



## GUJARAT HOTELS LTD.

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

**The General Manager  
Dept. of Corporate Services  
BSE Limited  
1stFloor, New Trading Ring  
Rotunda Building, P.J. Towers,  
Dalal Street, Fort  
Mumbai 400 001  
Scrip Code – 507960**

**30 May 2019**

**Dear Sirs,**

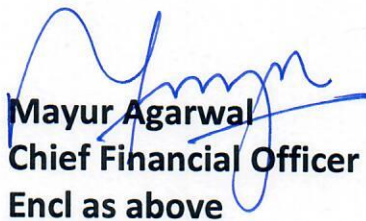
### **Annual Secretarial Compliance Report**

We enclose, in terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, the Secretarial Compliance Report of the Company from Messrs. P B & Associates, Practicing Company Secretaries, for the financial year ended 31st March, 2019.

Thanking you.

**Yours faithfully,**

**For Gujarat Hotels Limited**

  
**Mayur Agarwal  
Chief Financial Officer  
Encl as above**

**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 2019**

We M/s P B & Associates have examined:

- (a) All the documents and records made available to us and explanation provided by Gujarat Hotels Limited ("the company"),
- (b) The filings/ submissions made by the company to the stock exchanges,
- (c) Website of the Company,
- (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 in respect of compliance with the provisions of:
  - (i) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
  - (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



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

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

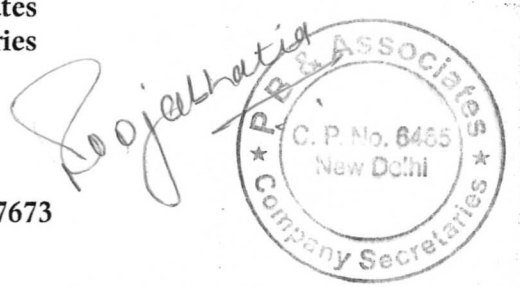
(b) The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from our examination of those records.

(c) No actions were taken against the Company/ 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 there under.

(d) The Company has taken the following actions to comply with the observations made in previous reports. – Not Applicable

For P B & Associates  
Company Secretaries

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



Dated: 30<sup>th</sup> May 2019  
Place: New Delhi