

GRAVISS HOSPITALITY LIMITED

2018-2019



58TH ANNUAL REPORT



GRAVISS

HOSPITALITY

QUALITY • PASSION • INNOVATION

GRAVISS HOSPITALITY LIMITED

(CIN: L55101PN1959PLC012761)

BOARD OF DIRECTORS

Mr. Ravi Ghai	: Chairman & Managing Director
Mr. Gaurav Ghai	: Joint Managing Director
Mr. Mahendra Doshi	: Director
Mr. Harindra Pal Singh	: Director
Mr. Gulshan Bijlani	: Director
Ms. Tina Pardal	: Director – Appointed w.e.f. 17th May, 2018

CHIEF FINANCIAL OFFICER

Mr. Farangilal Goyal – appointed w.e.f. 23rd October, 2018

COMPANY SECRETARY

Mrs. Kainaaz Bharucha

REGISTRAR & SHARE TRANSFER AGENTS

Link Intime India Private Limited
C-101, 247 Park, LBS Marg
Vikhroli (West), Mumbai 400 083
Contact No. 022-4918 6000, Fax: 022-4918 6060

BANKERS

Axis Bank
Ground Floor, Bengal Chemical, Veer Savarkar Marg
Prabhadevi, Mumbai - 400 030

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

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Notice to Members

NOTICE is hereby given that the 58th Annual General Meeting of the members of GRAVISS HOSPITALITY LIMITED will be held on Friday, 26th July, 2019 at 12:30 p.m. at the Registered Office of the Company at Dairy Tops, Plot No. J-177, M.I.D.C., Bhosari, Pune - 411 026, Maharashtra, India, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the Financial Year ended 31st March 2019, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Tina Parda (DIN: 07148874) who retires by rotation and being eligible, offers herself for re-appointment.
3. **To appoint Statutory Auditors.**

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, 142 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Audit and Auditors) Rules, 2014 ('the Rules'), including any statutory modification(s) or amendment(s) thereto or substitution(s) or reenactment(s) made thereof for the time being in force, pursuant to recommendation of the Board of Directors of the Company, M/s. A. T. Jain & Co., Chartered Accountants, Mumbai, Firm Registration No: 103886W, be and are hereby appointed as the Statutory Auditors of the Company to hold office for a period of five consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of 6th Annual General Meeting of the Company to be held in the year 2024, subject to ratification by Members at every Annual General Meeting, if so required by the Companies Act, 2013, on a remuneration that may be determined by the Audit Committee/ Board of Directors in consultation with the Auditors.

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

SPECIAL BUSINESS:

4. **Approval for transaction with Graviss Holdings Private Limited, Related Party.**

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

"RESOLVED THAT pursuant to the provisions of Sections 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with rules made thereunder ('the Rules'), including any statutory modification(s) or amendment(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force, and pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and pursuant to the approval of the Audit Committee and the Board of Directors of the Company vide their Resolutions dated 10th May, 2019, and subject to such other approvals, consents, permissions and sanctions of any authorities, as may be necessary, the approval of the Members be and is hereby accorded to enter into/proposed to be entered into contracts / arrangements /agreements/ transactions for management and technical support services with Graviss Holdings Private Limited, a 'Related Party' as defined under Section 2 (76) of the Companies Act, 2013 for transactions upto ` 13 crore per financial year starting from 1st April, 2019 for 3 (three) financial years, as per the terms and conditions mutually agreed from time to time and as set out in the Explanatory Statement annexed to the Notice convening this meeting, which are in the ordinary course of business of the Company and all the terms and conditions including pricing are at arm's length basis, in which Mr. Ravi Ghai and Mr. Gaurav Ghai, Directors of the Company, are interested.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, any Director and/ or the Company Secretary of the Company be and are hereby authorized, jointly and/or severally, to agree, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as they may deem fit and execute all agreements, addendum agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto, as the Board in its absolute discretion may deem fit."

5. **Approve the borrowing limit under Section 180(1)(c) of the Companies Act, 2013.**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in

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force), the Articles of Association of the Company and subject to such other approvals as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company ('the Board') to borrow any sum or sums of money, from time to time, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital and free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 100 Crores (Rupees One Hundred Crores only) or equivalent amount in any other foreign currency.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/ agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the above powers to a Committee constituted/to be constituted by the Board and/or any Member of such Committee/Board and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

6. **Approve the limits under Section 180 (1) (a) of the Companies Act, 2013.**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company ('the Board') to create such charges, mortgages and hypothecations in addition or supplemental to the existing charges, mortgages and hypothecations, if any, created by the Company, on its movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of Banks, Financial Institutions and any Lending Agencies or bodies/ Security Trustees/ Agents, for the purpose of securing any borrowing, loans and/or advances already obtained or that may be obtained, together with interest, all other costs, charges and expenses and other moneys payable by the Company to the concerned Lenders, up to a sum of Rs. 100 Crores (Rupees One Hundred Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments, agreements and writings as may be required and to delegate all or any of its powers herein conferred to a Committee constituted/to be constituted by the Board and/ or any Member of such Committee with power to the said Committee to sub-delegate its powers to any of its Members for the purpose of giving effect to the aforesaid Resolution."

