

GRAVISS HOSPITALITY LIMITED

BOARD OF DIRECTORS

| | |
|--------------------|--|
| Ravi Ghai | : <i>Chairman & 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> |
| Tina Pardal | : <i>Director - Resigned w.e.f. 04/11/2016</i> |
| Mala Tadarwal | : <i>Additional Director - w.e.f. 04/11/2016</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

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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CIN: L55101PN1959PLC012761

Notice

NOTICE is hereby given that the 55th Annual General Meeting of the members of GRAVISS HOSPITALITY LIMITED will be held on Friday, 29th July 2016, 12.30 p.m. at the registered office of the Company, 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 Audited Balance Sheet (Consolidated and Standalone) as at 31st March 2016 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 consider and if thought fit, to pass, with or without modifications, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or amendments or re-enactments thereof for the time being in force), Messrs. V. Sankar Aiyer & Co. Chartered Accountants (Firm Registration No. 109208W), be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (subject to ratification of such appointment by the Members at every Annual General Meeting) till the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

SPECIAL BUSINESS:

4. **Appointment of Ms. Mala Tadarwal (DIN: 06933515) as a Woman Non Independent Director of the Company as Ordinary Resolution:**

"RESOLVED THAT Ms. Mala Tadarwal (DIN: 06933515) who was appointed as an Additional Director of the Company with effect from 4th November, 2015 by the Board of Directors and who holds office upto the date of this Annual General Meeting under Section 161 of the Companies Act, 2013 ("the Act") but who is eligible for appointment and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as Non Independent Woman Director of the Company, liable to retire by rotation."

5. **Approval of transactions with Graviss Holdings Private Limited (GHPL) of the Company As a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Clause 23(4) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015 hereinafter referred to as "Listing Regulations" (including any statutory modifications or amendments or re-enactments thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded to the Board of Directors (including its Committee thereof), to enter into material contracts/arrangements/transactions in the normal course of business with Graviss Holdings Private Limited (GHPL) a 'Related Party' for a period of 3 years as defined under Section 2(76) of the Companies Act, 2013 and Clause 23(4) of the Listing Regulations, as set out under the Statement setting out the material facts annexed to this Notice dated 24th May 2016, on such terms and conditions as may be mutually agreed upon between the Company and GHPL.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, and to finalize the terms and conditions as may be considered necessary, expedient or desirable, in order to give effect to this Resolution."

6. **Approval for Re-Appointment of Mr. Ravi Ghai as Managing Director with the below mentioned terms:**

(i) Mr. Ravi Ghai being an Non Resident Indian (NRI):

"RESOLVED THAT pursuant to the provisions of Section 196 of the Companies Act, 2013 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of the shareholders be and is hereby accorded for continuation of Mr. Ravi Ghai (DIN:00074612) as Managing Director of the company who is an NRI (i.e. Non residential Indian)."

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(ii) **Mr. Ravi Ghai has attained the age of 70 years:**

"RESOLVED FURTHER THAT pursuant to sections 196, 197 and 203 of the Companies Act, 2013 read with Schedule V Part I (c) the consent of the Shareholders be and is hereby accorded for continuation of Mr. Ravi Ghai (DIN:00074612), Managing Director of the Company in spite of attaining the age of seventy years on 23rd April, 2013."

(iii) **Re-appointment for a further term of 5 Years from 1st April 2017 to 31st March 2022:**

"RESOLVED THAT pursuant to Section 196, 197 and all other applicable provisions of the Companies Act, 2013, read with Schedule V thereto of the Companies Act, 2013 (including any modification or re-enactment thereof for the time being in force), Mr. Ravi Iqbal Ghai (DIN. 00074612) who was already appointed as Managing Director of the Company be hereby re-appointed as Managing Director with effect from 1st April, 2017 to 31st March, 2022 for a period of 5 years for a total remuneration not exceeding Rs.84 Lacs per annum as mentioned below:

- A. Salary : not exceeding Rs. 84 lacs per annum
- B. Performance based incentive/commission: Amount not exceeding 50 % of the total salary and perquisites.
- C. Allowances and Perquisites: not exceeding Rs. 12 lacs per annum.
- D. The total remuneration including the salary, allowances, perquisites and commission shall not exceed the limits specified in Schedule V of the Companies Act, 2013."

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay Mr. Ravi Ghai, the remuneration by way of salary, perquisites, commission or any other allowances as specified above and in accordance with the limits specified under Schedule V under the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration."

