

# GRAVISS HOSPITALITY LIMITED

## Notice of Sixty Third Annual General Meeting

NOTICE is hereby given that the 63rd Annual General Meeting (AGM) of the members of GRAVISS HOSPITALITY LIMITED will be held on Friday, September 27, 2024 at 12.30 p.m. through video conferencing/other audio visual means to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the Financial Year ended 31st March 2024, together with the Reports of the Board of Directors and Auditors thereon.

*In this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:*

**“RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024, together with the reports of the Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted.”

2. To re-appoint M/s. A.T. Jain and Co., Chartered Accountants (ICAI Firm Registration No. 103886W) as the Statutory Auditors of the Company:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and based on the recommendation of the Audit Committee and Board of Directors of the Company, M/s. A.T. Jain and Co., Chartered Accountants (ICAI Firm Registration No. 103886W) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from the conclusion of this 63rd Annual General Meeting until the conclusion of the 68th Annual General Meeting of the Company, at such remuneration as recommended by the Audit Committee and decided by the Board of Directors of the Company from time to time.

**RESOLVED FURTHER THAT** any of the Directors or the Chief Financial Officer or the Company Secretary of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

3. To appoint a director in place of Mr. Romil Ratra (DIN: 06948396), Whole-time Director who retires by rotation, and being eligible, offers himself for re-appointment.

*Based on the terms of appointment, Executive Directors and the Non-Executive Directors (other than Independent Directors) are subject to retirement by rotation. Mr. Romil Ratra (DIN: 06948396), Whole-time Director of the Company whose office is liable to retire at this Annual General Meeting, being eligible, seeks re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:*

**“RESOLVED THAT** pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013, including any amendments thereto Mr. Romil Ratra (DIN: 06948396), Whole-time Director who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Whole-time Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors (including any committee thereof) and/or the Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, and to execute all such documents, instruments and writings as may be required, proper or expedient, to give effect to this resolution.”

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### SPECIAL BUSINESS:

4. **Appointment of Mr. Ravi Ghai (DIN: 00074612) as Director and Chairman (Non-Executive and Non-Independent) on the board of the Company**

To consider and if thought fit, to pass with or without modification (s), the following resolution as a Special Resolution:

**RESOLVED THAT** pursuant to provisions of Section 161 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder and pursuant to Sub Regulation (1A) of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ravi Ghai, (DIN: 00074612), be and is hereby appointed as a Director and Chairman (Non-Executive and Non-Independent), on the Board of Directors of the Company for a period of 3 (three) years w. e. f. 1st June, 2024.

**RESOLVED FURTHER THAT** Mr. Ravi Ghai shall be eligible to retire by rotation and further is appointed and designated as Non-Executive Chairman of the Company.

**RESOLVED FURTHER THAT** Directors of the Company be and is hereby authorized to sign, execute and file necessary e-forms with the office of Registrar of Companies/Ministry of Corporate Affairs and other authorities, inform banks and other concerned agencies and to take all such steps that are necessary to give effect to the resolution."

By Order of the Board of Directors,  
For **GRAVISS HOSPITALITY LIMITED**

Sd/-  
**Romil Ratra**  
CEO and Whole Time Director  
(DIN: 06948396)

Place: Mumbai  
Dated: August 13, 2024

**Registered Office:**  
Plot No. A4 & A5, Khandala M.I.D.C.  
Phase II Kesurdi Khandala, Satara – 412 801

# GRAVISS HOSPITALITY LIMITED

## NOTES FOR MEMBERS ATTENTION

### A. VIRTUAL MEETING:

The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue. Board of India ('SEBI') vide its circulars dated May 12, 2020 and subsequent circulars issued in this regard, the latest being October 7, 2023 ('SEBI Circulars') has provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations.

In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 63rd Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC / OAVM on Friday, September 27, 2024, at 12.30 p.m. (IST). The proceedings of the AGM deemed to be conducted at the Registered Office of the Company situated at Plot No. A4 & A5, Khandala MIDC Phase II Kesurdi, Tal. Khandala, Satara, Maharashtra, 412801.