7. **Approval of remuneration of Mr. Ravi Ghai, Managing Director in terms of Regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment:**

To consider and, if though fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V to the Companies Act, 2013, consent of the Members be and is hereby accorded for payment of remuneration to Mr. Ravi Ghai (DIN: 00074612), Managing Director at such terms and conditions as approved by Members in its Annual General Meeting held on 29th July, 2016, notwithstanding that the annual aggregate remuneration payable to Mr. Ravi Ghai, Managing Director and Mr. Gaurav Ghai, Joint Managing Director, exceeds 5% of the net profit of the Company as calculated under section 198 of the Companies Act in any year during the remaining tenure of his appointment.

RESOLVED FURTHER THAT all the existing terms and conditions of remuneration including salary, perquisites and commission as per ordinary resolution passed in Annual General Meeting held on 29th July, 2016, shall remain unchanged.

RESOLVED FURTHER THAT the approval of shareholders shall be valid only till the expiry of the existing term of Mr. Ravi Ghai, Managing Director.

RESOLVED FURTHER THAT the Board of Directors of the Company or the Company Secretary of the Company, be and are hereby severally authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

8. **Approval of remuneration of Mr. Gaurav Ghai, Joint Managing Director in terms of Regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment:**

To consider and, if though fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V to the Companies Act, 2013, consent of the Members be and is hereby accorded for payment of remuneration to Mr. Gaurav Ghai (DIN: 00074857), Joint Managing Director at such terms and conditions as approved by Members in its Annual General Meeting held on 28th July, 2017, notwithstanding that the annual aggregate remuneration payable to Mr. Ravi Ghai, Managing Director and Mr. Gaurav Ghai, Joint Managing Director, exceeds 5% of the net profit of the Company as calculated under section 198 of the Companies Act in any year during the remaining tenure of his appointment.

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RESOLVED FURTHER THAT all the existing terms and conditions of remuneration including salary, perquisites and commission as per ordinary resolution passed in Annual General Meeting held on 28th July, 2017, shall remain unchanged.

RESOLVED FURTHER THAT the approval of shareholders shall be valid only till the expiry of the existing term of Mr. Gaurav Ghai, Joint Managing Director.

RESOLVED FURTHER THAT the Board of Directors of the Company or the Company Secretary of the Company, be and are hereby severally authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

9. **To keep the Register and Index of Members at a place other than the Registered Office of the Company**

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

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 88, 92 and 94 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Rules made thereunder, the consent of the Members be and is hereby accorded to keep, maintain and preserve the Register of Members and Index of Members of the Company at the Office of the Company's Registrar and Share Transfer Agent, viz. Link Intime India Private Limited situated at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083 or any other place in accordance with the provisions of Section 94 of the Act.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. **Approval for fees to be charged for Service of documents under Section 20 of the Companies Act, 2013:**

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

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 read with applicable rules made thereunder including any statutory modification(s) or amendment(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force and subject to such other laws, Rules, Regulations, etc., as may be applicable, whereby a document may be served on any Member by the Company by sending it to him/her by post or by registered post or by speed post or by courier or by delivery at his/her office or address as recorded in the Register of Members maintained by the Company/Registrar and Share transfer agent or by such electronic or other mode as may be prescribed, the consent of the Members be and are hereby accorded to charge from the said Member(s), a fee in advance equivalent to the estimated actual expenses of delivery of the documents pursuant to any request made by the Member for delivery of such document to him/her through a particular mode of service mentioned above provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company."

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this Resolution and matters incidental thereto."