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

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

Lajja Shah
Company Secretary

Dated: May 24, 2016

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, July 18, 2016 to Friday, July 29, 2016 (both days inclusive).
- (e) 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:

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 55th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form) for 2016 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 55th Annual General Meeting) for 2016 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 55th 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:

- i. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
- ii. Now click on "Shareholders" tab to cast your votes
- iii. Now, select the Electronic Voting Sequence Number - "EVSN" alongwith "Graviss Hospitality Limited" from the drop down menu and click on "SUBMIT"
- iv. 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 |

- v. After entering these details appropriately, click on "SUBMIT".
- vi. Members holding shares in Physical form will then reach directly to the voting screen.
- vii. 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.
- viii. 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.
- ix. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
- x. 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.
- xi. 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.

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- xii. Click on the Resolution File Link if you wish to view the entire Annual General Meeting Notice.
- xiii. 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.
- xiv. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xv. 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 and the Scrutinizer's email id mferraocs@yahoo.com The file scanned image of the Board Resolution should be in the naming format "Corporate name _EVSN".
- xvi. 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 or lajja.shah@gravissgroup.com.
- xvii. The E-voting period commences on 26th July 2015 (9.00 a.m.) and ends on 28th July 2015 (6.00 p.m.).
- xviii. Martinho Ferrao & Associates, Practising Company Secretary (CP no. 5676) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- xix. 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.
- xx. 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 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: May 24, 2016

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:

The Board of Directors appointed Ms. Mala Tadarwal (DIN: 06933515) as an Additional Director of the Company with effect from 4th November, 2015. Pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") Ms. Mala Tadarwal holds office of Director upto the ensuing Annual General Meeting and is eligible for appointment as a Director. The Company has received a notice pursuant to Section 160 of the Act, from a Member signifying her intention to propose the appointment of Ms. Mala Tadarwal as a Director of the Company.

Ms. Mala Tadarwal, Age 31 is a Chartered Accountant (C.A.) and also a partner in the Chartered Accountant Firm, Tadarwal & Tadarwal Associates and has immense knowledge in terms of Finance and Accounts.

Brief Profile of Ms. Mala Tadarwal is provided at the end of this Notice. The Board of Directors is confident that her vast knowledge and varied experience will be of great value to the Company and hence recommends the Resolution at Item No. 4 of this Notice for your approval.

None of the Directors or Key Managerial Personnel of the Company are concerned or interested, financially or otherwise, in this Resolution.

ITEM NO. 5:

In terms of Clause 23 of Listing Regulations and based on past trend, the transactions as described hereunder are likely to exceed 10% of the annual turnover of the Company as per the last audited financial statements of the Company and may exceed the materiality threshold as prescribed under Clause 23 of the Listing Regulations. Thus, in terms of Clause 23, these transactions would require the approval of the Members by way of a Special Resolution.

| Particulars | Information |
|---|--|
| Name of Related Party | Graviss Holdings Private Limited |
| Nature of relationship | Enterprise having substantial interest in the Company. |
| Name of Director(s) or Key Managerial Personnel who is related, if any | Mr. Ravi Ghai, Mr. Gaurav Ghai and Mr. Dalip Sehgal |
| Nature and particulars of transactions with Graviss Holdings Pvt. Ltd. ("RPTs") | <p>(1) Catering Services</p> <p>(2) Corporate Service & Brand use arrangement</p> |
| Material terms of the contracts/arrangements/transactions | <p>(1) Catering Services GHPL wants to appoint the Company as one of the caterer to provide catering services at the venue of GHPL situated at 254-C, Dr. Annie Besant Road, Worli, Mumbai – 400 030 for the functions organized by the clients (Customers) of GHPL at the said venue for a consideration mutually agreed to between the Company and GHPL.</p> <p>(2) Corporate Service & Brand use arrangement The Corporate Support Services provided by GHPL to the Company include assistance in updating the venue specifications, banqueting designing and suitable advice in developing locations and other related services in the areas of venue management support services from time to time as and when required. Further, GHPL also permits the Company an exclusive right to use the trademark "MAYFAIR" and its variants for expanding its hospitality business in various parts of India. GHPL further permits GHPL to use the said trade mark on its Letterheads and Signages</p> |
| Duration of these RPTs have been continued from the past | 10 years i.e. from the financial year 2006 |
| The value of each type of RPTs in last 2 years | <p>2015-16 - Rs. 788 lacs – Catering Services</p> <p>2015-16- Rs 95 lacs – Corporate Service & Brand usage</p> <p>2014-15 - Rs. 883 lacs – Catering Services</p> <p>2014-15- Rs 67 lacs – Corporate Service & Brand Usage</p> |
| Whether the transactions have been approved by the Audit Committee | Yes |

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The proposed RPTs are necessary, normal and incidental to business as also play a significant role in the Company's business operations and accordingly the Board recommends the Special Resolution set forth in Item No. 5 of the Notice for the approval of the Members in terms of Clause 23 of the Listing Regulations.

