



GRAVISS HOSPITALITY LIMITED

Registered Office: Plot No. A4 & A5, Khandala MIDC Phase II Kesurdi, Tal.Khandala, Satara, Maharashtra, 412801;

Tel: 8828831331/ +91 2262513131

E-mail: investors.relations@gravissgroup.com;

Website: www.gravisshospitality.com

Corporate Identity Number: L55101PN1959PLC012761

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given, that the Resolutions as set out in this Notice are proposed for consideration by the members of Graviss Hospitality Limited (“the Company”) for passing by means of Postal Ballot by way of voting through electronic means (‘remote e-voting’) only, pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the ‘Act’) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time (‘Management Rules’) read with the Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (‘MCA’) (hereinafter collectively referred to as ‘MCA Circulars’) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (‘SEBI Listing Regulations’) read with SEBI Circular Nos. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, rules, circulars and notifications issued thereunder (including any statutory modifications or re- enactment thereof for the time being in force and as amended from time to time.

The explanatory statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached herewith.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those shareholders, whose e-mail addresses are registered with the Company/Depositories/Registrar and Share Transfer Agent (‘RTA’) as on the cut-off date of 23rd February, 2024. If your e-mail address is not registered with the Company/Depositories/ RTA, please follow the process provided in the Notes to receive this Postal Ballot Notice, login ID, and password for remote e-voting. The communication of the assent or dissent by the shareholders would only take place through remote e-voting.

The Board of Directors of the Company have appointed Mr. Martinho Ferrao, (Membership No. FCS 6221 C.P. No. 5676), Proprietor of M/s. Martinho Ferrao & Associates, Practicing Company Secretaries, Mumbai, as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

In compliance with the provisions of the Act read with Rules thereunder and SEBI LODR Regulations and the MCA Circulars as referred above, the Company has provided remote electronic voting ("remote e-voting") facility to the Members of the Company and for this purpose has engaged the services of Link Intime India Private Limited. Please refer the instructions for remote e-voting given after the proposed resolutions for the process and manner in which remote e-voting is to be carried out.

Remote e-voting period shall commence on Saturday 02nd March, 2024 (9:00 A.M. IST) and end on Monday, 01st April, 2024 (5.00 P.M. IST) (both days inclusive). Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting by not later than the close of working hours at 5.00 P.M. (IST) on **Monday, 01st April, 2024.**

Upon completion of remote e-voting, the Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by him in writing, who shall countersign the same. The result of the postal ballot will be announced on or before April 03, 2024. The said result along with the Scrutinizer's report would be displayed on the Company's website www.gravishhospitality.com and on the website of "Link Intime" <https://www.linkintime.co.in/> and shall be communicated to the Stock Exchange, i.e. BSE Limited www.bseindia.com where the shares of the Company are presently listed.

SPECIAL BUSINESS:

1. APPOINTMENT OF MR. GAURAV GHAI (DIN 00074857) AS A DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Gaurav Ghai (DIN: 00074857), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th February, 2024 in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the forthcoming Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary, be and are hereby severally authorized to file DIR 12 with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

2. APPOINTMENT OF MR. GAURAV GHAI (DIN 00074857) AS A MANAGING DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, articles of association of the Company and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution), and subject to such other sanctions/approvals, as may be necessary or required, consent of the members be and is hereby accorded for appointment of Mr. Gaurav Ghai (DIN: 00074857), as the Managing Director and Key Managerial Personnel of the Company for a

period of five (5) years with effect from February 14, 2024 upto February 14, 2029, not liable to retire by rotation, on the terms and conditions of appointment including remuneration as set-out in the Explanatory Statement annexed to the Notice, with authority to the Board to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board and Mr. Gaurav Ghai, subject to the provisions of the Act and applicable laws.

