

# GRAVISS HOSPITALITY LTD.

2013 - 2014



## 53<sup>RD</sup> ANNUAL REPORT



# GRAVISS

HOSPITALITY

QUALITY • PASSION • INNOVATION

# GRAVISS HOSPITALITY LIMITED

## BOARD OF DIRECTORS

Ravi Ghai	: <i>Chairman &amp; Managing Director</i>
Gaurav Ghai	: <i>Joint Managing Director</i>
R.K.P. Shankardass	: <i>Director</i>
Dalip Sehgal	: <i>Director</i>
Mahendra V. Doshi	: <i>Director</i>
Harindra Singh	: <i>Director</i>
Gulshan Bijlani	: <i>Director</i>
Arun Todarwal	: <i>Director</i>

## COMPANY SECRETARY

Lajja Shah

## REGISTRAR & SHARE TRANSFER AGENTS

Link Intime India Private Limited,  
C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W),  
Mumbai-400 078.  
Phone No. 022-2596 3838 Fax No. 022-2596 2691

## BANKERS

Vijaya Bank  
Industrial Finance Branch, Excelsior Building, Fort, Mumbai-400 001

Axis Bank  
Ground floor, Aman Chambers, Opp. New Passport office,  
Veer Savarkar Marg, Prabhadevi, Mumbai-400 025

## AUDITORS

M/s. V. Sankar Aiyar & Co.  
Chartered Accountants

## REGISTERED OFFICE

"Dairy Tops" Plot No. J-177, MIDC, Bhosari, Pune-411 026  
Maharashtra  
Phone No. 020-30681102, Fax No. 020-30681139

## ADMINISTRATIVE OFFICE

254-C, Dr. Annie Besant Road, Worli, Mumbai-400 030  
Phone No. 022-4050 1111, Fax No. 022-2491 5555

## UNIT

Hotel Inter-Continental, Marine Drive, Mumbai-400 020  
Phone No. 022-3987 9999, Fax No. 022-3987 9600

## MAYFAIR BANQUETS

254-C, Dr. Annie Besant Road, Worli, Mumbai-400 030

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# GRAVISS HOSPITALITY LIMITED

## Notice

**NOTICE is hereby given that the 53<sup>rd</sup> Annual General Meeting of the members of GRAVISS HOSPITALITY LIMITED will be held on Wednesday, 25<sup>th</sup> June 2014, 12.00 Noon at Dairy Tops, Plot No. J-177, M.I.D.C., Bhosari, Pune- 411 026, Maharashtra to transact the following business:**

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet (Consolidated and Standalone) as at 31<sup>st</sup> March 2014 and Profit and Loss Account for the year ended on that date together with the schedules annexed thereto as well as the reports of the Board of Directors and Auditors' attached thereon.
2. To appoint a Director in place of Mr. Dalip Sehgal (DIN 00217255) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint, M/s. V. Sankar Aiyer & Co., Chartered Accountants (Firm Reg No.109208W) as statutory auditors of the Company and fix their remuneration.

### SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:  
"RESOLVED THAT pursuant to the provisions of Section 149,150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 Mr. Harindra Singh (holding DIN 00032181), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31<sup>st</sup> March 2019."
5. To consider and, if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:  
"RESOLVED THAT pursuant to the provisions of Section 149,150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 Mr. Mahendra V. Doshi (holding DIN 00123243), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31<sup>st</sup> March 2019."
6. To consider and, if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:  
"RESOLVED THAT pursuant to the provisions of Section 149,150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 Mr. R.K.P. Shankardass (holding DIN 00323991), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31<sup>st</sup> March 2019."
7. To consider and, if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:  
"RESOLVED THAT pursuant to the provisions of Section 149,150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 Mr. Gulshan Bijlani (holding DIN 01987683), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31<sup>st</sup> March 2019."