None of the Directors or Key Managerial Personnel of the Company except Mr.Ravi Ghai and Mr.Gaurav Ghai and Mr.Dalip Sehgal and their relatives are concerned or interested, financially or otherwise, in this Resolution.

ITEM No. 6:

Mr. Ravi Iqbal Ghai, Managing Director of the Company has become an NRI (Non Resident Indian). Further, as per the Companies Act, 2013, approval from members through Special resolution is required for continuation of his position as a Managing Director after becoming an NRI pursuant to Schedule V of the Companies Act, 2013. Your directors in their meeting held on 24th May 2016 have approved his continuation as Managing Director and recommended the above resolution for approval of the Shareholders as a Special Resolution.

As per the requirement of the Schedule V Part I (c) of the Companies Act, 2013 if a Managing Director has attained the age of 70 years then his appointment/continuation needs to be approved by a special resolution passed by the Company in General Meeting. Mr. Ravi Ghai, (DIN: 00074612) has attained the age of 70 years on 23rd April, 2013. Your directors in their meeting held on 24th May, 2016 have approved his continuation as Managing Director and recommended the above resolution for approval of the Shareholders as a Special Resolution.

Mr. Ravi Ghai, born in the year 1943 is known as one of the pioneers in the hotel industry in India. Mr. Ravi Ghai was appointed on the Board of Company in the year 1977 and is serving as Chairman and Managing Director since the last 2 decades. He is well-respected for his vast and varied experience in the field of Hospitality business. Mr. Ravi Ghai has played a lead role in formulating the Company's strategy and has also been actively involved in international collaborations.

The pre-dominant position which the Company occupies in the Hotel industry today is due to his very advanced and specialized knowledge in the field of Hospitality coupled with wide and varied experience in that field. The Directors consider it to be in the interest of the company to continue to avail the services of Mr. Ravi Ghai as its Managing Director.

The contents of the text of special resolution are self-explanatory in so far as terms and conditions of re-appointment are concerned and may be treated, for the purposes of section 196 and 197 of the Act, as an abstract of the contract between the Company and the Managing Director.

None of the Directors or Key Managerial Personnel of the Company except Mr.Ravi Ghai and Mr..Gaurav Ghai and their relatives are concerned or interested, financially or otherwise, in this Resolution.

GRAVISS HOSPITALITY LIMITED

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

| | | |
|--|--|--|
| Name of the Director | Dalip Sehgal | Mala Tadarwal |
| Date of Birth | 27/12/1958 | 03/05/1985 |
| Date of Appointment | 21/10/2011 | 04/11/2015 |
| Areas of Expertise | Marketing, General Management | Chartered Accountant |
| List of Other Public Companies incorporated in India, in which directorships held. | Graviss Hotels & Resorts Ltd. Safari Industries (India) Ltd. S H Kelkar & Company Ltd. | Graviss Hotels & Resorts Ltd. Welspun Suntex Ltd. Welspun Enterprises Ltd. Welspun Investments & Commercial Ltd. Sesa Mining Corporation Ltd. Sesa Resources Ltd. Talwandi Sabo Power Ltd. |
| List of Chairmanships/memberships of committees of the Board of other Public Companies incorporated in India in which Directorships held | None | None |
| No. of shares held in the Company prior to the appointment/re-appointment | None | None |

Re-appointment of Mr. Dalip Sehgal and appointment of Ms. Mala Tadarwal (Item No. 2 & 4)

By Order of the Board

For **GRAVISS HOSPITALITY LIMITED**

Lajja Shah
Company Secretary

Dated: May 24, 2016

Registered Office:

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

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Directors' Report

The Members of Graviss Hospitality Limited

The Directors have pleasure in presenting before you the Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2016.