### B. PROXY:

Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circular, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.

### C. AUTHORISED REPRESENTATIVE:

Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote.

The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to at [mferraocs@yahoo.com](mailto:mferraocs@yahoo.com) with a copy marked to the Company Secretary at [investors.relations@gravissgroup.com](mailto:investors.relations@gravissgroup.com) not less than 48 (forty eight) hours before the commencement of the AGM i.e. 12.30 p.m on Wednesday, September 25, 2024.

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

### D. ELECTRONIC COPY OF ANNUAL REPORT AND NOTICE OF ANNUAL GENERAL MEETING:

- (a) In line with the MCA Circulars dated May 5, 2020 and January 13, 2021 and SEBI Circulars dated May 12, 2020 and January 15, 2021, the Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. The Company shall send a physical copy of the Annual Report to those Members who specifically request for the same at [investors.relations@gravissgroup.com](mailto:investors.relations@gravissgroup.com) mentioning their Folio No./ DP ID and Client ID.
- (b) Members may note that the Annual Report 2023-24 will also be available on the website of the Company at <https://www.gravishospitality.com/investor-relations.html> and may also be accessed from the relevant section of the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and website of Link Intime India Private Limited ("LI IPL") i.e. [www.instavote.linkintime.co.in](http://www.instavote.linkintime.co.in).

### E. UPDATION OF PAN AND OTHER DETAILS:

SEBI vide its Circular dated March 16, 2023, mandated furnishing of PAN, K YC details (i.e. Postal Address with Pin Code, mobile number, bank account details) and Nomination by holders of physical securities through Form ISR-1, Form ISR-2, Form ISR-3, Form SH-13 and Form SH-14 (as applicable). Moreover, shareholders are encouraged to register their e-mail IDs to avail online services. The said forms are available on the Company's website at on the website of the RTA at <https://linkintime.co.in/downloads.html>. In terms of above Circular, folios of physical shareholders wherein any one of the said details such as PAN, KYC details and nomination are not available, shall be frozen with effect from October 1, 2023 and such physical shareholders will not be eligible to lodge grievances or avail service requests from the RTA of the Company and will not be eligible for receipt of dividend in physical mode until the said details are furnished. Further, as per the above SEBI circular, the frozen folios shall be referred by RTA/

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Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and Prevention of Money Laundering Act, 2002, after December 31, 2025. Accordingly, the Company had sent individual letters to all the Members holding shares of the Company in the physical form for furnishing their PAN, KYC details and Nomination. In view of the above, Members holding shares of the Company in physical form are requested to furnish the requisite details.

Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, PAN, registration of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) in case the shares are held in physical form, quoting their folio number. Changes intimated to the DP will then be automatically reflected in the Company's records.

Members may please note that SEBI vide its Circular dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Endorsement; Suspense Account; Sub-division/ Renewal/ Splitting of Exchange securities of securities certificate; certificate; Consolidation securities certificates/ folios; Transmission and Transposition.

### **F. E-VOTING:**

- (a) Pursuant to Section 108 of the Act, rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of SEBI Listing Regulations and the MCA Circulars, the Company is pleased to provide the facility to Members to exercise their right to vote, on the resolutions proposed to be passed at AGM, by electronic means.
- (b) The Company has engaged the services of Link Intime India Private Limited (LI IPL) to provide the remote e-voting facility on InstaVote and the e-voting system on the date of the AGM on InstaMeet.
- (c) The Company has appointed Mr. Martinho Ferrao, (holding membership no. FCS 6221), Proprietor of M/s. Martinho Ferrao & Associates, Company Secretaries, to act as the Scrutinizer and to scrutinize the entire e-voting process (i.e. remote e-voting and e-voting at the AGM) in a fair and transparent manner.