By Order of the Board

For **GRAVISS HOSPITALITY LIMITED**

**Lajja Shah**

*Company Secretary*

Dated: April 23, 2014

### Registered Office:

Dairy Tops, Plot No. J-177, M.I.D.C.  
Bhosari, Pune-411 026, MAHARASHTRA

### Notes:

- (a) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. THE PROXY FORM IS ENCLOSED.**
- (b) Members are requested to bring their copy of the Annual Report to the Meeting.
- (c) Members are requested to intimate changes in their addresses, if any, to the Company.
- (d) Members are requested to note that the Register of Members and the Share Transfer Books of the Company will be closed from Monday, June 16, 2014 to Wednesday, June 25, 2014 (both days inclusive).
- (e) As required under Clause 49 of the Listing Agreement particulars of director seeking appointment/re-appointment are annexed to this Notice below.
- (f) Relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company between 3.00 p.m. and 5.00 p.m. on all working days up-to the date of the Annual General Meeting.
- (g) The Directors would appreciate advance mailing of queries on accounts, if any, which the members may wish to raise so as to enable the Directors to keep the replies ready.
- (h) It is requested that the queries be mailed to Registrars and Share Transfer Agents:

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Link Intime India Private Limited

C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai-400 078.

Phone No. 022-2596 3838, Fax No. 022-2596 2691

- (i) Electronic copy of the Annual Report (including Notice of the 53<sup>rd</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form) for 2014 is being sent to all the members whose email-ID's are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For the members who have not registered their email address, physical copies of the Annual Report (alongwith Notice for the 53<sup>rd</sup> Annual General Meeting) for 2014 is being sent in the permitted mode.

- (j) Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-Voting facility as an alternate, for its shareholders to enable them to cast their votes electronically at the 53<sup>rd</sup> Annual General Meeting(AGM) through e-voting service provided by Central Depository Services(India) Limited. E-Voting is optional. The procedure and instructions for the same are as follows:

- Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- Now click on "Shareholders" tab to cast your votes
- Now, select the Electronic Voting Sequence Number - "EVSN" alongwith "Graviss Hospitality Limited" from the drop down menu and click on "SUBMIT"
- Now, fill up the following details in the appropriate boxes:

User-ID	For Members holding shares in Demat Form: (a) For NSDL:- 8 Character DP ID followed by 8 Digits Client ID (b) For CDSL:- 16 digits beneficiary ID For Members holding shares in Physical Form: • Folio Number registered with the Company
Password	Your Unique password is printed on the Attendance Slip
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department when prompted by the system while E voting

- After entering these details appropriately, click on "SUBMIT".
- Members holding shares in Physical form will then reach directly to the voting screen.
- Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
- For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Notice.
- On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
- Click on the Resolution File Link if you wish to view the entire Annual General Meeting Notice.
- After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- Corporate/Institutional Members (corporate/FIs/FILs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and the Scrutinizer's email id [manish.baldeva@mgconsulting.in](mailto:manish.baldeva@mgconsulting.in). The file scanned image of the Board Resolution should be in the naming format "Corporate name \_EVSN".
- If you wish to provide feedback on the e-voting system click on 'Suggestions'. In case you have any queries or issues regarding e-voting, please contact [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [lajja.shah@gravissgroup.com](mailto:lajja.shah@gravissgroup.com).
- The E-voting period commences on 22<sup>nd</sup> June 2014 (9.00 a.m.) and ends on 24<sup>th</sup> June 2014 (6.00 p.m.).
- Manish Ghia, Practising Company Secretary (Membership No. FCS 6252) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall within a period of 3 working days from the conclusion of the e-voting period unblock the votes and make the Scrutiniser's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizers Report shall be placed on the Company's website [www.gravissgroup.com](http://www.gravissgroup.com) within 2 days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

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

**Lajja Shah**  
Company Secretary

Dated: April 23, 2014

**Registered Office:**

Dairy Tops, Plot No. J-177, M.I.D.C. Bhosari, Pune-411 026, MAHARASHTRA

## Explanatory Statement in Respect of the Special Business

[Pursuant to section 102 of the Companies Act, 2013]

### ITEM No. 4:

Mr. Harindra Singh is a Non-Executive Independent Director of the Company. He joined the Board of Directors in April 2007.

Mr. Singh aged 53 years has Bachelor of Science in Chemistry, Diploma in Hotel Management and Diploma in Advertising and Public relations. He has over 25 years experience in the field of Marketing communication business solutions and event and Sport Marketing Management. He is promoter and Managing Director of Percept Advertising Limited. He does not hold by himself or for any other person on a beneficial basis any shares in the Company.

Mr. Singh retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Singh being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31<sup>st</sup> March 2019. A notice has been received from a member proposing Mr. Singh as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Singh fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder for his appointment as an Independent Director of the Company and is Independent of the management. Copy of the draft letter for appointment of Mr. Singh as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Board therefore recommends this resolution in relation to appointment of Mr. Singh as an Independent Director, for the approval by the shareholders of the Company.