RESOLVED FURTHER THAT notwithstanding anything contained herein, where in any financial year during the currency of the tenure of Mr. Gaurav Ghai, the Company has no profits or inadequate profit, Mr. Gaurav Ghai will be paid remuneration by way of salary and perquisites as set out in the Explanatory Statement annexed to the Notice, subject to requisite approval, if any, as may be required under the Act or rules made thereunder (including any modification or re-enactment thereof).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, agreements, instruments and writings as may be usual, expedient or proper to give effect to the aforesaid resolution and further all the Directors of the Company and the Company Secretary are hereby severally authorised to sign and file all forms, intimations and other such documents with all the applicable statutory authorities as may be required”

3. APPOINTMENT OF BHAVNESH KIDARNATH SAWHNEY (DIN: 00072194) AS A NON-EXECUTIVE- INDEPENDENT DIRECTOR OF THE COMPANY

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Bhavnesh Kidarnath Sawhney (DIN: 00072194), who was appointed as an Additional Director in the capacity of an Independent Director with effect from February 14, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years till February 14, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the Company or Company secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By Order of the Board of Directors for
Graviss Hospitality Limited**

**Sd/-
Romil Ratra
CEO & Whole Time Director
DIN: 06948396
Date: 14th February, 2024**

NOTES

1. An Explanatory Statement pursuant to Section 102 & 110 of the Companies Act, 2013 in respect of all the business specified above is annexed hereto.
2. The Board vide resolution passed on Thursday, 14th February, 2024 has appointed Mr. Martinho Ferrao, FCS No. 6221, CP No. 5676 Practising Company Secretaries, as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, 23rd February, 2024, and whose e-mail IDs are registered with the Issuer/ RTA/ Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No.10.
4. Pursuant to the MCA Circulars, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members. For this purpose, the Company has engaged the services of M/s. Link Intime India Private Limited (Intime) for facilitating e-voting to enable the Members to cast their votes electronically.
6. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.gravisshospitality.com, websites of the Stock Exchange i.e. The BSE Limited (BSE) at www.bseindia.com and on the Link Intime website at <https://www.linkintime.co.in/>.
7. All the material documents referred in the Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on investors.relations@gravissgroup.com. Members who wish to inspect the documents are requested to send an email to investors.relations@gravissgroup.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
8. The Notice is being sent to all the Members, whose names appeared in the Register of Members/ Record of Depositories on Friday, February 23, 2024. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on that date. A person who is not a member as on the cut-off should treat this Notice of Postal Ballot for information purpose only.
9. The voting period commences on **Saturday 02nd March, 2024 (9:00 A.M. IST) and end on Monday, 01st April, 2024 (5.00 P.M. IST)**. The e-Voting module will be disabled by Link Intime for voting thereafter.
10. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at investors.relations@gravissgroup.com and at rnt.helpdesk@linkintime.co.in along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport etc.) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register/ update their email addresses with relevant depository participants. In case of any queries/ difficulties in registering the e-mail address, Members may write to investors.relations@gravissgroup.com and rnt.helpdesk@linkintime.co.in.
11. The Scrutinizer will submit his report after completion of the scrutiny, addressed to the Chairman on or before Wednesday, April 03, 2024. The Chairman will or in his absence any other person so authorized by him will announce the result of voting by postal ballot on or before Wednesday, April

03, 2024. The results of the Postal Ballot along with the scrutinizer's report will be displayed on the website of the Company besides being communicated to the stock exchanges on which the shares of the Company are listed.

12. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

13. 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 vide postal ballot, by electronic means.
- (b) The Company has engaged the services of Link Intime India Private Limited ("Intime") to provide the remote e-voting facility on InstaVote.
- (c) The Company has appointed Mr. Martinho Ferrao, (holding membership no. FCS 6221), Proprietor of M/s. Martinho Ferrao & Associates, Practicing Company Secretaries, to act as the Scrutinizer and to scrutinize the entire e-voting process in a fair and transparent manner.