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REMOTE E-VOTING : IMPORTANT DATES	
<b>Cut-Off date</b> [for determining the Members entitled to vote on the resolutions set forth in this notice]	Friday, September 20, 2024
<b>Remote e-voting period</b> [During this period, members of the Company as on the cut-off date may cast their vote by remote e-voting]	<b>Commences from:</b> 9:00 a.m. Tuesday, September 24, 2024
	<b>End at</b> 5.00 p.m. Thursday, September 26, 2024 [Remote e-voting module shall be disabled for voting thereafter by LIIPL]
<b>URL for remote e-voting :</b>	<a href="http://www.instavote.linkintime.co.in">www.instavote.linkintime.co.in</a>

### REMOTE E-VOTING : PROCEDURE

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<p><b>METHOD 1 – Users who have registered for NSDL IDeAS facility:</b></p> <ul style="list-style-type: none"> <li>• Visit URL: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> and click on “Beneficial Owner” icon under “Login”.</li> <li>• Enter user id and password. Post successful authentication, click on “Access to e-voting”.</li> <li>• Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</li> </ul> <p style="text-align: center;"><b>OR</b></p> <p><b>User not registered for IDeAS facility:</b></p> <ul style="list-style-type: none"> <li>• To register, visit URL: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> and select “Register Online for IDeAS Portal” or click on <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>• Proceed with updating the required fields.</li> <li>• Post registration, user will be provided with Login ID and password.</li> <li>• After successful login, click on “Access to e-voting”.</li> <li>• Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</li> </ul>
	<p><b>METHOD 2 – By directly visiting the e-voting website of NSDL:</b></p> <ul style="list-style-type: none"> <li>• Visit URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a></li> <li>• Click on the “Login” tab available under ‘Shareholder/Member’ section.</li> <li>• Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>• Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.</li> <li>• Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</li> </ul>

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Type of shareholders	Login Method
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<p><b>Individual Shareholders holding securities in demat mode with CDSL:</b></p> <p><b>METHOD 1 – From Easi/Easiest</b></p> <p><b>Users who have registered/ opted for Easi/Easiest</b></p> <ul style="list-style-type: none"> <li>• Visit URL: <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>• Click on New System Myeasi</li> <li>• Login with user id and password</li> <li>• After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.</li> <li>• Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</li> </ul> <p><b>OR</b></p> <p><b>Users not registered for Easi/Easiest</b></p> <ul style="list-style-type: none"> <li>• To register, visit URL: <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a> / <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</a></li> <li>• Proceed with updating the required fields.</li> <li>• Post registration, user will be provided Login ID and password.</li> <li>• After successful login, user able to see e-voting menu.</li> <li>• Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</li> </ul> <p><b>METHOD 2 – By directly visiting the e-voting website of CDSL.</b></p> <ol style="list-style-type: none"> <li>(a) Visit URL: <a href="https://www.cdslindia.com/">https://www.cdslindia.com/</a></li> <li>(b) Go to e-voting tab.</li> <li>(c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.</li> <li>(d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.</li> <li>(e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</li> </ol>
<p><b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b></p>	<p>Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.</p> <ul style="list-style-type: none"> <li>• Login to DP website</li> <li>• After Successful login, members shall navigate through “e-voting” tab under Stocks option.</li> <li>• Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.</li> <li>• After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</li> </ul>

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Type of shareholders	Login Method
<b>Login method for Individual shareholders holding securities in physical form</b>	<p>1. Open the internet browser and Visit URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></p> <p>▶ Click on “<b>Sign Up</b>” under ‘<b>SHARE HOLDER</b>’ tab and register with your following details:</p> <p><b>A. User ID:</b> Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.</p> <p><b>B. PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> <p><b>C. DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company – in DD/MM/YYYY format)</p> <p><b>D. Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <p><b>Cast your vote electronically:</b></p> <p>(a) After successful login, you will be able to see the notification for e-voting. Select ‘<b>View</b>’ icon.</p> <p>(b) E-voting page will appear.</p> <p>(c) Refer the Resolution description and cast your vote by selecting your desired option ‘<b>Favour / Against</b>’ (If you wish to view the entire Resolution details, click on the ‘<b>View Resolution</b>’ file link).</p> <p>(d) After selecting the desired option i.e. Favour / Against, click on ‘<b>Submit</b>’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘<b>Yes</b>’, else to change your vote, click on ‘No’ and accordingly modify your vote.</p>
<b>Guidelines for Institutional shareholders</b>	<p><b>Guidelines for Institutional shareholders (“Corporate Body / Custodian/Mutual Fund”):</b></p> <p><b>STEP 1 – Registration</b></p> <p>(a) Visit URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></p> <p>(b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”</p> <p>(c) Fill up your entity details and submit the form.</p> <p>(d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity &amp; stamped and sent to <a href="mailto:insta.vote@linkintime.co.in">insta.vote@linkintime.co.in</a>.</p> <p>(e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.</p> <p>(f) While first login, entity will be directed to change the password and login process is completed.</p>

