timely Compliance in the Current Financial Year. | The Compliances of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 are required to be tightened. |
| 3       | Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. | There was delay in Appointment of new Independent Director  |  |  |

Place: Ahmedabad

Date : 28/06/2021



*Umesh H. Ved*  
 Umesh Ved  
 Umesh Ved & Associates  
 Company Secretaries  
 FCS No.: 4411  
 C.P. No.: 2924  
 UDIN: F004411C000532015