



**GUJARAT HOTELS LTD.**

R. C. Dutt Road, Alkapuri, VADODARA-390 007, Gujarat, India.  
Phone : (0265) 2330033 Fax : (0265) 2330050

**Date:** 29<sup>th</sup> May, 2023

The General Manager  
Dept. of Corporate Services  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001

Dear Sirs,

**Annual Secretarial Compliance Report**

We enclose, in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, the Annual Secretarial Compliance Report of the Company from Messrs. P B & Associates, Company Secretaries, for the financial year ended March 31, 2023.

Thanking You

Yours faithfully,

**For Gujarat Hotels Limited**

**Sneha Gupta**  
**Company Secretary & Compliance Officer**

Encl: A/a

**Annual Secretarial Compliance Report**

**(Issued pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019)**

**For Gujarat Hotels Limited for the year ended 31<sup>st</sup> March, 2023**

We, M/s P B & Associates have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Gujarat Hotels Limited, a Company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Welcome Hotel, Vadodara, R C Dutt Road, Alkapuri, Vadodara, Gujarat- 390007 IN, (herein after referred to as "the listed entity"), Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review and the Management Representation received, we hereby report that the listed entity has, during the review period covering the financial year ended on 31<sup>st</sup> March 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, M/s P B & Associates, have examined

- (a) all the documents and records made available to us and explanation provided by 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 31<sup>st</sup> March, 2023 (herein after referred to as "Review Period") in respect of compliance with the provisions of:
  - (i) the Securities and Exchange Board of India Act, 1992 (herein after referred to as "SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - (ii) the Securities Contracts (Regulation) Act, 1956 (herein after referred to as "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 there under, 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 (Prohibition of Insider Trading) Regulations, 2015;

(e) Securities and Exchange Board of India (Depositories and Participants) Regulation(s), 1996 and 2018 and circulars/guidelines issued there under;

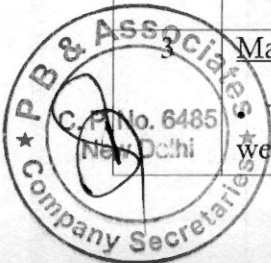
Based on the above examination, we hereby report that, during the Review Period:

I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued there under

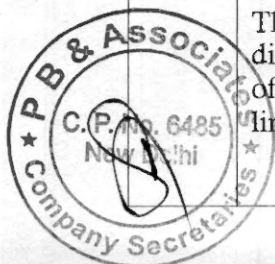
(b) The listed entity has taken the following actions to comply with the observation made in the previous reports-Not Applicable

II. We hereby report that, during the review period the compliance status of the listed entity is appended as below:

<u>Sl.no.</u>	<u>Particulars</u>	<u>Compliance Status (Yes/No)</u>	<u>Observations/remarks by PCS</u>
1	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	<u>Yes</u>	<u>Not Any</u>
2	<u>Adoption and timely updation of the Policies:</u> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	<u>Yes</u>	<u>Not Any</u>
	<u>Maintenance and disclosures on Website:</u> The Listed entity is maintaining a functional website.	<u>Yes</u>	<u>Not Any</u>



	<ul style="list-style-type: none"> <li>Timely dissemination of the documents/information under a separate section on the website.</li> </ul>	<u>Yes</u>	<u>Not Any</u>
	<ul style="list-style-type: none"> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website.</li> </ul>	<u>Yes</u>	<u>Not Any</u>
4	<p><u>Disqualification of Director:</u></p> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	<u>Yes</u>	<u>Not Any</u>
5	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies.</p>	<u>Not Applicable</u>	<u>The listed entity does not have any Subsidiary Company</u>
	<p>(b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	<u>Not Applicable</u>	<u>The listed entity does not have any Subsidiary Company</u>
6	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	<u>Yes</u>	<u>Not Any</u>
7	<p><u>Performance Evaluation</u></p> <p>The Listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	<u>Yes</u>	<u>Not Any</u>
8	<p><u>Related Party Transactions:</u></p> <p>(a) The Listed entity has obtained prior approval of Audit Committee for all Related Party Transactions.</p>	<u>Yes</u>	<u>Not Any</u>
	<p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.</p>	<u>Not Applicable</u>	
9	<p><u>Disclosure of events or information:</u></p> <p>The Listed entity has provided all the required disclosure(s) under Regulation 30 with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	<u>Yes</u>	<u>Not Any</u>



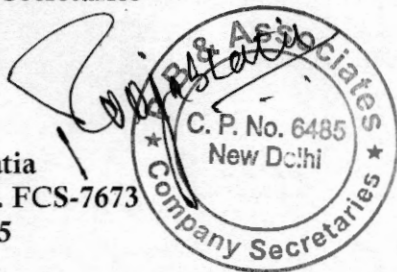
10	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	<u>Yes</u>	<u>Not Any</u>
11	<u>Actions taken by SEBI or Stock Exchange(s) , if any:</u> No Actions taken against the listed entity / its promoters / Directors/subsidiaries either by SEBI or Stock Exchanges (including under the Standard operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder.	<u>Yes</u>	<u>Not Any</u>
12	<u>Additional Non-compliances, if any:</u> No any additional Non-compliance observed for all SEBI Regulations/Circular/ guidance note, etc.	<u>No</u>	<u>Not Any</u>

**Assumptions&LimitationofscopeandReview:**

1. Compliance of the applicable laws and ensuring the authenticity of documents, information and management representation furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For P B & Associates  
Company Secretaries**

**Pooja Bhatia**  
Mem. No. FCS-7673  
COP: 6485



**Dated: 29<sup>th</sup> May 2023**  
**Place: New Delhi**

**UDIN: F007673E000410746**