

June 9, 2020

BSE Limited
Corporate Relationship Department
1st 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

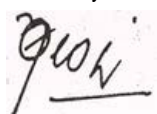
Sub: Annual Secretarial Compliance Report for the year ended March 31, 2020

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, 2020, issued by M/s. Neville Daroga and Associates, Practicing Company Secretary.

You are requested to kindly take the same on record.

Sincerely,



BEEJAL DESAI (F3320)
Senior Vice President
Corporate Affairs & Company Secretary (Group)

Encl: As above

NEVILLE DAROGA & ASSOCIATES

Practicing Company Secretary
Regd. Office : 8-D, Mhatre Niwas,
Harshankar Mhatre Lane,
Gamdevi, Mumbai - 400007.
Tel. : 23806379
Mob. : 9821481982
Email : nevilleदारoga@gmail.com

Secretarial compliance report of "The Indian Hotels Company Limited" for the year ended 31st March, 2020

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 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;
- (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;



- (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 thereunder insofar 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:

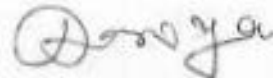
| Sr. No. | Observations of the Practising Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i> | Actions taken by the listed entity, if any | Comments of the Practising Company Secretary on the actions taken by the listed entity |
|----------------|--|--|--|--|
| NOT APPLICABLE | | | | |

Place: Mumbai

For: Neville Daroga & Associates

Date: 08th June, 2020

UDIN: A008663B000324431



(Neville K. Daroga)
Proprietor
ACS: 8663
C P No.: 3823

NEVILLE DAROGA & ASSOCIATES
PRACTISING COMPANY SECRETARY
N-29, 4th FLOOR, GODREJ BAUG
OFF. NEPEANSEA ROAD
MUMBAI - 400 036.
C. P. No. 3823