

GRAVISS HOSPITALITY LIMITED

2023 - 2024



63RD ANNUAL REPORT



GRAVISS HOSPITALITY LIMITED

(CIN: L55101PN1959PLC012761)

BOARD OF DIRECTORS

| | |
|--------------------------|--|
| Mr. Ravi Ghai | : Additional Director and Chairman (Non-Executive and Non-Independent) (appointed w.e.f June 01, 2024) |
| Mr. Gaurav Ghai | : Managing Director (appointed w.e.f February 14, 2024) |
| Mr. Romil Ratra | : Chief Executive Officer and Whole-Time Director |
| Mrs. Usha Chandani | : Non-Executive and Independent Director (appointed w.e.f November 23, 2023) |
| Mr. Krishnakant Minawala | : Non-Executive and Independent Director (appointed w.e.f November 23, 2023) |
| Mr. Bhavnesh Sawhney | : Non-Executive and Independent Director (appointed w.e.f February 14, 2024) |

CHIEF EXECUTIVE OFFICER

Mr. Romil R. Ratra

CHIEF FINANCIAL OFFICER

Mr. Farangilal B. Goyal

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Jalpa H. Salvi

REGISTRAR & SHARE TRANSFER AGENT

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 Limited
Ground Floor, Bengal Chemical, Veer Savarkar Marg
Prabhadevi, Mumbai – 400 030

AUDITORS

M/s. A. T. Jain & Co.
Chartered Accountants
212, Rewa Chambers, 31, New Marine Lines
Mumbai – 400 020

SECRETARIAL AUDITORS

M/s. Ferrao MSR and Associates
Dhun Building, 23/25 Janmabhoomi Marg, Fort, Mumbai – 400 001

INTERNAL AUDITORS

M/s. V. Sankar Aiyar & Co.
Chartered Accountants
2-C, Court Chambers, 35, New Marine Lines, Mumbai – 400 020

REGISTERED OFFICE

Plot No. A4 & A5, Khandala MIDC, Phase II, Kesurdi
Khandala, Satara – 412 801
Phone No.: 8828831331

ADMINISTRATIVE OFFICE

Strand Cinema Building, 1st Floor, C. S. No. 506
Arthur Bunder Road, Colaba, Mumbai – 400 005
Phone No.: 022-6251 3131, Fax No.: 022-6251 3157

UNIT

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

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CEO Speech

Dear Shareholders,

It is with immense pride and great pleasure that we present the Integrated Annual Report of Graviss Hospitality Limited, for financial year 2023-24, my fourth year, as the Chief Executive Officer of the Company, that is celebrating its 63rd anniversary this year, since we established a brand that continues to create value by driving positive impact in a sector we feel passionate about: travel, tourism and hospitality. It reflects Graviss Hospitality Limited (GHL's) transformation journey towards becoming a hospitality ecosystem while building value for all our stakeholders.

In 2023-24, the Indian economy had a 7.6% GDP growth making it the fastest-growing large economy in the world. According to the Reserve Bank of India's recent Monetary Policy Report released in April 2024, our GDP growth is expected to remain strong at 7% in 2024-25. Other reports by banks and analysts point to slightly higher growth in the range of 7.2% to 7.4%. These are exciting times for the Indian economy, and this bodes well for the tourism sector which is showing a strong resurgence post the effect of the pandemic. The travel and tourism sector is expected to grow annually at 7.1% according to the World Travel and Tourism Council's Economic Impact 2023 report. We are witnessing a robust increase in demand for leisure travel with virtually every domestic and international flight being full, increasingly so with leisure travellers. People are seeking distinct and unique experiences across various destinations.

The Indian travel and tourism industry is ranked among the fastest-growing economic sectors in the country, contributing to employment generation and regional development. According to the World Travel and Tourism Council, by 2028, the tourism and hospitality industry is projected to generate a revenue of \$50.9 billion and create 50+ million jobs by 2029.

I am immensely pleased to state that The InterContinental, Marine Drive, the hotel unit of the Company has a very good year and performed really well during the past year on account of the life coming back to the new normal. The Company has earned revenue from operations of Rs. 5414 lakhs in the financial year ended 31st March, 2024 which is comparatively much more than previous year's revenue. Taking the challenges head on, your Company has emerged stronger, more focused and customer-centric. The Company aims to reach even better numbers and attain new heights every year and has been making continuous efforts towards the achievement of that goal. I expect 2024-25 to be even more exciting and challenging for the hospitality industry, but as an organisation we are well poised to take this on with great enthusiasm and focus.

In summary, while we have had a successful year, we are poised to achieve even greater milestone. The favourable economic environment in India combined with positive consumer trends in the leisure space, our strong brand heritage and our customer-first approach will deliver further growth in the coming years. Finally, I thank you all for your unwavering support in all our initiatives. We continue to look forward to creating millions of magical moments for our members and guests.

Before closing, I would like to express my sincere thanks to our Board Members for their continued support. And most importantly, a note of thanks to the team members and colleagues- who are our key driving force and biggest assets, for their passion towards the continued stability and growth of the Company.

I thank you for your continuing interest, commitment and support to Graviss Hospitality Limited.

Best Regards,

Romil Ratra

GRAVISS HOSPITALITY LIMITED

Notice of Sixty Third Annual General Meeting

NOTICE is hereby given that the 63rd Annual General Meeting (AGM) of the members of GRAVISS HOSPITALITY LIMITED will be held on Friday, September 27, 2024 at 12.30 p.m. through video conferencing/other audio visual means to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the Financial Year ended 31st March 2024, together with the Reports of the Board of Directors and Auditors thereon.

In this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024, together with the reports of the Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted.”

2. To re-appoint M/s. A.T. Jain and Co., Chartered Accountants (ICAI Firm Registration No. 103886W) as the Statutory Auditors of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and based on the recommendation of the Audit Committee and Board of Directors of the Company, M/s. A.T. Jain and Co., Chartered Accountants (ICAI Firm Registration No. 103886W) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from the conclusion of this 63rd Annual General Meeting until the conclusion of the 68th Annual General Meeting of the Company, at such remuneration as recommended by the Audit Committee and decided by the Board of Directors of the Company from time to time.

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.”

3. To appoint a director in place of Mr. Romil Ratra (DIN: 06948396), Whole-time Director who retires by rotation, and being eligible, offers himself for re-appointment.

