

**Secretarial Compliance Report
of
GRAVISS HOSPITALITY LIMITED
for the year ended 31st March 2021**

We Martinho Ferrao & Associates have examined:

- (a) all the documents and records made available to us and explanation 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 31st March 2021 ("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; **Not Applicable as the Company has not provided Issued any capital during the year under review.**
- (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 year under review**



- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014: **Not Applicable as the Company has not provided any share based benefits to the employees during the year.**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: **Not applicable as the Company has not issued any debt securities during the financial year 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 financial year under review.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

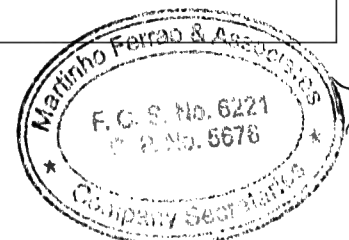
and circulars/ guidelines issued thereunder; and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, 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
1	<i>In terms of the provisions of Regulation 7(3) of SEBI LODR, The listed entity shall submit a compliance certificate to the exchange, duly signed by both the compliance officer of the listed entity and the authorised representative of the share transfer agent, wherever applicable, within thirty days from the one month of end of</i>	<i>The Company has submitted the Compliance Certificate under Reg 7(3) for the half year ended September 2020 after due date.</i>	<i>The Company has submitted the Compliance Certificate under Reg 7(3) for the half year ended September 2020 to the Stock Exchange with delay.</i>

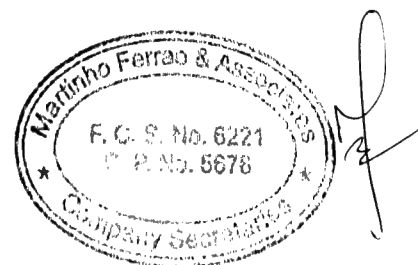


Sr. No.	Compliance Requirement (Regulations/circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	<i>each half of the financial year, certifying compliance with the requirements of sub-regulation (2).</i>		
2	<p><i>In terms of provision of :30(1) of Substantial Acquisition of Shares and Takeovers) Regulations, 2011 Every person, who together with persons acting in concert with him, holds shares or voting rights entitling him to exercise twenty-five per cent or more of the voting rights in a target company, shall disclose their aggregate shareholding and voting rights as of the thirty-first day of March, in such target company in such form as may be specified. And</i></p> <p><i>30(2) The promoter of every target company shall together with persons acting in concert with him, disclose their aggregate shareholding and voting rights as of the thirty-first day of March, in such target company in such form as may be specified. The disclosures required under sub-</i></p>	<p><i>The Company has submitted the disclosures to the Stock Exchange after due date.</i></p>	<p><i>The Company has submitted the disclosures to the stock exchange with delay.</i></p>



Sr. No.	Compliance Requirement (Regulations/circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	<i>regulation (1) and sub-regulation (2) shall be made within seven working days from the end of each financial year to; every stock exchange where the shares of the target company are listed; and the target company at its registered office</i>		

- (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 our examination of those records.
- (c) There are 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, *However the Company has received the mail from BSE Ltd on 05 March 2021 by imposing penalty Rs.5,42,800/- for non Compliance of Reg 17(1) of SEBI (listing obligations and disclosure requirements) Regulations, 2015 for the quarter ended 31st December 2020 to which Company has paid the fine and appoint Mr. Romil Ratra as a Whole Time Director and Mr. Harsh Varma as a Non Executive Director, thereby increase the strength of Board of Director to 6 Directors, as required under Regulation 17(1)(c) of SEBI (listing obligations and disclosure requirements) Regulations, 2015, and fully complied with all the provisions of the said Regulation.*
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: **There were no observations in the previous report.**



- (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 18th October, 2019. There has been no resignation of Statutory Auditors in FY 2020-21.

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: F006221C000430524

Place: Mumbai

Date: 07th June 2021