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Type of shareholders	Login Method
<b>Guidelines for Institutional shareholders</b>	<p><b>STEP 2 – Investor Mapping</b></p> <p>(a) Visit URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> and login with credentials as received in Step 1 above.</p> <p>(b) Click on “Investor Mapping” tab under the Menu Section</p> <p>(c) Map the Investor with the following details:</p> <p>(a) ‘Investor ID’ –</p> <p>(i) <i>Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678</i></p> <p>(ii) <i>Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.</i></p> <p>(b) ‘Investor’s Name – Enter full name of the entity.</p> <p>(c) ‘Investor PAN’ – Enter your 10-digit PAN issued by Income Tax Department.</p> <p>(d) ‘Power of Attorney’ – Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.</p> <p>(d) Click on Submit button and investor will be mapped now.</p> <p>The same can be viewed under the “Report Section”.</p> <p><b>STEP 3 – Voting through remote e-voting</b></p> <p>The corporate shareholder can vote by two methods, once remote e-voting is activated:</p> <p><b>METHOD 1 – VOTES ENTRY</b></p> <p>(a) Visit URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> and login with credentials as received in Step 1 above.</p> <p>(b) Click on ‘Votes Entry’ tab under the Menu section.</p> <p>(c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.</p> <p>(d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.</p> <p>(e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).</p> <p>(f) After selecting the desired option i.e., Favour / Against, click on ‘Submit’.</p> <p>(g) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).</p> <p><b>OR</b></p> <p><b>VOTES UPLOAD:</b></p> <p>(a) Visit URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> and login with credentials as received in Step 1 above.</p> <p>(b) You will be able to see the notification for e-voting in inbox.</p> <p>(c) Select ‘<b>View</b>’ icon for ‘<b>Company’s Name / Event number</b>’. E-voting page will appear.</p> <p>(d) Download sample vote file from ‘Download Sample Vote File’ option.</p> <p>(e) Cast your vote by selecting your desired option ‘Favour / Against’ in excel and upload the same under ‘Upload Vote File’ option.</p> <p>(f) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).</p>



# GRAVISS HOSPITALITY LIMITED

## HELPDESK

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in physical mode/ Institutional shareholders</b>	Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at <a href="mailto:enotices@linkintime.co.in">enotices@linkintime.co.in</a> or contact on: – Tel: 022 – 4918 6000.
<b>Individual Shareholders holding securities in demat mode NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 – 4886 7000 and 022 – 2499 7000
<b>Individual Shareholders holding securities in demat mode CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## REMOTE E-VOTING : POINTS TO REMEMBER

(a) **Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>.

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

(b) **Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholder is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

(c) **Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

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### G. PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM:

#### ATTENDING THE AGM THROUGH INSTAMEET

- (a) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through InstaMeet. The meeting shall be opened 30 (Thirty) minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
- (b) Please note that the attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
- (c) Members desiring to attend the AGM through VC/OAVM are requested to refer to the detailed procedure given below:

#### ATTEND THE AGM THROUGH VC/OAVM: PROCEDURE

Step No.	For all Shareholders	
1.	Open the internet browser and launch the URL: <a href="http://www.instameet.linkintime.co">www.instameet.linkintime.co</a> .	
2.	Select the "Company" and 'Event Date' and register with your following details:	
	A.	<b>Demat Account No. or Folio No:</b> Enter your 16 digit Demat Account No. or Folio No:
	(i)	For members holding shares in demat account held with CDSL 16 digits beneficiary ID
	(ii)	For members holding shares in demat account held with NSDL 8 Character DP ID followed by 8 digit client ID
	(iii)	For members holding shares in physical form Folio number registered with the Company
	B.	<b>PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
	C.	<b>Mobile No.:</b> Enter your mobile number.
	D.	<b>E-mail ID:</b> Enter your e-mail ID, as recorded with your DP/Company.
3.	Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).	
4.	Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.	
5.	Shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.	