Based on the terms of appointment, Executive Directors and the Non-Executive Directors (other than Independent Directors) are subject to retirement by rotation. Mr. Romil Ratra (DIN: 06948396), Whole-time Director of the Company whose office is liable to retire at this Annual General Meeting, being eligible, seeks re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013, including any amendments thereto Mr. Romil Ratra (DIN: 06948396), Whole-time Director who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Whole-time Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (including any committee thereof) and/or the Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, and to execute all such documents, instruments and writings as may be required, proper or expedient, to give effect to this resolution.”

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SPECIAL BUSINESS:

4. **Appointment of Mr. Ravi Ghai (DIN: 00074612) as Director and Chairman (Non-Executive and Non-Independent) on the board of the Company**

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

“RESOLVED THAT pursuant to provisions of Section 161 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder and pursuant to Sub Regulation (1A) of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ravi Ghai, (DIN: 00074612), be and is hereby appointed as a Director and Chairman (Non-Executive and Non-Independent), on the Board of Directors of the Company for a period of 3 (three) years w. e. f. 1st June, 2024.

RESOLVED FURTHER THAT Mr. Ravi Ghai shall be eligible to retire by rotation and further is appointed and designated as Non-Executive Chairman of the Company.

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 of Directors,
For **GRAVISS HOSPITALITY LIMITED**

Sd/-
Romil Ratra
CEO and Whole Time Director
(DIN: 06948396)

Place: Mumbai
Dated: August 13, 2024

Registered Office:
Plot No. A4 & A5, Khandala M.I.D.C.
Phase II Kesurdi Khandala, Satara – 412 801

GRAVISS HOSPITALITY LIMITED

NOTES FOR MEMBERS ATTENTION

A. VIRTUAL MEETING:

The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue. Board of India ('SEBI') vide its circulars dated May 12, 2020 and subsequent circulars issued in this regard, the latest being October 7, 2023 ('SEBI Circulars') has provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations.

In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 63rd Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC / OAVM on Friday, September 27, 2024, at 12.30 p.m. (IST). The proceedings of the AGM deemed to be conducted at the Registered Office of the Company situated at Plot No. A4 & A5, Khandala MIDC Phase II Kesurdi, Tal. Khandala, Satara, Maharashtra, 412801.

B. PROXY:

Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circular, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.

C. AUTHORISED REPRESENTATIVE:

Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote.

The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to at mferraocs@yahoo.com with a copy marked to the Company Secretary at investors.relations@gravissgroup.com not less than 48 (forty eight) hours before the commencement of the AGM i.e. 12.30 p.m on Wednesday, September 25, 2024.

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

D. ELECTRONIC COPY OF ANNUAL REPORT AND NOTICE OF ANNUAL GENERAL MEETING:

- (a) In line with the MCA Circulars dated May 5, 2020 and January 13, 2021 and SEBI Circulars dated May 12, 2020 and January 15, 2021, the Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. The Company shall send a physical copy of the Annual Report to those Members who specifically request for the same at investors.relations@gravissgroup.com mentioning their Folio No./ DP ID and Client ID.
- (b) Members may note that the Annual Report 2023-24 will also be available on the website of the Company at <https://www.gravishospitality.com/investor-relations.html> and may also be accessed from the relevant section of the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and website of Link Intime India Private Limited ("LIIFL") i.e. www.instavote.linkintime.co.in.

E. UPDATION OF PAN AND OTHER DETAILS:

SEBI vide its Circular dated March 16, 2023, mandated furnishing of PAN, K YC details (i.e. Postal Address with Pin Code, mobile number, bank account details) and Nomination by holders of physical securities through Form ISR-1, Form ISR-2, Form ISR-3, Form SH-13 and Form SH-14 (as applicable). Moreover, shareholders are encouraged to register their e-mail IDs to avail online services. The said forms are available on the Company's website at on the website of the RTA at <https://linkintime.co.in/downloads.html>. In terms of above Circular, folios of physical shareholders wherein any one of the said details such as PAN, KYC details and nomination are not available, shall be frozen with effect from October 1, 2023 and such physical shareholders will not be eligible to lodge grievances or avail service requests from the RTA of the Company and will not be eligible for receipt of dividend in physical mode until the said details are furnished. Further, as per the above SEBI circular, the frozen folios shall be referred by RTA/

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Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and Prevention of Money Laundering Act, 2002, after December 31, 2025. Accordingly, the Company had sent individual letters to all the Members holding shares of the Company in the physical form for furnishing their PAN, KYC details and Nomination. In view of the above, Members holding shares of the Company in physical form are requested to furnish the requisite details.

Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, PAN, registration of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar at rnt.helpdesk@linkintime.co.in in case the shares are held in physical form, quoting their folio number. Changes intimated to the DP will then be automatically reflected in the Company's records.

Members may please note that SEBI vide its Circular dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Endorsement; Suspense Account; Sub-division/ Renewal/ Splitting of Exchange securities of securities certificate; certificate; Consolidation securities certificates/ folios; Transmission and Transposition.

F. E-VOTING:

- (a) Pursuant to Section 108 of the Act, rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of SEBI Listing Regulations and the MCA Circulars, the Company is pleased to provide the facility to Members to exercise their right to vote, on the resolutions proposed to be passed at AGM, by electronic means.
- (b) The Company has engaged the services of Link Intime India Private Limited (LI IPL) to provide the remote e-voting facility on InstaVote and the e-voting system on the date of the AGM on InstaMeet.
- (c) The Company has appointed Mr. Martinho Ferrao, (holding membership no. FCS 6221), Proprietor of M/s. Martinho Ferrao & Associates, Company Secretaries, to act as the Scrutinizer and to scrutinize the entire e-voting process (i.e. remote e-voting and e-voting at the AGM) in a fair and transparent manner.