Cut – Off date [for determining the Members entitled to vote on the resolutions set forth in this notice]	Friday, 23rd February, 2024	
Remote e-voting period [During this period, members of the Company as on the cut-off date may cast their vote by remote e-voting]	Commences from:	9:00 a.m. Saturday 02nd March, 2024
	End at	5.00 p.m., on Monday, 01st April, 2024 [Remote e-voting module shall be disabled for voting thereafter by Link Intime]
URL for remote e-voting :	www.instavote.linkintime.co.in	

REMOTE E-VOTING INSTRUCTIONS

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 shareholder	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. <p>User can visit the e-Services website of NSDL viz... https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and</p>

	<p>Password.</p> <p>After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period..</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <ul style="list-style-type: none"> • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> • Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. • After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. • If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. • Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is

	<p>in progress and also able to directly access the system of all e-Voting Service Providers</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Login method for Individual shareholders holding securities in physical form</p>	<p>A. Open the internet browser and launch the URL: https://instavote.linkintime.co.in</p> <p>B. 2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -:</p> <ol style="list-style-type: none"> 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. B. PAN: 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. c. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) t) <p>Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <p><i>*Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</i></p> <p><i>*Shareholders holding shares in NSDL form, shall provide ‘D’ above</i></p> <ul style="list-style-type: none"> ❖ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). ❖ Click “confirm” (Your password is now generated). <p>C. Click on ‘Login’ under ‘SHARE HOLDER’ tab</p> <p>D. 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</p> <p>Cast your vote electronically:</p>

	<p>a. After successful login, you will be able to see the notification for e-voting. Select ‘View’ 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 ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).</p> <p>d. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. 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.</p>
Guidelines for Institutional shareholders:	<ul style="list-style-type: none"> • Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at https://instavote.linkintime.co.in and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

HELPDESK

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

REMOTE E-VOTING : POINTS TO REMEMBER

➤ Individual Shareholders holding securities in Physical mode has forgotten the password:

- a) If an Individual Shareholders holding securities in Physical 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 ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
 - Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

- b) *In case shareholders are 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 minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.*
- c) 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
- **Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**
- a) 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 participant's website.
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- c) For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- d) During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTIONS 102
and 110 OF THE COMPANIES ACT, 2013**

Item No. 1 & 2:

The appointment of Mr. Gaurav Ghai has been recommended by the Company's Nomination & Remuneration Committee after a thorough evaluation of his body of work through the years. Mr. Gaurav Ghai has conceptualized many firsts: Mayfair Rooms, Mumbai's first stand-alone banquet rooms to offer 5-star facilities, Mumbai's first 5-star luxury boutique hotel, India's first internationally acclaimed terrace bar, the Dome, in 2002. Under his leadership, the Group continues its expansion in the hospitality business, through the development and management of real estate and luxury condos across India. His clear vision for our Company's future, his knowledge and understanding of its workings and the drive into new business verticals would be helpful in developing and executing strategies that would allow the Company to stay ahead of its peers. The Board also believes that the appointment of Mr. Gaurav Ghai as the Managing Director is in the best interest of the Company.

In terms of Section 196 of Companies Act, 2013, the approval of members by way of special resolution is sought for appointment of Mr. Gaurav Ghai, as a Managing Director and Key Managerial Personnel for a period of five (5) years. Additional information in respect of Mr. Gaurav Ghai, pursuant to Regulation 36 of SEBI LODR and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), is given at Annexure A to this Notice.

The key terms and conditions of appointment including remuneration of Mr. Gaurav Ghai are given below:

A. Tenure of appointment:

The appointment as Managing Director is for a period of five (5) years with effect from February 14, 2024 upto February 14, 2029. Mr. Gaurav Ghai is not liable to retire by rotation.

