



GRAVISS HOSPITALITY LIMITED
Registered Office: Dairy Tops, J-177, MIDC, Bhosari, Pune,
Maharashtra – 411 026;
Tel: 020- 30681115/1118
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 set out below is proposed to be passed by the Members of Graviss Hospitality Limited (“the Company”) by means of Postal Ballot through remote e-voting only pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for, inter-alia, conducting postal ballot through e-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021 and 20/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December, 2021, respectively issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), Secretarial Standard - 2 (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any.

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.

In accordance with the MCA Circulars and pursuant to Section 110 of the Act and the Rules made thereunder, the Company will send Postal Ballot Notice only by email to all Members who have registered their email addresses with the Company / Link Intime India Private Limited (‘Intime’), the Registrar and Share Transfer Agent of the Company (‘RTA’) or Depository / Depository Participants and whose name appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, February 11, 2022 (“cut-off date”). The communication of assent / dissent of the Members will only take place through the remote e-voting system. In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company have appointed Mr. Martinho Ferrao, Company Secretary (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 Monday, February 21, 2022 (9:00 A.M. IST) and end on Tuesday, March 22, 2022 (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 Tuesday, March 22, 2022.

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 counter sign the same. The result of the postal ballot will be announced on or before **Thursday, March 24, 2022**. 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 “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. RAVI GHAI (DIN 00074612) AS A NON-EXECUTIVE NON INDEPENDENT DIRECTOR:

“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), who was appointed as an Additional Director of the Company in the Board Meeting held on 14th February, 2022, be and is hereby appointed as a Director (Non-Executive and Non-Independent), on the Board of Directors of the Company w. e. f. 1st January, 2022.

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 and shall preside as Chairman over all meetings unless decided otherwise at any subsequent meetings.

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 Monday 14th February, 2022 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 11th February 2022, 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. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the 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 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 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, 11th February, 2022. 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 **Monday, February 21, 2022 (9:00 A.M. IST) and end on Tuesday, March 22, 2022(5.00 P.M. IST)**. The e-Voting module will be disabled by 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 Thursday, 24th March, 2022. 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 Thursday, 24th March, 2022. 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, 11 th February, 2022	
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. Monday, 21 st February, 2022
	End at	5.00 p.m., Tuesday, 22 nd March, 2022 [Remote e-voting module shall be disabled for voting thereafter by Intime]
URL for remote e-voting :	www.instavote.linkintime.co.in	

REMOTE E-VOTING INSTRUCTIONS

Remote e-Voting Instructions for shareholders:

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:

1. Individual Shareholders holding securities in demat mode with NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.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 Password. 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.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.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.

2. Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in 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, user will be provided links for the respective ESP i.e. LINKINTIME. Click on

LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 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.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details:

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A. User ID: Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.

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)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders/ members holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

▶ 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 t least one numeral, at least one alphabet a

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. 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).

4. 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.

Guidelines for Institutional shareholders:

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 for 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.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43.

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

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”.

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 minimum 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

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.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

By Order of the Board of Directors

Sd/-

Romil Ratra

CEO & Whole Time Director

DIN: 06948396

Date: 14th February, 2022

EXPLANATORY STATEMENT

Item No. 1:

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 (DIN 00074612) was appointed as Non-Executive Director of the Company eligible to retire by rotation in the Board Meeting held on 14th February, 2022, w. e. f. 1st January, 2022 subject to approval of members. A Graduate from the School of Hotel Administration, Cornell University USA, Mr. Ravi Ghai moved to Mumbai in 1967 to manage the family businesses. In 1979, he expanded the Kwality ice cream business through a franchise network in India and the Middle East. He continued to build the organization in keeping with the core values of the family heritage and vision. In 1994 Graviss entered into a joint venture with the principles of India's first QSR brand, Baskin Robbins and Rich Food Corporation, a world leader in non-dairy whip toppings and other food products. Under his leadership, the Nataraj Hotel in Mumbai was reconstructed in 1999 into the Iconic InterContinental Marine Drive, a landmark in Marine Drive, Mumbai.

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. Apart from being an avid Golfer, he is a passionate horse racing enthusiast and has served as the chairman of the Stewards at the Royal Western India Turf Club.

Mr. Ravi Ghai was a Director of our Company since 1997 and was appointed as Managing Director in 2007 and continued to serve till the year 2020. A brief resume of Mr. Ravi Ghai as required under the Companies Act forms part of this Notice. The Nomination and Remuneration Committee of the Board of Directors has recommended the appointment of Mr. Ravi Ghai as a "Non-Executive Director" of the Company, considering his rich experience, expertise and immense contribution in the growth of the Company over the past 2 decades. The Members are, therefore, requested to grant their approval by way of a Special Resolution through postal ballot for the appointment of Mr. Ravi Ghai [Director Identification Number (DIN): 00074612] as a 'Non-Executive Director' of the Company, eligible to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Special Resolution set forth in Item No. 1 for approval of the Members

**For and on behalf of the Board of Directors
Graviss Hospitality Limited**

Sd/-

Romil Ratra

CEO & Whole Time Director

DIN: 06948396

Date: 14th February, 2022

BRIEF RESUME OF DIRECTOR SEEKING APPOINTMENT AT THE POSTAL BALLOT MEETING

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mr. Ravi Ghai
Director Identification Number (DIN)	00074612
Date of Birth	24/04/1943
Age in Years	78
Date of Appointment	01/01/2022
Qualification	Graduate from the School of Hotel Administration, Cornell University USA
Nature of Expertise in specific functional area	Management
Number of Equity Shares held in the Company	23,16,345 (Twenty Three Lakh Sixteen Thousand Three Hundred and Forty Five)
Number of Board Meetings attended in the financial year 2021-2022	N.A.
Directorships Held in Other Companies	Graviss Food Solutions Private Limited Graviss Holdings Private Limited
Chairmanships of Committees in other Companies	Nil
Memberships of Committees in other Companies	Nil
Relationships between the Directors of the Companies inter-se	Nil
Terms and conditions of appointment / reappointment along with details of remunerations sought to be paid and remuneration last drawn by such person.	Entitled to payment of Sitting Fees for attending Board Meetings and Reimbursement of Expenses as incurred for the business purpose of the Company on actual basis