GRAVISS HOSPITALITY LIMITED

| REMOTE E-VOTING : IMPORTANT DATES | |
|---|---|
| Cut-Off date [for determining the Members entitled to vote on the resolutions set forth in this notice] | Friday, September 20, 2024 |
| Remote e-voting period [During this period, members of the Company as on the cut-off date may cast their vote by remote e-voting] | Commences from: 9:00 a.m. Tuesday, September 24, 2024 |
| | End at 5.00 p.m. Thursday, September 26, 2024 [Remote e-voting module shall be disabled for voting thereafter by LIIPL] |
| URL for remote e-voting : | www.instavote.linkintime.co.in |

REMOTE E-VOTING : PROCEDURE

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL | <p>METHOD 1 – Users who have registered for NSDL IDeAS facility:</p> <ul style="list-style-type: none"> • Visit URL: https://eservices.nSDL.com and click on “Beneficial Owner” icon under “Login”. • Enter user id and password. Post successful authentication, click on “Access to e-voting”. • Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p style="text-align: center;">OR</p> <p>User not registered for IDeAS facility:</p> <ul style="list-style-type: none"> • To register, visit URL: https://eservices.nSDL.com and select “Register Online for IDeAS Portal” or click on https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp. • Proceed with updating the required fields. • Post registration, user will be provided with Login ID and password. • After successful login, click on “Access to e-voting”. • Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. |
| | <p>METHOD 2 – By directly visiting the e-voting website of NSDL:</p> <ul style="list-style-type: none"> • Visit URL: https://www.evoting.nSDL.com/ • Click on the “Login” tab available under ‘Shareholder/Member’ section. • Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. • Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”. • Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. |
| | |

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| Type of shareholders | Login Method |
|--|---|
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <p>Individual Shareholders holding securities in demat mode with CDSL:</p> <p>METHOD 1 – From Easi/Easiest</p> <p>Users who have registered/ opted for Easi/Easiest</p> <ul style="list-style-type: none"> • Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. • Click on New System Myeasi • Login with user id and password • After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period. • Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>OR</p> <p>Users not registered for Easi/Easiest</p> <ul style="list-style-type: none"> • To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration • Proceed with updating the required fields. • Post registration, user will be provided Login ID and password. • After successful login, user able to see e-voting menu. • Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>METHOD 2 – By directly visiting the e-voting website of CDSL.</p> <ol style="list-style-type: none"> (a) Visit URL: https://www.cdslindia.com/ (b) Go to e-voting tab. (c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”. (d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account. (e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.</p> <ul style="list-style-type: none"> • Login to DP website • After Successful login, members shall navigate through “e-voting” tab under Stocks option. • Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu. • After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. |

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| Type of shareholders | Login Method |
|---|--|
| Login method for Individual shareholders holding securities in physical form | <p>1. Open the internet browser and Visit URL: https://instavote.linkintime.co.in</p> <p>▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:</p> <p>A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.</p> <p>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> <p>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company – in DD/MM/YYYY format)</p> <p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <p>Cast your vote electronically:</p> <p>(a) After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.</p> <p>(b) E-voting page will appear.</p> <p>(c) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).</p> <p>(d) After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.</p> |
| Guidelines for Institutional shareholders | <p>Guidelines for Institutional shareholders (“Corporate Body / Custodian/Mutual Fund”):</p> <p>STEP 1 – Registration</p> <p>(a) Visit URL: https://instavote.linkintime.co.in</p> <p>(b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”</p> <p>(c) Fill up your entity details and submit the form.</p> <p>(d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.</p> <p>(e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.</p> <p>(f) While first login, entity will be directed to change the password and login process is completed.</p> |

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| Type of shareholders | Login Method |
|--|---|
| Guidelines for Institutional shareholders | <p>STEP 2 – Investor Mapping</p> <p>(a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.</p> <p>(b) Click on “Investor Mapping” tab under the Menu Section</p> <p>(c) Map the Investor with the following details:</p> <p>(a) ‘Investor ID’ –</p> <p>(i) <i>Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678</i></p> <p>(ii) <i>Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.</i></p> <p>(b) ‘Investor’s Name – Enter full name of the entity.</p> <p>(c) ‘Investor PAN’ – Enter your 10-digit PAN issued by Income Tax Department.</p> <p>(d) ‘Power of Attorney’ – Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.</p> <p>(d) Click on Submit button and investor will be mapped now.</p> <p>The same can be viewed under the “Report Section”.</p> <p>STEP 3 – Voting through remote e-voting</p> <p>The corporate shareholder can vote by two methods, once remote e-voting is activated:</p> <p>METHOD 1 – VOTES ENTRY</p> <p>(a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.</p> <p>(b) Click on ‘Votes Entry’ tab under the Menu section.</p> <p>(c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.</p> <p>(d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.</p> <p>(e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).</p> <p>(f) After selecting the desired option i.e., Favour / Against, click on ‘Submit’.</p> <p>(g) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).</p> <p>OR</p> <p>VOTES UPLOAD:</p> <p>(a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.</p> <p>(b) You will be able to see the notification for e-voting in inbox.</p> <p>(c) Select ‘View’ icon for ‘Company’s Name / Event number’. E-voting page will appear.</p> <p>(d) Download sample vote file from ‘Download Sample Vote File’ option.</p> <p>(e) Cast your vote by selecting your desired option ‘Favour / Against’ in excel and upload the same under ‘Upload Vote File’ option.</p> <p>(f) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).</p> |

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HELPDESK

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

REMOTE E-VOTING : POINTS TO REMEMBER

(a) **Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>.

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

(b) **Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholder is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

(c) **Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

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G. PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM:

ATTENDING THE AGM THROUGH INSTAMEET

- (a) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through InstaMeet. The meeting shall be opened 30 (Thirty) minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
- (b) Please note that the attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
- (c) Members desiring to attend the AGM through VC/OAVM are requested to refer to the detailed procedure given below:

ATTEND THE AGM THROUGH VC/OAVM: PROCEDURE

| Step No. | For all Shareholders | |
|----------|---|---|
| 1. | Open the internet browser and launch the URL: www.instameet.linkintime.co . | |
| 2. | Select the "Company" and 'Event Date' and register with your following details: | |
| | A. | Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No: |
| | (i) | For members holding shares in demat account held with CDSL 16 digits beneficiary ID |
| | (ii) | For members holding shares in demat account held with NSDL 8 Character DP ID followed by 8 digit client ID |
| | (iii) | For members holding shares in physical form Folio number registered with the Company |
| | B. | PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable. |
| | C. | Mobile No.: Enter your mobile number. |
| | D. | E-mail ID: Enter your e-mail ID, as recorded with your DP/Company. |
| 3. | Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting). | |
| 4. | Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website. | |
| 5. | Shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting. | |

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: – Tel: 022-49186175.

H. SPEAKER REGISTRATION FOR THE AGM:

- (a) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 (seven) days prior to meeting i.e. Friday, September 20, 2024 mentioning their name, demat account number/folio number, e-mail ID, mobile number at investors.relations@gravissgroup.com.
- (b) Only those shareholders who have registered themselves as a speaker will be allowed to express their views/ ask questions during the meeting.