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

Place: Mumbai,
Dated: May 10, 2019

Gaurav Ghai
Joint Managing Director
(DIN: 00074857)

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

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Notes:

- (a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY MAY APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF/ HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- (b) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses forms a part of this Notice. The relevant details in respect of Item nos. 5 to 9, pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS -2) are annexed hereto.
- (c) All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during the business hours on all days except Saturdays, Sundays and Public Holidays, between 3.00 p.m. and 5.00 p.m. up to and including the date of the Annual General Meeting.
- (d) The Register of Members and Share Transfer Books of the Company will remain closed from 16th July, 2019 to 26th July, 2019, (both days inclusive) for determining the names of members eligible for dividend on Equity Shares if declared at the Meeting.
- (e) Members holding shares in physical form are requested to lodge Share Transfer documents and all other correspondences and queries relating to Share Transfer, Share Certificates, Change of Address etc., to the Company's Registrar and Transfer Agent ("RTA") i.e. Link Intime India Private Limited having its office at C-101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai - 400 083. The Securities and Exchange Board of India (SEBI) has made it mandatory, hence members are requested to furnish self-attested copy of their PAN card, at the time of submitting the physical share certificate(s) for transfer, transmission, deletion or any other request to the Company.
- (f) SEBI has made it mandatory for every participant in the securities / capital market to furnish the details of Income tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details of PAN along with a photocopy of the PAN card, duly self attested, to the Registrar and Share Transfer Agents of the Company. The shareholders holding shares in electronic form are requested to register their PAN card with their respective Depository Participants.
- (g) Members, who still continue to hold shares in physical form, are requested to dematerialise their shares at the earliest and avail of the various benefits of dealing in securities in electronic / dematerialized form. The shareholders have the option to hold Company's shares in demat form through National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL).
- (h) Members holding shares in the electronic form are advised to inform any changes in address / bank mandate / Email ID directly to their respective Depository Participants.
- (i) Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with specimen signatures authorizing their representative(s) to attend and vote at the AGM.
- (j) Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries to the Chief Financial Officer or the Company Secretary of the Company at least seven days prior to the Meeting so that the required information can be made available at the Meeting.
- (k) Members attending the Meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of the hall.
- (l) In case of joint holders attending the Meeting, only such joint holder whose name is first in order of preference shall be entitled to vote.
- (m) As a measure of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are, therefore, requested to bring their copies of the Annual Report to the Meeting.
- (n) To support the 'Green Initiative', members who have not registered their email addresses are requested to register their Email Ids with the RTA, M/s. Link Intime India Private Limited for receiving the Annual Report and other communications through electronic mode pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time.
- (o) Route Map of venue of Annual General Meeting is annexed to the Notice
- (p) Electronic copy of the Annual Report 2018-19 is being sent to the members whose E-mail IDs are registered with the Company / Depository Participant(s) for communication purpose, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report 2018-19 are being sent in the permitted mode.

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Members may also note that the Notice of the 58th Annual General Meeting and the Annual Report 2019 will also be available on the Company's website www.gravishshospitality.com

- (q) Particulars of directors seeking appointment / re-appointment are annexed.
- (r) 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.

(s) **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 58th 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" along with "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.
- 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.

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- 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 investors.relations@gravissgroup.com.
- (t) The remote E-voting period commences on 23rd July, 2019 (9.00 a.m.) and ends on 25th July, 2019 (5.00 p.m.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th July, 2019 ('Cut off Date'), may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution has been cast by a shareholder, the same shall not be allowed to be changed subsequently or allowed to cast a vote again.
- (u) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 19th July, 2019. A Person, whose name is recorded in the register of beneficial owners maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of remote e-voting or voting at the Annual General Meeting. Mr. Martinho Ferrao, of M/s. Martinho Ferrao & Associates, Company Secretaries (CoP no. 5676) has been appointed as the Scrutinizer to scrutinize the e-voting process and voting at the AGM in a fair and transparent manner.
- (v) The Scrutinizer shall, after the conclusion of voting at the Annual General Meeting, would first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make and submit, not later than 3 (three) working days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (w) Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Annual General meeting but shall not be entitled to cast their vote again.
- (x) 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.gravishhospitality.com immediately after the declaration of Result by the Chairman or a person authorized by him in writing. The Results would be communicated to the BSE Limited and CDSL.

By Order of the Board

For **GRAVISS HOSPITALITY LIMITED**

Gaurav Ghai

Joint Managing Director

(DIN: 00074857)

Place: Mumbai,

Dated: May 10, 2019

Registered Office:

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

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Explanatory Statement in Respect of Items of Special Business

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

ITEM NO. 4:

The Company has entered into an agreements for Management and Technical Support Services with Graviss Holdings Private Limited, as per the terms and conditions mutually agreed from time to time, which are in the ordinary course of business of the company and terms and conditions including pricing are at arm's length basis and the same are reviewed by the Audit Committee on quarterly basis. The transactions entered into/proposed to be entered constitutes 'material' as per Related Party Transactions Policy of the Company and Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material Related Party Transactions require approval of the shareholders, in which the concerned related parties are required to abstain from voting.

