

**Secretarial Compliance Report of Graviss Hospitality Limited  
for the year ended 31<sup>st</sup> March, 2020**

To,  
Graviss Hospitality Limited,  
Dairy Tops, Plot No. J-177, MIDC, Bhosari, Pune-26

We, Martinho Ferrao & Associates have examined:

- (a) all the documents and records made available to us and explanations provided by Graviss Hospitality 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 financial year ended on 31<sup>st</sup> 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 (LODR);
- (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 (SAST);



- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;  
**Not applicable during the period under review**
- (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; **Not applicable as the Company has not issued any such securities during the period under review**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not applicable as the Company has not issued any such securities during the period under review**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) All other regulations and circulars / guidelines issued and as applicable to the Company from time to time.

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 thereunder as applicable to them except in respect of the matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	As per Regulation 23(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall submit within 30 days from the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis.	The Company submitted the disclosures of related party transactions on 10 <sup>th</sup> June, 2019 for the financial results declared on 10 <sup>th</sup> May, 2019 for the half year ended 31 <sup>st</sup> March, 2019, beyond the stipulated time provided in the regulation.	The Company has filed the necessary return with delay.



2.	As per Regulation 30(6) and Schedule III Part A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall disclose to the recognized stock exchange(s), the events as specified in Part A of Schedule III not later than twenty four hours from the occurrence of event or information and provide explanation for delay in case the same is submitted after twenty four hours.	The Company has submitted the proceedings of its Annual General Meeting on 28 <sup>th</sup> July, 2019, beyond the stipulated time provided in the regulation without any explanation for the delay.	The Company has filed the necessary return with delay but has not provided any explanation for said delay.
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- (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) To the best of our knowledge and information provided by the Company there were no 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.
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: No actions required since the Company has complied with a delay.
- (e) The listed entity has complied with the requirements of paragraph 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019. There has been no resignation of Statutory Auditors in FY 2019-20.



**Limitations:**

Due to the nationwide lockdown and social distancing guidelines issued by the Ministry of Home Affairs (MHA) on different dates for containment of spread of Covid-19, the abovementioned documents, registers, / disclosures filed, etc. have not been physically verified by us, and as informed to us, these are being maintained by the Company at their offices. While we have taken all possible steps to verify the records as made available to us by the Company through electronic medium and taken confirmation from the Company wherever required, the audit was done subject to limitation of availability of documents.

For MARTINHO FERRAO & ASSOCIATES

Company Secretaries



Martinho Ferrao

Proprietor

FCS No.: 6221

C P No.: 5676

UDIN: F006221B000512848



Place: Mumbai

Date: 27<sup>th</sup> July, 2020