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- (c) Shareholders will get confirmation on first cum first basis.
- (d) Shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application by clicking on the link Download – Webex (Members may also refer a tutorial video available on Webex – Download – Tutorial).
- (e) Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
- (f) Please note that the Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
- (g) Other shareholder may ask questions to the panel list, via active chat-board during the meeting.

The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 (seven) days prior to meeting i.e. Friday, September 20, 2024 mentioning their name, demat account number/ folio number, e-mail ID, mobile number at investors.relations@gravissgroup.com. These queries will be replied to by the Company suitably by e-mail. Further In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: – Tel: 022-49186175.

I. E-VOTING DURING THE AGM THROUGH INSTAMEET:

- (a) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- (b) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- (c) Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

J. E-VOTING DURING THE AGM THROUGH INSTAMEET: PROCEDURE:

| Step No. | For all Shareholders |
|----------|--|
| 1. | On the Shareholders VC page, click on the link for e-voting "Cast your vote". |
| 2. | Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered e-mail ID) received during registration for InstaMEET and click on 'Submit'. |
| 3. | After successful login, you will see "Resolution Description" and against the same the option "Favour/Against" for voting. |
| 4. | Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. |
| 5. | After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. |
| 6. | Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently. |

In case shareholders/ members have any queries regarding login/ e-voting, they may send an e-mail to instameet@linkintime.co.in or contact on: – Tel: 022-49186175.

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K. OTHER INFORMATION RELATED TO E-VOTING:

- (a) A person, whose name is recorded in the register of members or in the register of beneficial owners of the Company, as on the cut-off date i.e. Friday, September 20, 2024 only shall be entitled to avail the facility of e-voting, either through remote e-voting and voting at the AGM. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
- (b) Members who have cast their vote by remote e-voting prior to the AGM will be entitled to attend the AGM and their presence shall be counted for the purpose of quorum. However, they shall not be entitled to cast their vote again. In case a member casts his vote by more than one mode of voting including remote e-voting, then voting done through remote e-voting shall prevail and other shall be treated as invalid.
- (c) Voting rights of the members 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. Friday, September 20, 2024.
- (d) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holds shares as of the cut-off date may follow the procedure for remote e-voting as enumerated in detail hereinabove. They may also refer to the FAQs and e-voting manual available at www.instavote.linkintime.co.in or write an e-mail to enotices@linkintime.co.in or investors.relations@gravissgroup.com.
- (e) Every client ID no./folio no. will have one vote, irrespective of number of joint holders. However, in case the joint holders wish to attend the meeting, the joint holder whose name is higher in the order of names among the joint holders, will be entitled to vote at the AGM.
- (f) The members may also update their mobile number and e-mail ID in the user profile details of their respective client ID no./folio no., which may be used for sending future communication(s).

L. GENERAL INSTRUCTIONS:

- (a) Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- (b) Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- (c) Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- (d) At the AGM, the Chairperson shall, at the end of discussion on the resolutions on which voting is to be held, allow e-voting at the AGM.
- (e) The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than 48 (forty eight) hours of the conclusion of the AGM, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (f) The results alongwith the consolidated Scrutinizer's Report shall be declared by means of:
 - (i) Dissemination on the website of the Company i.e. www.gravishshospitality.com and website of LI IPL i.e. www.instavote.linkintime.co.in; and
 - (ii) Communication to BSE Limited thereby enabling them to disseminate the same on their respective websites.

M. CORRESPONDENCE:

Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or RTA, quoting their folio number or DP ID – client ID, as the case may be.

For any queries/issues (including but not limited to Annual Report/AGM), you may reach the Company team /RTA at the address for correspondence provided in the section 'General Shareholder Information' of the Annual Report.

N. INFORMATION FOR NON-RESIDENT INDIAN SHAREHOLDERS:

Non-resident Indian shareholders are requested to immediately inform the Company/ RTA, if shares are held in physical mode or to their DP, if the holding is in electronic mode, regarding change in the residential status on return to India for permanent settlement and/or the particulars of the NRE account with a bank in India, if not furnished earlier.

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O. TRANSFER OF UNCLAIMED/UNPAID AMOUNTS TO THE INVESTOR EDUCATION AND PROTECTION FUND:

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), dividend, if not claimed for a consecutive period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF').

Further, all the shares in respect of which dividend has remained unclaimed for seven consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares.

In the interest of the shareholders, the Company sends periodical reminders to the shareholders to claim their dividends, if any, in order to avoid transfer of dividends/shares to IEPF Authority. Notices in this regard are also published in the newspapers and the details of unclaimed dividends and shareholders whose shares are transferred to the IEPF Authority, are uploaded on the Company's website <https://www.gravishospitality.com/investor-relations.html>.

In light of the aforesaid provisions, the Company has transferred to IEPF the unclaimed dividends, outstanding for seven consecutive years, of the Company. Further, shares of the Company, in respect of which dividend has not been claimed for seven consecutive years or more from the date of transfer to unpaid dividend account, shall be also transferred to the demat account of IEPF Authority.

The Members who have a claim on the dividends as displayed on the Company's website may claim the same from IEPF Authority by submitting an online application in the prescribed Form No. IEPF-5 available on the website www.iepf.gov.in and sending a copy off the same to our RTA M/s. Link Intime India Pvt. Ltd., C-101, 247 Park, LBS.Marg, Vikhroli (West), Mumbai – 400083, Tel No.: (022) 49186270 , e-mail: iepf.shares@linkintime.co.in.

Please provide following details in all your communications:

1. Name of the Company,
2. Folio No. or DP and Client ID,
3. Name of shareholder,
4. Contact No.,
5. Email ID.

No claims shall lie against the Company in respect of the dividend/shares so transferred.

P. CONVERSION OF PHYSICAL HOLDING/S INTO DEMATERIALIZED FORM:

As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed Companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact Company's Registrars and Transfer Agent, Link Intime India Private Limited ('RTA') at rnt.helpdesk@linkintime.co.in for assistance in this regard.

Q. UPDATION OF KYC OF PHYSICAL SHAREHOLDERS:

The SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 and Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 ("the SEBI Circulars") has mandated the shareholders holding securities in physical mode to update their PAN, Bank, KYC and Nomination Details. In compliance with the said circulars the Company had sent a physical intimation to all shareholders holding shares in physical form to update their KYC details with the Company's Registrar and Share Transfer Agent Link Intime India Private Limited ('RTA') at who can be contacted at rnt.helpdesk@linkintime.co.in.