B. Remuneration:

1. Mr. Gaurav Ghai shall not be entitled to sitting fees for attending Meetings of Board of Directors or committees thereof;
2. Salary not exceeding Rs.30 Lacs per annum with authority granted to the Board of Directors (hereinafter referred to as "the Board" which term shall include a Committee of Directors) to determine the salary and grant increases from time to time within the aforesaid limit
3. Perquisites: He will be entitled to perquisites, allowances, benefits, facilities and amenities (collectively "allowances & perquisites") such as rent free furnished residential accommodation or house rent allowance in lieu thereof, maintenance of such accommodation, gas, electricity & power, water, furnishings, utility allowance, medical reimbursement, foreign travel, leave travel assistance/allowance, membership fees for clubs, hospitalization and accident insurance, security at residence and any other "allowances & perquisites" as per the policy/rules of the Company in force and/or as may be approved by the Board of Directors from time to time. Allowances & Perquisites to be valued as per the Income-tax rules, wherever applicable and at actual cost to the Company in other cases
4. In addition to the above, he will also be entitled to the following benefits as per policy/rules of the Company in force or as may be approved by the Board of directors from time to time:
 - a. Company maintained car(s) with driver(s);
 - b. Mobile & WiFi;
 - c. Company's contribution to the Provident Fund and Superannuation Fund;
 - d. Payment of gratuity and other retirement benefits and

- e. Encashment of leave
5. Performance based incentive/commission: Amount not exceeding 50% of the total salary and perquisites
6. The total remuneration including salary, allowances, perquisites and commission shall not exceed the limits specified in Section 197 of the Companies Act, 2013 read with Schedule V thereto
7. Subject to superintendence, control and direction of the Board and Managing Director, he shall perform such duties and functions as would be commensurate with his position as Managing Director of the Company and as may be delegated to him from time to time
8. The Company or he shall be entitled to terminate his appointment by giving 12 months' notice in writing or such shorter notice as may be mutually agreed between him and Company

Notwithstanding anything contained herein, where in any financial year during the currency of tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary and perquisites specified above, subject to requisite approval, if any, as may be required under the Act and rules made thereunder. The Company has received all statutory disclosures / declarations from Mr. Gaurav Ghai, including consent in writing to act as director and intimation that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013. Further, the Company has also received a notice under Section 160 of the Act from a member, proposing Mr. Gaurav Ghai's candidature to the office of Director. In compliance with the provisions of Sections 152, 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, read with rules framed thereunder and applicable provisions of SEBI LODR, the terms and conditions of appointment including remuneration of Mr. Gaurav Ghai as Managing Director as specified above are now being placed before the members of the Company for their approval.

The Board recommends the Ordinary & Special Resolutions set out in Item No. 1 and 2 respectively of this notice for your approval. Except Mr. Gaurav Ghai himself and his relatives none of the other Directors, Key Managerial Personnel and their relatives may be deemed to be concerned or interested in the resolution.

Item No. 3:

The Nomination & Remuneration Committee at its Meeting held on 14th February, 2024 has recommended to the Board appointment of Mr. Bhavnesh Kidarnath Sawhney (DIN: 00072194), as Non-Executive Independent Director for a term of 5 years commencing from 14th February, 2024 to 14th February, 2029. Based on the above, the Board has approved the appointment of Mr. Bhavnesh Kidarnath Sawhney, as an additional director in the designation of Non- Executive Independent Director, to hold office for a term of five consecutive years commencing from 14th February, 2024 to 14th February, 2029, without being liable to retire by rotation. The Company has received a notice in writing pursuant to section 160 of the Companies Act, 2013 from a Member proposing the candidacy of Mr. Bhavnesh Kidarnath Sawhney, for his appointment to the office of Independent Director. Mr. Bhavnesh Kidarnath Sawhney has given his consent to act as a Director of the Company and a declaration to the Board that he meets the criteria of independence as provided in section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. In terms of proviso to subsection (5) of section 152, the Board of Directors is of the opinion that Mr. Bhavnesh Kidarnath Sawhney, fulfils the conditions specified in the Act for appointment as an Independent Director and in their opinion he is Independent of the Management. Mr. Bhavnesh Kidarnath Sawhney is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013, as amended from time to time.

The Board recommends the Special Resolution for appointment of Mr. Bhavnesh Kidarnath Sawhney at Item No. 3 of this notice for your approval. None of the Directors, Key Managerial Personnel and their relatives except Mr. Bhavnesh Kidarnath Sawhney himself and his relatives may be deemed to be concerned or interested in the resolution.