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: – Tel: 022-49186175.

#### H. SPEAKER REGISTRATION FOR THE AGM:

- (a) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 (seven) days prior to meeting i.e. Friday, September 20, 2024 mentioning their name, demat account number/folio number, e-mail ID, mobile number at [investors.relations@gravissgroup.com](mailto:investors.relations@gravissgroup.com).
- (b) Only those shareholders who have registered themselves as a speaker will be allowed to express their views/ ask questions during the meeting.

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- (c) Shareholders will get confirmation on first cum first basis.
- (d) Shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application by clicking on the link Download – Webex (Members may also refer a tutorial video available on Webex – Download – Tutorial).
- (e) Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
- (f) Please note that the Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
- (g) Other shareholder may ask questions to the panel list, via active chat-board during the meeting.

The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 (seven) days prior to meeting i.e. Friday, September 20, 2024 mentioning their name, demat account number/ folio number, e-mail ID, mobile number at [investors.relations@gravissgroup.com](mailto:investors.relations@gravissgroup.com). These queries will be replied to by the Company suitably by e-mail. Further In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: – Tel: 022-49186175.

## I. E-VOTING DURING THE AGM THROUGH INSTAMEET:

- (a) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- (b) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- (c) Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

## J. E-VOTING DURING THE AGM THROUGH INSTAMEET: PROCEDURE:

Step No.	For all Shareholders
1.	On the Shareholders VC page, click on the link for e-voting "Cast your vote".
2.	Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered e-mail ID) received during registration for InstaMEET and click on 'Submit'.
3.	After successful login, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.
4.	Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5.	After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6.	Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an e-mail to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: – Tel: 022-49186175.

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### K. OTHER INFORMATION RELATED TO E-VOTING:

- (a) A person, whose name is recorded in the register of members or in the register of beneficial owners of the Company, as on the cut-off date i.e. Friday, September 20, 2024 only shall be entitled to avail the facility of e-voting, either through remote e-voting and voting at the AGM. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
- (b) Members who have cast their vote by remote e-voting prior to the AGM will be entitled to attend the AGM and their presence shall be counted for the purpose of quorum. However, they shall not be entitled to cast their vote again. In case a member casts his vote by more than one mode of voting including remote e-voting, then voting done through remote e-voting shall prevail and other shall be treated as invalid.
- (c) Voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, September 20, 2024.
- (d) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holds shares as of the cut-off date may follow the procedure for remote e-voting as enumerated in detail hereinabove. They may also refer to the FAQs and e-voting manual available at [www.instavote.linkintime.co.in](http://www.instavote.linkintime.co.in) or write an e-mail to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or [investors.relations@gravissgroup.com](mailto:investors.relations@gravissgroup.com).
- (e) Every client ID no./folio no. will have one vote, irrespective of number of joint holders. However, in case the joint holders wish to attend the meeting, the joint holder whose name is higher in the order of names among the joint holders, will be entitled to vote at the AGM.
- (f) The members may also update their mobile number and e-mail ID in the user profile details of their respective client ID no./folio no., which may be used for sending future communication(s).

### L. GENERAL INSTRUCTIONS:

- (a) Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- (b) Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- (c) Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- (d) At the AGM, the Chairperson shall, at the end of discussion on the resolutions on which voting is to be held, allow e-voting at the AGM.
- (e) The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than 48 (forty eight) hours of the conclusion of the AGM, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (f) The results alongwith the consolidated Scrutinizer's Report shall be declared by means of:
  - (i) Dissemination on the website of the Company i.e. [www.gravishshospitality.com](http://www.gravishshospitality.com) and website of LIIPL i.e. [www.instavote.linkintime.co.in](http://www.instavote.linkintime.co.in); and
  - (ii) Communication to BSE Limited thereby enabling them to disseminate the same on their respective websites.

