

# **S. Khurana & Associates**

## **Company Secretaries**

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### **SECRETARIAL COMPLIANCE REPORT OF INTELLIVATE CAPITAL VENTURES LIMITED FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025**

**To,**  
**The Board of Directors**  
**Gourmet Gateway India Limited**  
**CIN: L27200HR1982PLC124461**  
**Village Dabodha, Khasra No 4/18,**  
**22,23,24,5//11,6//2,3,4, Tehsil Farrukhnagar,**  
**Farrukh Nagar, Gurgaon, Haryana – 122506**

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **GOURMET GATEWAY INDIA LIMITED, CIN - L27200HR1982PLC124461** (hereinafter referred as 'the listed entity'), having its Registered Office at Village Dabodha, Khasra No 4/18, 22,23,24,5//11,6//2,3,4, Tehsil Farrukhnagar, Farrukh Nagar, Gurgaon, Haryana – 122506. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that in my opinion, the listed entity has, during the review period covering the financial year ended on **March 31, 2025**, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I, Sachin Khurana, Practicing Company Secretary, have examined:

- a) All the documents and records made available to us and explanation provided by **INTELLIVATE CAPITAL VENTURES 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 **March 31, 2025** ("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 there under; and
- b) 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 (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; **Not Applicable as the Company has not bought back any of its securities during the financial year under review.**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable as the Company has not granted any options to its employees during the financial year under review.**
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable as the Company has not issued/listed any Non-Convertible Securities**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, I report that during the review period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued there under, except in respect of matters specified below: -

Sr. No	Compliance Requirement (Regulations / Circulars/ guideline including specific clause)	Regulation / Circular Number	Deviation	Action taken by	Type of Action	Details of Violation/ Clarification/ Advisory/Fine/ Show Cause Notice/Warning	Fine (INR)	Observations/ Remarks of the Practicing Company Secretary	Management Response to Violation/ Clarification/ Advisory/Fine/Show Cause Notice/Warning	Remarks
1	Non-submission of the Annual Report within the period prescribed under this regulation	<b>Reg 34 of SEBI LODR, 2015</b>	Delay in filing	BSE	Levied SOP penalty	Delay in submission to stock exchange	11,800	The said fine amount was paid by the Company	The Company has taken all effective steps to ensure timely submission of compliance of all applicable disclosure requirements. The same would not be repeated in the future.	-
2	Intimation for change in Directors	<b>Regulation 30 read with schedule III Para A part A point 7 of SEBI (LODR)</b>	Delay in filing intimation	No action taken	No action taken	Delayed Intimation to Stock Exchange	Nil	-	There was some technical error on the portal while intimating the same.	No action has been taken by the regulator
3	Intimation for amendment in MOA and AOA	<b>Regulation 30 read with schedule III Para A part A point 14 of SEBI (LODR)</b>	Delay in filing intimation	No action taken	No action taken	Delayed Intimation to Stock Exchange	Nil	-	There was some technical error on the portal while intimating the same.	No action has been taken by the regulator

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

<b>Sr. No.</b>	<b>Observations/ Remarks of the Practicing Company Secretary in the previous reports</b>	<b>Observations made in the secretarial compliance report for the year ended March 31, 2024</b>	<b>Compliance Requirement (Regulations/circulars / guidelines including specific clause)</b>	<b>Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity</b>	<b>Remedial actions, if any, taken by the listed entity</b>	<b>Comments of the PCS on the actions taken by the listed entity</b>
<b>1.</b>	Non-submission of the Annual Report within the period prescribed under this regulation	Delay in submission	<b>Regulation 34 of SEBI LODR, 2015</b>	Delayed Submission. BSE levied fine of Rs. 14,160/- vide email dated October 30, 2023.	The Company has taken all effective steps to ensure timely submission of compliance of all applicable disclosure requirements.	The Company has paid fine of Rs. 14,160/- on November 16, 2023

(c) I, hereby report that, during the review period the compliance status of the listed entity is appended as below:

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<p><b><u>Secretarial Standards:</u></b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p>	Yes	The Company has generally complied with the Secretarial Standards 1 and 2.
2.	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	<p>Yes</p> <p>Yes</p>	<p>-</p> <p>-</p>
3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>The listed entity is maintaining a functional website.</li> <li>Timely dissemination of the documents/information under a separate section on the website.</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li> </ul>	<p>Yes</p> <p>Yes</p> <p>Yes</p>	The listed entity is maintaining a functional website and as confirmed by the management, information under separate section was disseminated within time.

4.	<b><u>Disqualification of Director:</u></b> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	-
5.	<b><u>To examine details related to Subsidiaries of listed entities:</u></b>  (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes  Yes	-  -
6.	<b><u>Preservation of Documents:</u></b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	<b><u>Performance Evaluation:</u></b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	-
8.	<b><u>Related Party Transactions:</u></b>  (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.	Yes	-

	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	<b>NA</b>	Company has obtained prior approval; hence this point is not applicable.
9.	<b><u>Disclosure of events or information:</u></b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	<b>Yes</b>	<b>Few disclosures under Regulation 30 were made with some delay</b>
10.	<b><u>Prohibition of Insider Trading:</u></b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	<b>Yes</b>	SDD Software was implemented w.e.f February 21, 2023.
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b>  No Actions taken against the listed entity/ its promoters/ directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	<b>No</b>	No action has been taken by the SEBI against the listed entity. However, Action taken by Stock Exchange(s) is provided in detail in table (a) of this report.

12.	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries</b>  The listed entity has complied with paragraph 6.1 and 6.2 of Section V-D of chapter V of “Master Circular on compliance with the provisions of SEBI LODR Regulations, 2015 by listed entities” and that they have incorporated all the terms and conditions in the engagement letter issued to the auditors of the Company	<b>Yes</b>	-
13.	<b><u>Additional non-compliances, if any:</u></b>  No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	<b>No</b>	Details of all non-compliances is reported in table (a) of this report. However, Few typographical error were found in the intimations made by the Company with the Stock Exchange.

**I further** confirm that the disclosure of Employee Benefit Scheme Documents, as provided in terms of Regulation 46(2)(za) of the SEBI LODR Regulations, 2015 read with Para 11 of the SEBI Circular No. SEBI/HO/CFD/CFD-PoD2/CIR/P/2024/185 dated December 31, 2024, is not applicable on the listed entity during the Review Period.

**I further report** that Enforcement Directorate, Gurugram Zonal office through its provisional attachment **Order No. 09/2024 read with F. No. ECIR/GNZO/14/2024** has attached the investment of the Company in Boutonniere Hospitality Private Limited for 61,85,051 shares at face value of Rs. 10/-. Furthermore, as informed by the Company, an appeal has been filed before the Adjudicating Authority for de-freezing of the assets attached by ED.



**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For S. Khurana & Associates**  
**Company Secretaries**  
**FRN: I2014DE1158200**  
**Peer Review No. 804/2020**

**Sachin Khurana**  
**Proprietor**  
**M. No.: F10098; CP No.:13212**  
**UDIN - F010098G000497882**  
**Date: May 29, 2025 | Place: New Delhi**