In furtherance of the same, the Physical Shareholders are requested to update the aforementioned details as follows:

1. **For registering PAN and KYC Details:** Kindly fill the Form ISR 1 and submit along with supporting documents as mentioned in Form ISR 1, self-attested by the shareholder(s). Please note as per Central Board of Direct Taxes (CBDT) it is mandatory to link PAN with Aadhar number.
2. **Confirmation of signatures of Securities Holders:** Please provide details in Form ISR 2, along with original cancelled cheque with the name of security holder printed on it/ Bank Passbook/ Bank Statement attested by the Bank and Banker's attestation of the signature.
3. **Nomination:** SEBI has also made it mandatory to register nomination for shares held in physical mode.

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- i. Form SH- 13- For registration of Nomination
- ii. Form ISR 3-Declaration for opting out from Nomination
- iii. Form SH- 14-for cancellation of existing Nomination

All Shareholders holding securities in physical mode are requested to submit the duly filled in documents along with the related proofs as mentioned above to the Company or the Registrar and Transfer Agent of the Company at their respective registered address at the earliest.

R. MEMBERS TO REGISTER AND INTIMATE CHANGES FOR ELECTRONIC COMMUNICATION:

- (a) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA at rnt.helpdesk@linkintime.co.in in case the shares are held in physical form, quoting your folio no. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
- (b) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
- (c) To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.

S. DOCUMENTS OPEN FOR INSPECTION:

Documents for inspection will be available electronically, without any fee, from the date of circulation of the Notice of AGM up to the date of AGM. Members seeking to inspect such documents can send an e-mail to investors.relations@gravissgroup.com stating their DP/ Client ID or Folio Nos.

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Explanatory Statement under Section 102 of the Companies Act, 2013

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') and Regulation 36(3) and (5) of the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), given hereunder sets out all material facts relating to the resolution mentioned at Item No. 3 of the accompanying Notice dated 13th August, 2024.

Item No. 3:

Appointment of Mr. Ravi Ghai (DIN: 00074612) as Director and Chairman (Non-Executive and Non-Independent) on the Board of the Company.

Pursuant to sub-regulation (1A) of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members by way of a Special Resolution is necessary for appointment/ continuation of appointment of any Non-Executive Director who has attained the age of 75 (Seventy Five) years.

Mr. Ravi Ghai ceases to be a Director as he has not attended Board Meetings since the last twelve months and the Board has also received a nomination from Mr. Ravi Ghai dated July 31, 2024 nominating himself to be appointed as the Non-Executive – Non-Independent Director and Chairman of the Company. Hence, The Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee have appointed Mr. Ravi Ghai (DIN: 00074612) as an Additional Director and Chairman (Non-Executive and Non-Independent) under Section 161 of Companies Act, 2013 with effect from June 01, 2024 liable to retire by rotation and he holds office up to the date of this 63rd Annual General Meeting of the Company and is eligible to be appointed as Director. Mr. Ravi Ghai has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Members are requested to note that the Company has received consent in writing from Mr. Ravi Ghai to act as Non-Executive and Non Independent Director of the Company and is not disqualified from being appointed as Director in terms of Section 164 and other provisions of the Companies Act, 2013. Accordingly, it is proposed to appoint him as Director and Chairman (Non-Executive and Non Independent) of the Company whose period of office shall be liable to retire by rotation.

A brief profile of Mr. Ravi Ghai is annexed herewith for the reference of the members pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The relatives of Mr. Ravi Ghai may be interested in the said resolution, to the extent of their respective shareholding, if any, in the Company. None of the Directors, Key Managerial Personnels of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution set out at Item No. 3 of the accompanying Notice.

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Annexure to the Explanatory Statement

Disclosure pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, is as under:

| | | |
|-----|--|---|
| 1. | Name of the Director DIN | Ravi Ghai DIN: 00074612 |
| 2. | Date of Birth | 24/04/1943 |
| 3. | Age | 81 years |
| 4. | Qualification | Graduate from the School of Hotel Administration, Cornell University USA |
| 5. | Experience & Expertise | With over four decades of experience, Mr. Ravi Ghai is a known figure in the Indian hospitality industry and serves on the board of various corporate entities and professional bodies. His rich experience and inputs on the Board of the Company have helped the Company scale new heights. |
| 6. | The last drawn remuneration | — |
| 7. | Date of first appointment on the Board | 01/01/2022 |
| 8. | Shareholding of the Director in the Company | 2316345 |
| 9. | Relationships with other Directors, Manager and other Key Managerial Personnel of the Company | Mr. Gaurav Ghai, Managing Director of the Company is the son of Mr. Ravi Ghai |
| 10. | Number of Board Meetings attended during the year (FY- 2023-24) | 1 out of 5 |
| 11. | Other Directorships | Satinetta Trading LLP- Designated Partner Kwality Real Estates Private Limited – Director |
| 12. | Committee Chairmanships / Memberships | Membership – NIL Chairmanship – NIL |

Management Discussion and Analysis Report

Economic Environment – An Overview

Global Economy:

India recorded strong macroeconomic performance in 2023-24 despite headwinds in the form of inflationary pressures, tight monetary conditions and subdued global trade and investments. Growth is expected to remain strong, especially as the global economic conditions improve in 2024-25. Rising incomes and emerging trends in discretionary spends augur well for leisure travel and hospitality industry in India. The section on 'Macroeconomic Environment and Opportunities' provides a more detailed discussion. To capitalise on these opportunities, has a focussed strategy to drive consistent growth of its business – accelerating inventory and member additions – as well as delivering superlative customer experience. It expects technology to play an important role in this growth journey.

In its April 2024 edition of the 'World Economic Outlook', the International Monetary Fund (IMF) underscored the unexpected resilience displayed by the global economy, characterised by sustained growth amidst receding inflationary pressures. The International Monetary Fund (IMF) projects a global GDP growth rate of 3.2%, indicating that economies worldwide are expected to grow at a healthy pace. This growth is attributed to various factors, including increased investments, technological advancements and supportive fiscal policies. The projected GDP growth rate indicates that economies are on a path of recovery and expansion, which can lead to improved living standards and enhanced economic opportunities. Employment and income growth remained stable, indicating both supplyside expansions in the face of an unexpected increase in labour force participation as well as supportive demand developments, such as higher-than-expected government spending and household consumption.