### ITEM NO. 5:

Mr. Mahendra V. Doshi is a Non-Executive Independent Director of the Company. He joined the Board of Directors in September 2006.

Mr. Mahendra V. Doshi, aged 65 years has passed his Masters in Business Administration (MBA). He has over 36 years experience in the field of finance, capital market, business administration. He is currently the Chairman of LKP Group of Companies. He does not hold by himself or for any other person on a beneficial basis any shares in the Company.

Mr. Doshi retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Doshi being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31<sup>st</sup> March 2019. A notice has been received from a member proposing Mr. Doshi as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Doshi fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder for his appointment as an Independent Director of the Company and is Independent of the management. Copy of the draft letter for appointment of Mr. Doshi as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Board therefore recommends this resolution in relation to appointment of Mr. Doshi as an Independent Director, for the approval by the shareholders of the Company.

### ITEM NO. 6:

Mr. R.K.P. Shankardass is a Non-Executive Independent Director of the Company. He joined the Board of Directors in March 1980.

Mr. R.K.P. Shankardass aged 83 years has been associated with the Company since more than three decades. He is a lawyer practicing in Supreme Court. He has represented many matters involving courts outside India. Mr. R.K.P. Shankardass is on the Board of the following Company.

Mr. Shankardass retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Shankardass being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31<sup>st</sup> March 2019. A notice has been received from a member proposing Mr. Shankardass as a candidate for the office of Director of the Company.

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In the opinion of the Board, Mr. Shankardass fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder for his appointment as an Independent Director of the Company and is Independent of the management. Copy of the draft letter for appointment of Mr. Shankardass as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Board therefore recommends this resolution in relation to appointment of Mr. Shankardass as an Independent Director, for the approval by the shareholders of the Company.

### ITEM NO. 7:

Mr. Gulshan Bijlani is a Non-Executive Independent Director of the Company. He joined the Board of Directors in April 2007.

Mr. Bijlani aged 62 years has back ground of production of Motion Pictures and is associated with film production industry.

Mr. Bijlani retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Bijlani being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31<sup>st</sup> March 2019. A notice has been received from a member proposing Mr. Bijlani as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Bijlani fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder for his appointment as an Independent Director of the Company and is Independent of the management. Copy of the draft letter for appointment of Mr. Bijlani as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Board therefore recommends this resolution in relation to appointment of Mr. Bijlani as an Independent Director, for the approval by the shareholders of the Company.

## Details of the Directors seeking appointment/re-appointment at this Annual General Meeting

(In pursuance of Clause 49 of the Listing Agreement)

### Re-appointment of Mr. Dalip Sehgal (Item No.2)

Name of the Director	Mr. Dalip Sehgal
Date of Birth	27 <sup>th</sup> December, 1958
Date of Appointment	21 <sup>st</sup> October 2011
Areas of Expertise	Marketing, General Management
List of Other Public Companies incorporated in India, in which directorships held.	Graviss Hotels and Resorts Ltd Safari Industries (India) Ltd
List of Chairmanships/memberships of committees of the Board of other Public Companies incorporated in India in which Directorships held	NONE
No. of shares held in the Company prior to the appointment/re-appointment	NONE

By Order of the Board

For **GRAVISS HOSPITALITY LIMITED**

**Lajja Shah**

*Company Secretary*

Dated: April 23, 2014

### Registered Office:

Dairy Tops, Plot No. J-177, M.I.D.C.  
Bhosari, Pune-411 026, MAHARASHTRA

# GRAVISS HOSPITALITY LIMITED

## Directors' Report

### The Members of Graviss Hospitality Limited

Your Directors are pleased to present their 53<sup>rd</sup> Annual Report together with the Audited Financial Accounts for the year ended 31<sup>st</sup> March, 2014:

#### 1. SNAP SHOT OF FINANCIAL RESULTS: (Consolidated)

(Rs. in Lacs)

	For the year ended 31st March, 2014	For the year ended 31st March, 2013
Income	5,098	5,602
Profit before Interest & Depreciation	385	598
Interest	52	43
Depreciation	453	502
Profit before Taxation	(120)	53
Provision for Taxation		
Current tax	(1)	(200)
Deferred Tax Credit	15	45
Previous year	—	(13)
Profit for the year	(107)	(115)
Balance brought forward from last period	1,000	1,434
Balance carried forward	894	1,000

#### 2. OPERATIONAL PERFORMANCE:

During the financial year ended 31<sup>st</sup> March 2014, the total revenue was Rs. 5,098 Lacs as compared to Rs. 5,602 Lacs. The Net loss after tax stood at Rs.107 Lacs as against Loss of Rs. 115 Lacs during the previous year.