### M. CORRESPONDENCE:

Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or RTA, quoting their folio number or DP ID – client ID, as the case may be.

For any queries/issues (including but not limited to Annual Report/AGM), you may reach the Company team /RTA at the address for correspondence provided in the section 'General Shareholder Information' of the Annual Report.

### N. INFORMATION FOR NON-RESIDENT INDIAN SHAREHOLDERS:

Non-resident Indian shareholders are requested to immediately inform the Company/ RTA, if shares are held in physical mode or to their DP, if the holding is in electronic mode, regarding change in the residential status on return to India for permanent settlement and/or the particulars of the NRE account with a bank in India, if not furnished earlier.

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## O. TRANSFER OF UNCLAIMED/UNPAID AMOUNTS TO THE INVESTOR EDUCATION AND PROTECTION FUND:

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), dividend, if not claimed for a consecutive period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF').

Further, all the shares in respect of which dividend has remained unclaimed for seven consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares.

In the interest of the shareholders, the Company sends periodical reminders to the shareholders to claim their dividends, if any, in order to avoid transfer of dividends/shares to IEPF Authority. Notices in this regard are also published in the newspapers and the details of unclaimed dividends and shareholders whose shares are transferred to the IEPF Authority, are uploaded on the Company's website <https://www.gravishhospitality.com/investor-relations.html>.

In light of the aforesaid provisions, the Company has transferred to IEPF the unclaimed dividends, outstanding for seven consecutive years, of the Company. Further, shares of the Company, in respect of which dividend has not been claimed for seven consecutive years or more from the date of transfer to unpaid dividend account, shall be also transferred to the demat account of IEPF Authority.

The Members who have a claim on the dividends as displayed on the Company's website may claim the same from IEPF Authority by submitting an online application in the prescribed Form No. IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a copy off the same to our RTA M/s. Link Intime India Pvt. Ltd., C-101, 247 Park, LBS.Marg, Vikhroli (West), Mumbai – 400083, Tel No.: (022) 49186270 , e-mail: [iepf.shares@linkintime.co.in](mailto:iepf.shares@linkintime.co.in).

Please provide following details in all your communications:

1. Name of the Company,
2. Folio No. or DP and Client ID,
3. Name of shareholder,
4. Contact No.,
5. Email ID.

No claims shall lie against the Company in respect of the dividend/shares so transferred.

## P. CONVERSION OF PHYSICAL HOLDING/S INTO DEMATERIALIZED FORM:

As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed Companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact Company's Registrars and Transfer Agent, Link Intime India Private Limited ('RTA') at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) for assistance in this regard.

## Q. UPDATION OF KYC OF PHYSICAL SHAREHOLDERS:

The SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021 and Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 ("the SEBI Circulars") has mandated the shareholders holding securities in physical mode to update their PAN, Bank, KYC and Nomination Details. In compliance with the said circulars the Company had sent a physical intimation to all shareholders holding shares in physical form to update their KYC details with the Company's Registrar and Share Transfer Agent Link Intime India Private Limited ('RTA') at who can be contacted at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

In furtherance of the same, the Physical Shareholders are requested to update the aforementioned details as follows:

1. **For registering PAN and KYC Details:** Kindly fill the Form ISR 1 and submit along with supporting documents as mentioned in Form ISR 1, self-attested by the shareholder(s). Please note as per Central Board of Direct Taxes (CBDT) it is mandatory to link PAN with Aadhar number.
2. **Confirmation of signatures of Securities Holders:** Please provide details in Form ISR 2, along with original cancelled cheque with the name of security holder printed on it/ Bank Passbook/ Bank Statement attested by the Bank and Banker's attestation of the signature.
3. **Nomination:** SEBI has also made it mandatory to register nomination for shares held in physical mode.

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- i. Form SH- 13- For registration of Nomination
- ii. Form ISR 3-Declaration for opting out from Nomination
- iii. Form SH- 14-for cancellation of existing Nomination

All Shareholders holding securities in physical mode are requested to submit the duly filled in documents along with the related proofs as mentioned above to the Company or the Registrar and Transfer Agent of the Company at their respective registered address at the earliest.