IMF expects global headline inflation to fall further from the annual average of 6.8% in 2023 to 5.9% in 2024 and to 4.5% in 2025, with advanced economies returning to their inflation targets sooner than emerging markets and developing economies. Risks to the global outlook for 2024 seem broadly balanced. These risks arise from price spikes stemming from geopolitical tensions and regional conflicts such as those in Gaza, attacks in the Red Sea, and continued war in Ukraine, a slower than expected decline in core inflation and interest rates remaining higher than expected (Source IMF: Edition April, 24).

Indian Economy:

In contrast, the Indian economy saw acceleration in growth during the year. According to the second advance estimate released by the National Statistical Office in February 2024, India's GDP grew at 7.6% in 2023-24, compared to 7% in the previous year. Growth continued to be broad-based with the exception of agriculture. With rural demand catching up and expectations of a normal south-west monsoon, consumption is expected to support growth in 2024-25. A positive outlook for Advanced Economies should also benefit Indian exports (Source: NSO estimates, February 2024).

According to the RBI's recent Monetary Policy Report released in April 2024, India's growth is likely to remain strong at 7% in 2024-25. Tourism industry in India is going through a high growth phase. In 2023-24, occupancy remained strong and also the domestic air passenger traffic and the average daily room rates scaled new highs. This outlook also benefits from the Government's strong tourism push – to make India one of the top five global tourist destinations by 2030. The vacation ownership industry, with its loyal membership base, has even better growth prospects. The aspirational consumer segment in India is increasing at a rapid pace, expanding the opportunities for growth of the business. At the same time, the current market penetration of vacation ownership in India is very low at around 2%, compared to 11% in the US, indicating considerable scope for growth (RBI Monetary Policy: April 24).

The outlook for FY 2024-25 remains positive. The Reserve Bank of India (RBI) expects manufacturing to maintain its momentum and services to grow above the pre-pandemic trend. Agricultural activities should gain from an expected normal south-west monsoon. Private consumption is likely to gain steam with a pick-up in rural activity; discretionary spending of urban households is expected to increase (as per the RBI's consumer survey) together with improving income levels. Credit growth and private investment are also expected to rise, given optimistic business and consumer sentiments, healthy corporate and bank balance sheets leading to an upturn in the private capex cycle.

Core inflation is likely to continue trending downwards, indicating a broad-based moderation in price pressures. India is poised to benefit in terms of increased foreign direct investments (FDI) from a fragmented global landscape arising from new economic blocs and realignment of supply chains. It is already witnessing increased investments in semiconductors, automobiles, sustainable energy, mobile, telecom, etc.

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through the Production Linked Incentive (PLI) scheme and other attractive industrial policies, as well as Central and state government incentives (Source: RBI Monetary policy statement, 2024-25).

Outlook:

The global economy is expected to maintain a consistent growth rate from FY 2023-24 to FY 2024-25, accompanied by a gradual decrease in global inflation. While there have been minor adjustments for major economies, such as a more optimistic outlook for the United States and slight downward revisions for others, overall stability is anticipated. As the global economy approaches a soft landing, central banks face a critical near-term challenge: ensuring a smooth reduction in inflation. This task requires careful management to avoid premature policy adjustments or excessive delays that could result in inflation falling below target levels. According to the World Economic Outlook report, global inflation is forecasted to decline steadily over the next few years. The projection shows a decrease from 6.8% in 2023 to 5.9% in 2024 and further to 4.5% in 2025. Advanced economies are expected to achieve their inflation targets sooner than emerging markets and developing economies. Core inflation is expected to decline at a slower pace (Source: RBI Monetary policy statement, 2024-25).

India continued to be an outperformer in 2023-24 in terms of macroeconomic performance. Demand for leisure travel in India also continues to be strong. Domestic travel is booming which is reflected in strong occupancy and all-time high air passenger traffic or hotel room rates. The positive growth outlook and expected increase in number of households with the ability to incur discretionary spend on holidays presents significant opportunities for growth.

Indian Hospitality and Tourism Industry:

The Indian hospitality and tourism industry witnessed a significant increase in international tourist arrivals, indicating a positive trend for the industry. This recovery brought forth promising opportunities for growth and development within the sector. The Indian government implemented several initiatives to support the hospitality and tourism industry. Measures such as the easing of visa restrictions and promotional campaigns aimed to boost domestic and international tourism. To promote tourism, the Ministry of Tourism of the Government of India launched many initiatives, including 'Swadesh Darshan', PRASHAD, UDAN and 'Dekho Apna Desh'. Under the 'Swadesh Darshan' project, up to 50 destinations are planned to give an unparalleled tourism experience. Furthermore, the PRASHAD initiative intends to develop pilgrimage sites around the country. Additionally, numerous Indian states have launched projects and made expenditures to boost local tourism. The government's electronic visa system currently covers almost every country in the world, including foreign citizens from 166 nations and is valid for admission at 28 authorised airports and five designated seaports in India. India's strong economic development, along with revolutionary reforms, has had a favourable influence on the tourist and hospitality industries.

Foreign tourist arrivals for CY 2023 were 9.23 million in comparison with 6.43 million in 2022, registering a growth of 44%. However, the arrivals, which included G20 related business travel in CY 2023, accounted for only 85% of 2019 figures, when foreign tourist arrivals touched 10.93 million (Source: Government of India, Ministry of Tourism statistics December 2023). Thus, there is a future demand potential arising from a complete revival and growth of the sector.

Internal Control Systems and their Adequacy:

The Company has institutionalised an adequate system of internal controls, with documented procedures covering all corporate functions and hotel operating units. Internal controls provide reasonable assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, the reliability of financial controls, and compliance with applicable laws and regulations.

The audit committee of the Board regularly reviews the internal audit reports and the adequacy and effectiveness of internal controls.

Discussion on Financial Performance with Respect to Operational Performance:

The outstanding performance of the Company is a testimony to our unwavering commitment to quality, our premium positioning and our meticulous attention to detail, principles which are consistently prioritised in all aspects of our business, ensuring an exceptional experience for our valued guests. The reopening of global economies has provided a significant boost to our business, allowing us to capitalise on the increased demand for travel and hospitality services. During the financial year 2023-24, the Company achieved a revenue of Rs. 5414 lacs. There has been an almost 97% increase in the revenue during the year as compared to the previous year. The Company has earned a net profit after tax of Rs. 417 lacs.