**By Order of the Board of Directors for,
Graviss Hospitality Limited,**

Sd/-

Romil Ratra

CEO & Whole Time Director

DIN: 06948396

Date: 14th February, 2024

DETAILS OF DIRECTOR SEEKING APPOINTMENT

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on the General Meetings (“SS-2”)

Name of the Director	Mr. Gaurav Ghai	Mr. Bhavnesh Kidarnath Sawhney
Director Identification Number (DIN)	00074857	00072194
Date of Birth	15.06.1969	10.08.1970
Age in Years	55	54
Date of Appointment	14.02.2024	14.02.2024
Date of first appointment on the Board	01.04.1996	14.02.2024
A brief resume of the director	<p>The third generation entrepreneur of the Ghai family, Mr. Gaurav Ghai started his first business venture while still a student at the Sydenham College of Commerce and Economics. After taking charge of the family business in 1999, he has successfully expanded the Group’s operations pan India, the SAARC region and across the Middle East.</p> <p>His vision of creating a professionally managed global conglomerate with traditional values of the 70-year-old family business led to the group being rebranded as the Graviss Group in 2001.</p> <p>Under his leadership, the Graviss group has expanded the Baskin Robbins franchise across India and SAARC region, the Group’s International foods, dairy and ice cream business is now sold in 11 countries across the Middle East Region, and will soon be launched in the UK and EU markets.</p> <p>He conceptualized many firsts: Mayfair Rooms, Mumbai’s first stand-alone banquet rooms to offer 5-star facilities, Mumbai’s first 5-star luxury boutique hotel, India’s first internationally acclaimed terrace bar, the Dome, in 2002. Under his leadership, the Group continues its expansion in the hospitality business, through the development and management of real estate and luxury condos across India.</p>	<p>Mr. Bhavnesh Sawhney is the co-founder of FB Celebrations Private Limited. He holds Bachelors in Commerce from Sydenham College of Commerce and Economics, Mumbai. He is an experienced Director with a demonstrated history of working in the events services industry. He is skilled in Communication, Wedding Planning, Event Management, Art Direction, Management, and Import Export. Be it his gentle demeanor or his detail-oriented, incredible planning; he has an innate ability to dot his i’s and cross the t’s whilst exuding an enviable calm. He currently sits on the Board of FB Celebrations Private Limited.</p>
Nature of Expertise in	Business and Management	Event Management

specific functional area		
Number of Equity Shares held in the Company	39,37,286	NIL
Board Meetings attended from the date of appointment until date of postal ballot	0	0
Names of other listed entities in which the person holds the directorship	NIL	NIL
Chairmanships of Committees in other Companies	NIL	NIL
Memberships of Committees in other Companies	NIL	NIL
Listed entities from which the person has resigned in the past three years	NIL	NIL
Relationships between the Directors of the Companies inter-se	Mr. Gaurav Ghai is the son of Mr. Ravi Iqbal Ghai, the Non-Executive Non Independent Chairman of the Company	NIL
Terms and conditions of appointment / reappointment along with details of remuneration sought to be paid and remuneration last drawn by such person.	As stated in the Explanatory Statement Annexed to this Notice	Appointment as an Independent Director for a period of 5 years commencing from 14 th February, 2024 to 14 th February, 2029. She shall be entitled to payment of Sitting Fees for attending Board Meetings as per Nomination & Remuneration Policy of the Company read with the provisions of the Act.
Details of remuneration last drawn from the Company	NIL	NIL
Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements as per SS-2	The Board of Directors of the Company (“Board”) is of the opinion that Mr. Gaurav Ghai is a person of integrity, and considering his extensive knowledge and rich experience with the Group in all matters of the Business his appointment is in the interest of the Company.	The Board of Directors of the Company (“Board”) is of the opinion that Mr. Bhavnesh Sawney is a person of integrity, and considering his qualifications, diverse knowledge, and rich experience in the matters of Event Management and related activities, his appointment is in the interest of the Company.