### **R. MEMBERS TO REGISTER AND INTIMATE CHANGES FOR ELECTRONIC COMMUNICATION:**

- (a) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) in case the shares are held in physical form, quoting your folio no. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
- (b) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
- (c) To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.

### **S. DOCUMENTS OPEN FOR INSPECTION:**

Documents for inspection will be available electronically, without any fee, from the date of circulation of the Notice of AGM up to the date of AGM. Members seeking to inspect such documents can send an e-mail to [investors.relations@gravissgroup.com](mailto:investors.relations@gravissgroup.com) stating their DP/ Client ID or Folio Nos.

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## Explanatory Statement under Section 102 of the Companies Act, 2013

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') and Regulation 36(3) and (5) of the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), given hereunder sets out all material facts relating to the resolution mentioned at Item No. 3 of the accompanying Notice dated 13th August, 2024.

### Item No. 3:

#### **Appointment of Mr. Ravi Ghai (DIN: 00074612) as Director and Chairman (Non-Executive and Non-Independent) on the Board of the Company.**

Pursuant to sub-regulation (1A) of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members by way of a Special Resolution is necessary for appointment/ continuation of appointment of any Non-Executive Director who has attained the age of 75 (Seventy Five) years.

Mr. Ravi Ghai ceases to be a Director as he has not attended Board Meetings since the last twelve months and the Board has also received a nomination from Mr. Ravi Ghai dated July 31, 2024 nominating himself to be appointed as the Non-Executive – Non-Independent Director and Chairman of the Company. Hence, The Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee have appointed Mr. Ravi Ghai (DIN: 00074612) as an Additional Director and Chairman (Non-Executive and Non-Independent) under Section 161 of Companies Act, 2013 with effect from June 01, 2024 liable to retire by rotation and he holds office up to the date of this 63rd Annual General Meeting of the Company and is eligible to be appointed as Director. Mr. Ravi Ghai has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Members are requested to note that the Company has received consent in writing from Mr. Ravi Ghai to act as Non-Executive and Non Independent Director of the Company and is not disqualified from being appointed as Director in terms of Section 164 and other provisions of the Companies Act, 2013. Accordingly, it is proposed to appoint him as Director and Chairman (Non-Executive and Non Independent) of the Company whose period of office shall be liable to retire by rotation.

A brief profile of Mr. Ravi Ghai is annexed herewith for the reference of the members pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The relatives of Mr. Ravi Ghai may be interested in the said resolution, to the extent of their respective shareholding, if any, in the Company. None of the Directors, Key Managerial Personnels of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution set out at Item No. 3 of the accompanying Notice.

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### Annexure to the Explanatory Statement

Disclosure pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, is as under:

1.	<b>Name of the Director DIN</b>	Ravi Ghai DIN: 00074612
2.	<b>Date of Birth</b>	24/04/1943
3.	<b>Age</b>	81 years
4.	<b>Qualification</b>	Graduate from the School of Hotel Administration, Cornell University USA
5.	<b>Experience &amp; Expertise</b>	With over four decades of experience, Mr. Ravi Ghai is a known figure in the Indian hospitality industry and serves on the board of various corporate entities and professional bodies. His rich experience and inputs on the Board of the Company have helped the Company scale new heights.
6.	<b>The last drawn remuneration</b>	—
7.	<b>Date of first appointment on the Board</b>	01/01/2022
8.	<b>Shareholding of the Director in the Company</b>	2316345
9.	<b>Relationships with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Mr. Gaurav Ghai, Managing Director of the Company is the son of Mr. Ravi Ghai
10.	<b>Number of Board Meetings attended during the year (FY- 2023-24)</b>	1 out of 5
11.	<b>Other Directorships</b>	Satinetta Trading LLP- Designated Partner Kwality Real Estates Private Limited – Director
12.	<b>Committee Chairmanships / Memberships</b>	Membership – NIL Chairmanship – NIL