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Material Developments in Human Resources / Industrial Relations Front, including Number of People Employed:

The Company continues its concerted efforts towards building talent from within and has a robust talent management process aimed to develop capability of talent to take on diverse roles. Hiring and training the right talent with a focus on up-skilling and re-skilling remains a key imperative for the company, with employee well-being and engagement continuing to remain critical to empower the distributed workforce. The Company currently employs approximately 161 people.

There have been no material developments in the Human Resources / Industrial Relations Front during the year under review.

Details of Significant Changes in Key Financial Ratios:

1. Current Ratio: During the year 2022-23 the current ratio was 1.45 which has decreased 11.59 times to 1.28 in the year 2023-24 due to increase in current investments from increased revenue and improved collections.
2. Debt Equity Ratio: During the year 2022-23 the Debt Equity Ratio was 0.0069 which has decreased 21.71 times to 0.01 in the year 2023-24.
3. Return on Equity Ratio: During the year 2022-23 the Return on Equity Ratio was 3.77 which has decreased by 44.28 times to 2.10 in the year 2023-24.
4. Trade Receivables turnover ratio: During the year 2022-23 the Trade Receivables turnover ratio was 9.62 which has increased 13.69 times to 10.94 in the year 2023-24.
5. Net Profit Ratio: During the year 2022-23 the Net Profit Ratio was 13.79 which has decreased by 44.13 times to 7.70 in the year 2023-24, the significant improvement has been due to increased turnover and profitability of the Company.
6. Return on capital employed: During the year 2022-23 the Return on capital employed was 4.41 which has decreased by 46.86 times to 2.34 in the year 2023-24, the improvement has been due to increase in the profitability of the Company.
7. Return on Investment: During the year 2022-23 the Return on Investment was 5.12 which has increased by 50.61 times to 7.72 in the year 2023-24, the substantial variation is on account of profit on sale of subsidiary in the previous financial year. Further, during the year, the current investments have also increased substantially.

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Directors' Report

To,
The Members of Graviss Hospitality Limited

Dear Shareholders,

Your Directors have pleasure in presenting the Sixty Third Annual Report of the Company together with the Audited Standalone and Consolidated Financial Statements for the Financial Year ended 31st March, 2024.

FINANCIAL RESULTS

The performance of the Company for the financial year ended 31st March, 2024 is summarized below:

(₹ in Lacs)

| Particulars | Standalone | | Consolidated | |
|---|--------------|--------------|--------------|--------------|
| | 2023-2024 | 2022-2023 | 2023-2024 | 2022-2023 |
| Revenue from Operations | 5,414 | 5,272 | 5,414 | 6,546 |
| Other Income | 104 | 135 | 107 | 167 |
| Total Income | 5,518 | 5,407 | 6,713 | 5,037 |
| Depreciation and amortisation expenses | 383 | 410 | 384 | 411 |
| Other Expenses | 4,642 | 4,084 | 4,760 | 5,505 |
| Total Expenses | 5,025 | 4,494 | 5,144 | 5,916 |
| Profit/(Loss) before exceptional items and tax | 493 | 913 | 378 | 797 |
| Exceptional items | — | — | — | — |
| Profit/(Loss) before tax | 493 | 913 | 378 | 797 |
| Tax expense/(credit) | 76 | 186 | 76 | 202 |
| Profit/(Loss) before exceptional items and tax | 417 | 727 | 302 | 595 |

OVERVIEW OF OPERATIONAL VIS-À-VIS FINANCIAL PERFORMANCE

On a standalone basis, the total revenue is Rs. 5414 lacs which is almost 2.7% higher than the previous year's total revenue Rs. 5,272 lacs. The Company's revenue has improved as a result of remarkable resilience and adaptability in the global tourism industry and the Management's ongoing efforts to promote the business. Consequently, the net profit after tax stood at Rs. 417 lacs as against profit of Rs. 727 lacs in the previous year.

On a consolidated basis, the Total Income for FY 2023-24 was Rs. 5414 lacs, lower than the previous year's Total Income of Rs. 6,546 lacs. The Company has earned a profit after tax of Rs. 302 lacs as against a post-tax profit of Rs. 595 lacs during FY 2022-23 which is an encouraging sign regarding the future growth of the Company.

BUSINESS OVERVIEW

An analysis of the Business and Financial Results are given in the Management Discussion and Analysis Report which forms a part of the Annual Report.

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CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the provisions of Companies Act, 2013 (hereinafter referred to as "the Act"), Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") and applicable Accounting Standards, the Audited Consolidated Financial Statements of the Company for the financial year 2023-24, together with the Auditors' Report form part of this Annual Report.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Your Company has 2 subsidiaries as on 31st March, 2024. Graviss Catering Private Limited and Graviss Hotels and Resorts Limited continue to be the wholly owned subsidiaries of the Company. Further Graviss Hotels and Resorts Limited is a material unlisted subsidiary of your Company as defined under Regulation 16(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 w.e.f. 7th June, 2021. On 01st April, 2024, your Company purchased 10,000 Equity Shares of Rs. 10/- each (constituting 100% equity share capital) of Graviss Restaurants Private Limited from Graviss Food Solutions Private Limited making Graviss Restaurants Private Limited as its wholly owned subsidiary w.e.f. 01st April, 2024.

There has been no material change in the nature of the business of the subsidiaries.

The Financial Performance of each of the Subsidiaries is detailed below:

(₹ in Lacs)

| Sr. No. | Name of the Subsidiary Company | Turnover | | Profit / (Loss) Before Tax | | Profit / (Loss) After Tax | |
|---------|------------------------------------|----------------|-----------------|----------------------------|-----------------|---------------------------|-----------------|
| | | Current Period | Previous Period | Current Period | Previous Period | Current Period | Previous Period |
| 1. | Graviss Hotels and Resorts Limited | 0 | 1,273.82 | (107.38) | (106.72) | (107.40) | (113.27) |
| 2. | Graviss Catering Private Limited | 0 | 0 | (8.28) | (8.68) | (8.28) | (18.68) |

Your Company does not have any Joint Ventures or Associate Companies.

Pursuant to the provisions of Section 129(3) of the the Act a statement containing the salient features of financial statements of the Company's subsidiaries in Form No. AOC-1 is attached to the financial statements of the Company as **Annexure A**.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiaries, are available on the website of the Company at <https://www.gravisshospitality.com/investor-relations.html>.