#### 3. DIVIDEND:

During the year under review, your company had not declared any Dividend for the financial year ended 31<sup>st</sup> March 2014.

#### 4. DIRECTORS:

Impending notification of Section 149 and other applicable provisions of the Companies Act, 2013, your Directors are seeking appointment of Mr. Harindra Singh, Mr. Mahindra V.Doshi, Mr. R.K.P. Shankardass and Mr. Gulshan Bijlani as Independent Directors for five consecutive years for a term upto 31<sup>st</sup> March 2019. Details of their proposal for appointment are mentioned in the explanatory statement under Section 102 of the Companies Act, 2013 of the Notice of the 53<sup>rd</sup> Annual General Meeting.

A brief resume of the Director reappointed at the ensuing Annual General Meeting, nature of expertise and name of companies in which he holds directorship and/or membership/chairmanship of the committees of the Board as stipulated under clause 49 of the Listing Agreement is annexed to the Notice forming part of the Annual Report.

#### 5. MANAGEMENT DISCUSSION AND ANALYSIS:

A separate report on the Management Discussion and Analysis is attached as a part of the Annual Report.

#### 6. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 217(2AA) of the Companies Act, 1956 the Directors confirm the following:

- In preparation of the accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2014 and of the Loss (Consolidated) of the Company for the year ended 31<sup>st</sup> March 2014;
- The Directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The Directors have prepared the annual accounts on a going concern basis.

#### 7. SUBSIDIARY COMPANIES:

In terms of the approval granted by your Directors vide circular resolution dated March 7, 2011 and in compliance with the circular issued by Ministry of Corporate Affairs on February 8, 2011, copies of the Balance Sheet, Profit and Loss account, Report of the Board of Directors and Auditors of Subsidiaries have not been attached with the Balance Sheet of the Company. The Annual Accounts and other related detailed information of the Company as well as of the subsidiary companies will be made available to the shareholders of the holding and subsidiary companies seeking such information at any point of time. The Annual accounts of the company as well as of the subsidiary companies will also be kept for inspection by any shareholders in the head office of the company and the subsidiary companies concerned.

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## 8. CONSOLIDATED FINANCIAL STATEMENTS:

Your Directors have pleasure in attaching the duly audited Consolidated Financial Statements of the holding company and all its subsidiaries as a part of the Annual Report and prepared in accordance with the Accounting Standards 21 issued by the Institute of Chartered Accountants of India and where applicable, Listing Agreement, as prescribed by the Securities Exchange Board of India.

## 9. FIXED DEPOSITS:

During the Year under review, your Company has not accepted or invited any deposits from public.

## 10. CORPORATE GOVERNANCE:

The Company has adopted the corporate governance policies which has set out the systems, process and policies vital to enable companies to compete globally in a sustained manner and let them flourish and grow. A separate report on Corporate Governance as stipulated under clause 49 of the Listing Agreement forms part of the Annual report. A Certificate from the auditors of the Company M/s V. Sankar Aiyar & Co., confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid clause 49 is annexed to this report.

## 11. CODE OF BUSINESS CONDUCT AND ETHICS:

As prescribed by the listing Agreement, the Board has adopted a "Code of Conduct" for the Board Members and Senior Management Personnel. During the year under review, all the Board members and the senior management personnel have complied with the Company's Code of Conduct. A declaration to this effect signed by the Joint Managing Director has been obtained.

## 12. LISTING:

The equity shares of your company are presently listed on Bombay Stock Exchange Limited and company has paid the listing fees for the financial year 2014-2015.

## 13. PARTICULARS OF EMPLOYEES:

During the year under review, None of the employees of the Company is covered under the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975.