The particulars of the transactions pursuant to para 3 of Explanation (1) to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

Name of the Related party	Name of the Director or Key Managerial personnel who is related	Nature of relationship	Particulars of the contract or arrangement	Nature, material terms, monetary value (Amt in ₹)	Any other information relevant or important for the members to make a decision on the proposed transaction
Graviss Holdings Private Limited (GHPL)	Mr. Ravi Ghai Mr. Gaurav Ghai	Directors in Graviss Holdings Private Limited	Management and Technical Support Services Arrangement	<p>The Management and Technical Support Services provided by GHPL to the Company include all matters relating to consultancy in relation to financial management, secretarial matters, legal counsel & advisory services and providing of management support services from time to time, as and when required. Further, GHPL shall also provide Technical Assistance in relation to areas of manufacturing of the Company's products and more specifically in the areas of Quality Control and Product Development.</p> <p>GHPL shall offer the aforesaid Services to the Company as per its requirement from time to time. Any travel, lodging and other expenses borne by GHPL for providing such services shall be reimbursed by the Company.</p> <p>In consideration to availing of Management and Technical Support services from GHPL, GHPL shall pay to GHPL a fee of 1.4% of the Net Turnover of GHPL. In addition to the Technical Support Service Fee payable in Operating year, on receipt of invoices provided by GHPL, GHPL shall reimburse such out-of-pocket expenses incurred by GHPL in carrying out the Management and Technical Support Services, which shall include payments to and charges of professional consultants, agencies, levies, taxes or any other fees paid by GHPL on behalf of GHPL.</p> <p>The abovementioned consideration shall be paid by GHPL to GHPL on a monthly basis within 15 days of the end of each month.</p>	The transaction is in Ordinary course of business of the Company and on arm's length Price basis

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The copy of respective documents entered/ to be entered containing broad terms and conditions are open for inspection during business hours between 11.00 a.m. to 1.00 pm on all days except Saturday(s), Sunday(s) and Public Holiday(s) at the Registered Office of the Company upto and including the date of Annual General Meeting and same is also available for inspection by members at the Annual General Meeting.

The Board is of the opinion that the aforesaid related party transactions are in the best interests of the Company.

The Board, therefore, recommends the Resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members.

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

ITEM NO. 5 & 6:

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence, it is proposed to increase the maximum borrowing limits up to Rs. 100.00 Crores (Rupees One Hundred Crores only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the Special Resolutions set out at Item Nos. 5 and 6 of the accompanying Notice.

ITEM NO. 7:

In terms of Regulation 17 (6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on May 9, 2018 ("Amended Listing Regulations"), the remuneration payable to Executive Directors who are promoters or member of promoter group, shall be subject to the approval of the shareholders by Special Resolution in General Meeting, if, the aggregate annual remuneration payable to such directors exceeds 5% of the net profits of the Company, as calculated under section 198 of the Act, where there is more than one such director.

The approval given by the shareholders shall be valid only till the expiry of the term of such Director.

Mr. Ravi Ghai (DIN: 00074612) was re-appointed as Managing Director for a term of five years effective from April 01, 2017 and his remuneration was also approved by the Members of the Company in their Annual General Meeting held on 29th July, 2016 by way of Ordinary Resolution. In order to comply with the requirement of Amended Listing Regulations and on recommendation of Board of Directors, approval of Members by way of Special Resolution is sought for paying him remuneration even if the annual aggregate remuneration payable to Mr. Ravi Ghai, Managing Director and Mr. Gaurav Ghai, Joint Managing Director, exceeds 5% of the net profit of the Company as calculated under section 198 of the Companies Act in any year during the remaining tenure of his appointment.

The Board of Directors recommended the resolution at Item No. 7 of the Notice for approval of Members by Special Resolution.

Mr. Ravi Ghai holds 33,24,791 (4.71%) equity shares in the Company.

Apart from Mr. Ravi Ghai, who is interested himself and Mr. Gaurav Ghai, Joint Managing Director and their relatives, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 8:

In terms of Regulation 17 (6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on May 9, 2018 ("Amended Listing Regulations"), the remuneration payable to Executive Directors who are promoters or member of promoter group, shall be subject to the approval of the shareholders by Special Resolution in General Meeting, if, the aggregate annual remuneration payable to such directors exceeds 5% of the net profits of the Company, as calculated under section 198 of the Act, where there is more than one such director.

The approval given by the shareholders shall be valid only till the expiry of the term of such Director.