

May 29, 2019

BSE Limited  
Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, P. J. Towers,  
Dalal Street, Fort,  
Mumbai – 400 001.  
Scrip Code: 500850

National Stock Exchange of India Limited  
Exchange Plaza  
Bandra Kurla Complex  
Bandra (E)  
Mumbai 400 051  
Scrip Code: INDHOTEL

**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2019**

Dear Sir,

Pursuant to 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, we are forwarding herewith Annual Secretarial Compliance Report of the Company for the year ended March 31, 2019, issued by M/s. Neville Daroga and Associates, Practicing Company Secretary.

You are requested to kindly take the same on record.

Sincerely,



**BEEJAL DESAI**  
Senior Vice President - Legal & Company Secretary

Encl: As above

# NEVILLE DAROGA & ASSOCIATES

**Practicing Company Secretary**  
Redg. Office : N - 29, 4 th Floor,  
Godrej Baug, Off. Nepeasea Road,  
Mumbai - 400 036. Tel. : 2369 7923  
Mob. : 9821481982  
Email : nevilledaroga@gmail.com

## **Secretarial compliance report of "The Indian Hotels Company Limited" for the year ended 31<sup>st</sup> March, 2019**

I, Neville Daroga & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by "The Indian Hotels Company 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 31<sup>st</sup> 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;

**Corporate Office :**

8D, Mhatre Niwas, Harishankar Mhatre Lane, Near, Prabhat Poultry, Gamdevi, Mumbai - 400 037

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- (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) (other regulations as applicable) and circulars/ guidelines issued thereunder;

and based on the above examination, I/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, 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
NIL			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from my/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.
NIL				



(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				

Place: Mumbai

Signature:

Date: 29/05/2019

**For: Neville Daroga & Associates**  
**Neville Daroga**  
**ACS/ FCS No. 8663**  
**C P No.: 3823**

**NEVILLE DAROGA & ASSOCIATES**  
**PRACTICING COMPANY SECRETARY**  
 B-D, MHATRE NIWAS, HARISHANKAR MHATRE LANE  
 GAMDEVI, GRANT ROAD, MUMBAI-400 007  
 C. P. No. 3823