## 14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information in accordance with the provisions of section 217(1)(e) of the Companies Act, 1956 read with companies (Disclosures of Particulars in the Report of the Board of Directors) Rules, 1988 regarding conservation of energy and technology is that the Company has entered, to avail international technology and expertise, into various strategic agreements with Inter-Continental Hotels Corporation, USA (IHC) and its affiliates. As a part of these agreements, IHC and its affiliates are required to provide technical services, marketing reservation and system support to the Company for its Hotel situated at Marine Drive-Mumbai.

### FOREIGN EXCHANGE EARNING AND OUTGO:

(Rs. in Lacs)

Particulars	Current Year 2013-2014	Previous year 2012-2013
CIF Value of Imports	91	19
Expenditure in Foreign Currency	279	356
Earnings in Foreign Exchange	1356	1636

## 15. RELATED PARTY DISCLOSURES:

The company has made disclosures in compliance with the Accounting Standards on Related Party Disclosures as required by clause 32 of the Listing Agreements with the stock exchanges.

## 16. AUDITORS:

At the Annual General Meeting, M/s. V. Sankar Aiyer & Co, Chartered Accountants who are the Statutory Auditors of the Company, will retire and being eligible, have offered themselves for re-appointment as the Company's auditors. In the terms of the provisions of Section 224(1)(B) of the Companies Act, 1956, the Company has obtained a written confirmation from M/s. V. Sankar Aiyer & Co that their re-appointment, if made, at the ensuing Annual General Meeting, would be in conformity within the limits specified in the Section.

## 17. ACKNOWLEDGEMENTS:

Your Directors wish to place on record their appreciation for the continued support and co-operation of the shareholders, banks, various regulatory authorities and central and state government officials, vendors, customers and for valuable contributions made by the employees of the company.

For and on behalf of the Board of Directors

Mumbai  
Dated: April 23, 2014

**DALIP SEHGAL**  
Director

**GAURAV GHAI**  
Joint Managing Director



## Report on Corporate Governance

In accordance with clause 49 of the Listing Agreement and some of the best practices of Corporate Governance, the report containing the details of governance systems and processes at Graviss Hospitality Limited is as under:

### 1. Philosophy:

The Company's policy on Corporate Governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of its operations and in all interaction with stakeholders, including shareholders, employees, the government, lenders and society. The Company believes that all its operations and actions must serve the underlying goal of enhancing long term shareholder value.

### 2. Board of Directors

#### (i) Composition of the Board

The Board of Directors provides strategic directions and thrust to the operations of the Company. Currently the total strength of the Board is Eight Directors. The Board has an executive chairman and the number of Non-Executive Independent Director is more than one-half of the total number of Directors. None of the Directors on the Board is a member on more than ten committees and chairman of more than five committees (as specified in clause-49) across all the companies in which he is a Director. Hence the Company complies with the listing agreement norms for Composition of Board of Directors.

The composition of the Board and other relevant details relating to the Directors are as under:

Name of the Directors	Designation	Category	No. of Other Directorships*	No. of Other Committee Memberships #	
				Chairman	Member
Mr. Ravi Ghai	Chairman & Managing Director	Promoter, Executive, Non-Independent	1	—	0
Mr. Gaurav Ghai	Joint Managing Director	Promoter, Executive, Non-Independent	—	1	0
Mr. Mahendra Doshi	Director	Non-Executive, Independent	6	3	7
Mr. R.K.P. Shankardass	Director	Non-Executive, Independent	—	—	1
Mr. Harindra Singh	Director	Non-Executive, Independent	1	1	2
Mr. Gulshan Bijlani	Director	Non-Executive, Independent	—	1	2
Mr. Arun Tadarwal	Director	Non-Executive, Non Independent	7	1	8
Mr. Dalip Sehgal	Director	Non-Executive, Non Independent	2	—	1

*Note: Directorships in Private and Foreign Companies are excluded # Memberships of only Audit Committee, Share Transfer and Investor Grievances Committee have been considered)*

#### (ii) Board Meetings and attendance of each Director at Board Meeting and at last Annual General Meeting:

During the year under review, the Board of Directors met Four times during the year viz. 25<sup>th</sup> April, 2013, 31<sup>st</sup> July, 2013, 30<sup>th</sup> October, 2013 and 23<sup>rd</sup> January, 2014. The maximum gap between any two consecutive meetings did not exceed four months. The last Annual General Meeting of the Company was held on 28<sup>th</sup> June, 2013. The details of attendance of Directors in Board Meetings and last Annual General Meeting are as follows:

Name of the Director	No. of Board Meetings Attended	Attendance at Last Annual General Meeting
Mr. Ravi Ghai	2	Absent
Mr. Gaurav Ghai	2	Absent
Mr. Harindra Singh	1	Absent
Mr. Mahendra V. Doshi	4	Present
Mr. R.K.P. Shankardass	1	Absent
Mr. Dalip Sehgal	4	Present
Mr. Gulshan Bijlani	2	Absent
Mr. Arun Tadarwal	4	Absent

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## **(iii) Code of Conduct:**

The Board has laid down the Code of Conduct for all Board members and Senior Management of the Company and the same is posted on the website of the Company. A Certificate from Mr. Gaurav Ghai, Jt. Managing Director with regard to the compliance of code of conduct by the Board members and the senior management for the year ended 31<sup>st</sup> March, 2014 is enclosed and forms part of this report.

## **(iv) Directors seeking re-appointment:**

Mr. Dalip Sehgal, Director of the company shall retire by rotation at the ensuing Annual General meeting and are eligible for re-appointment.

## **(v) Other Provisions:**

The Company confirms that it did not have any material pecuniary relationship or transaction with any Non Executive Director during the year under review, except for the payment of sitting fees made to them for attending the Board and/or Committee meetings.

The information as required under Annexure I to Clause 49 of the Listing Agreement is being made available to the Board. The Board periodically reviews the Compliance report submitted by the Managing Director regarding compliance with the various laws applicable to the company.

## **3. Board Committees**

### **(i) Audit Committee**

The composition of Audit Committee as on 31<sup>st</sup> March, 2014, is as follows:

Mr. Mahendra V Doshi (Chairman), Mr. Gulshan Bijlani, Mr. RKP Shankardass, Mr. Harindra Singh, Mr. Arun Tadarwal, Mr. Dalip sehgal

Two third of the total strength of the Audit Committee are Independent Directors. Statutory Auditors, Internal Auditors and CFO attend the meetings of the Committee on invitation of the Chairman. The Company Secretary acts as the Secretary of the Committee. All the members are financially literate and possess necessary expertise in finance or accounting or any other comparable experience or background.

The Company has complied with the requirements of clause 49(II) (A) as regards composition of Audit Committee.

The Audit Committee reviews the financial statements and recommends its suggestions to the Board. It reviews the reports of the Statutory and Internal Auditors and also discusses its suggestions with them.

During the year under review, the Audit Committee met four times on 25<sup>th</sup> April, 2013, 31<sup>st</sup> July, 2013, 30<sup>th</sup> October, 2013 and 23<sup>rd</sup> January, 2014 with a gap of not more than four months. The details of the meetings attended by the Members are given below:

Name of the Members	Category	No. of Meetings Attended
Mr. Mahendra Doshi	Non Executive, Independent Chairman	4
Mr. Gulshan Bijlani	Non Executive, Independent	2
Mr. RKP Shankardass	Non Executive, Independent	1
Mr. Harindra Singh	Non Executive, Independent	2
Mr. Arun Tadarwal	Non Executive, Non Independent	4
Mr. Dalip Sehgal	Non Executive, Non Independent	4

The terms of reference of the Audit Committee has been approved at the Board Meeting held on 22<sup>nd</sup> January 2001. It provided for adequate powers and has access of all the information required and performing all the functions which are in accordance with Clauses 49(II) (C) and (D) of the Listing Agreement:

### **(ii) Share Transfer and Shareholders'/Investors' Grievance Committee**

The Share Transfer and Investor Grievance Committee deals with the matters relating to the transfer/transmission of shares and monitor the redressal of the investors complaints relating to non-receipt of dividends, non-receipt of annual accounts etc. The Committee comprises of three members with all the members as independent directors viz. Mr. Gulshan Bijlani, Chairman, Mr. Harindra Singh, Member and Mr. Mahendra Doshi, Member. The Committee meets at frequent intervals to consider requests for share transfer or to consider shareholders' queries/complaints:

The Meetings of the Committee were held on the following dates:

30.4.2013, 31.05.2013, 30.6.2013, 31.7.2013, 31.08.2013, 30.9.2013, 31.10.2013, 30.11.2013, 31.12.2013, 31.01.2014, 28.02.2014 and 31.3.2014.