(Rs. in Lacs)

| Particulars | For the year ended 31st March, 2016 | For the year ended 31st March, 2015 |
|---------------------------------------|--|--|
| Gross Income | 5,011 | 5,182 |
| Profit Before Interest & Depreciation | 267 | 459 |
| Finance Charges | 139 | 137 |
| Gross Profit | 128 | 322 |
| Provision for Depreciation | 470 | 573 |
| Net Profit Before Tax | (342) | (251) |
| Provision for Tax | 100 | — |
| Net Profit After Tax | (242) | (222) |
| Balance of Profit brought forward | 672 | 894 |
| Balance available for appropriation | — | — |
| Proposed Dividend on Equity Shares | — | — |
| Tax on Proposed Dividend | — | — |
| Transfer to General Reserve | 430 | 672 |

1. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

The Company is running Hospitality business through its Hotel viz. Intercontinental – Marine Drive (ICMD) & a Banquet popularly known as Mayfair Banquets and there is no change in the business activity or nature.

2. DIVIDEND:

Company has not declared any Dividend during the Financial year 2015-2016 under review.

3. BOARD MEETINGS:

The details of the number of Meetings of Board held during the financial year 2015-2016 forms part of the Corporate Governance Report.

4. DIRECTORS AND KEY MANAGEMENT PERSONNEL:

1. During the Financial year 2015-2016, the Board appointed Ms. Mala Tadarwal as Additional Director w.e.f. 4th November, 2015.
2. Mrs. Tina Pardal resigned from the Directorship of the Company w.e.f. 4th November, 2015.
3. Mr. Amit Jain – Chief Financial Officer (CFO) of the Company was appointed in place of Mr. Rajendra Agrawal who resigned as Chief Financial Officer (w.e.f. 12th August, 2015).

Disclosure U/s.149(10) on Appointment of Independent directors for the second term by way of special resolution:

None of the Directors are liable for re- appointment for the second term by way of special resolution during the year.

5. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 that the Independent Directors of the Company meet the criteria of their Independence laid down in Section 149(6).

(ANNEXURE I)

6. COMPOSITION OF AUDIT COMMITTEE:

The details of the composition of the audit Committee forms part of the Corporate Governance Report.

VIGIL MECHANISM:

Pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 and as per Clause 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 the Company has formulated policy on vigil mechanism as below to safeguard the interest of Directors and employees.

WHISTLE BLOWER:

The company has established mechanism for Directors / Employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of the code of conduct or ethics policy. It also provides for adequate safeguards against victimization of directors/employees who avail of the mechanism. The company affirms that no personnel has been denied access to the audit committee. The Company has formulated a Policy of Vigil Mechanism and has established a mechanism that any personnel may raise Reportable Matters within 60 days after becoming aware of the same. All suspected violations and Reportable Matters are reported to the Chairman of the Audit Committee The key directions/actions will be informed to the Managing Director of the Company.

7. DIRECTORS' RESPONSIBILITY STATEMENT:

In pursuance of section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

8. INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES:

The Company has made Loss of Rs. 342 Lacs before Tax during the year as against a loss of Rs. 251 Lacs last year.

INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY

M/s Graviss Hotels & Resorts Ltd.:

The Company has made Loss of Rs. 98.49 Lacs during the year against a loss of Rs. 12.45 Lacs last year.

M/s Graviss Catering Pvt. Ltd.:

The PBT of the Company is Rs. 3.77 Lacs during the year against Profit of Rs. 24.85 Lacs Last year.

M/s Hotel Kanakeshwar Pvt. Ltd.:

The Company has made Loss of Rs. 0.06 Lacs during the year against a loss of Rs. 0.06 Lacs last year.

Details of the Companies which have become / ceased to be its Subsidiary/ JV/ Associate Company.

N.A.

9. EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as a part of this Annual Report.

ANNEXURE – II

10. AUDITORS:

The Auditors, M/s V. Sankar Aiyar & Co, Chartered Accountants, Mumbai retire at the ensuing Annual General Meeting and, being eligible, offer themselves for reappointment from the conclusion of ensuing Annual General Meeting [AGM] till the conclusion of the next Annual General Meeting of the Company.

SECRETARIAL AUDIT:

Secretarial audit report as provided by M/s Martinho Ferrao & Associates, Practising Company Secretary is annexed to this Report as **ANNEXURE III**

11. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO (section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014):

(A) Conservation of energy and Technology Absorption:

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.

(B) Foreign exchange earnings and outgo

(Rs. in Lacs)

| Particulars | Current Year 2015-2016 | Previous year 2014-2015 |
|---------------------------------|---------------------------|----------------------------|
| CIF Value of Imports | 0.82 | 0.00 |
| Expenditure in Foreign Currency | 267 | 306 |
| Earnings in Foreign Exchange | 1,423 | 1,463 |

12. The Company has not accepted any deposits during the year.

DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS

Details about the adequacy of Internal Financial Controls with reference to the Financial Statements.