DIVIDEND

Considering the necessity for conserving resources for future growth and development of the Company, the Board of Directors do not recommend payment of dividend on the Equity Shares of the Company for the financial year ended 31st March, 2024.

TRANSFER TO RESERVES

The Company has transferred NIL amounts to the reserves during financial year 2023-24.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

In accordance with the applicable provisions of Companies Act, 2013 read with Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all unclaimed dividends are required to be transferred by the Company to the IEPF, after completion of seven (7) years. Further, according to IEPF Rules, the shares on which dividend has not been claimed by the shareholders for seven (7) consecutive years or more shall be transferred to the demat account of the IEPF Authority. The details relating to amount of dividend transferred to the IEPF and corresponding shares on which dividends were unclaimed for seven (7) consecutive years, are provided on the Investors Relations page of the Company's website, viz. www.gravisshospitality.com.

MANAGEMENT DISCUSSION AND ANALYSIS

In compliance with the Regulation 34(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), a separate section on the Management Discussion and Analysis giving details of overall industry structure, developments, performance and state of affairs of the Company's business, is annexed.

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NUMBER OF MEETINGS OF THE BOARD AND ITS COMMITTEES

The details of the meetings of the Board of Directors and its Committees, convened during the financial year 2023-24 are given in the Corporate Governance Report which forms a part of this Annual Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

(a) RE-APPOINTMENT BY RETIREMENT OF OFFICE BY ROTATION:

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Romil Ratra (DIN: 06948396), Whole-time Director, retires by rotation and being eligible offers himself for re-appointment to the Board.

The above re-appointment forms part of the Notice of the Sixty Third Annual General Meeting and the relevant Resolution is recommended for your approval thereto.

(b) DIRECTORS AND KEY MANAGERIAL PERSONNEL AND CHANGES AMONG THEM:

Mr. Romil Ratra -Whole Time Director & Chief Executive Officer, Mr. Farangilal B. Goyal - Chief Financial Officer and Ms. Jalpa H. Salvi- Company Secretary and Compliance Officer, are the Key Managerial Personnel of your Company in accordance with the provisions of Section 2(51), 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, from time to time.

1. The following were the changes in the Board of Directors of Graviss Hospitality Limited during the year:

Mr. Krishnakant Minawala (DIN: 00754535) and Mrs. Usha Chandani (DIN: 08616558) were appointed as Additional Directors on November 23, 2023 and then regularised from Additional Directors to Directors (Non- Executive and Independent) of the Company to hold office for a term of five consecutive years commencing from 23rd November, 2023 to 22nd November, 2028, as approved by shareholders vide postal ballot resolution dated 08th February, 2024.

Mr. Bhavnesh Sawhney (DIN: 00072194) was appointed as an Additional Director on 14th February, 2024 and then regularised from Additional Director to Director (Non- Executive and Independent) for a period of five (5) years with effect from 14th February, 2024 upto 14th February, 2029 as approved by shareholders vide postal ballot resolution dated 01st April, 2024.

Mr. Gaurav Ghai (DIN: 00074857) was appointed and then re-designated as the Managing Director and Key Managerial Personnel of the Company for a period of five (5) years with effect from 14th February, 2024 upto 14th February, 2029 as approved by shareholders vide postal ballot resolution dated 01st April, 2024.

Mr. Shivaan Ghai (Non- Executive and Non Independent Director) (DIN: 09256305), Mr. Saharsh Daga (DIN: 10272515) (Non-Executive and Non Independent Director) Mrs. Tina Pardal (DIN: 07148874) (Non-Executive and Independent Director) resigned from the Directorships of the Company w.e.f 24th November, 2023 due to personal commitments.

Mr. Mahendra Doshi (Non-Executive and Independent Director) (DIN: 00123243) and Mr. Gulshan Bijlani (Non-Executive and Independent Director) (DIN: 01987683) held office as Independent Directors since 01st April, 2014 till 31st March, 2024 i.e. for two consecutive terms of 5 years each. Hence, as per the provisions of the Companies Act, 2013, they cease to be Independent Directors w.e.f. 01st April, 2024.

Mr. Harsh Kumar Varma (Non-Executive and Non Independent Director) (DIN: 03421941) and Vikram Seth (Non-Executive Director and Non Independent Director) (DIN: 00234960) resigned from the Directorships of the Company w.e.f 01st April, 2024 due to personal commitments.

Mr. Ravi Ghai (DIN: 00074612) was appointed as an Additional Director and Chairman (Non-Executive and Non-Independent) for a period of 3 (three) years w.e.f 1st June, 2024 to hold office upto the Annual General Meeting. The Board of Directors propose and recommend to the shareholders to regularize his appointment through a Special resolution at the said 63rd Annual General Meeting of the Company in terms of Section 152 of the Companies Act, 2013.

2. The following were the changes in the Board of Directors in the Material Unlisted Subsidiary of the Company i.e Graviss Hotels and Resorts Limited during the year:

Mr. Krishnakant Minawala (DIN: 00754535) was appointed as an Additional Director w.e.f 01st April, 2024.

Ms. Gaurika Chandhok (DIN: 08070903) resigned from the Directorship of the Company w.e.f 18th June, 2024.

(c) DECLARATION OF INDEPENDENCE FROM INDEPENDENT DIRECTORS:

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of the Act, read with the Schedules and Rules issued thereunder, as well as clause (b) of sub-regulation (1) of Regulation 16 of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). There has been no change in the circumstances affecting their status as Independent Directors of the Company.

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In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties.

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees and reimbursement of expenses, if any, incurred by them and as applicable; for the purpose of attending meetings of the Board/Committee of the Company.

(d) FAMILIARISATION PROGRAMME:

Whenever any person joins the Board of the Company as a Director, an induction programme is arranged for the new appointee, wherein the appointee is familiarised with the Company, his/her roles, rights and responsibilities in the Company, the Code of Conduct of the Company to be adhered, nature of the industry in which the Company operates, and business model of the Company.

The details of such familiarization programmes have been disclosed on the Company's website under the web link: <https://www.gravishhospitality.com/investor-relations.html>.

(e) BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 read with Rules issued thereunder and Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board of Directors on recommendation of the Nomination & Remuneration Committee has carried out an annual evaluation of its own performance, board committees and individual Directors (including independent directors and Chairperson).

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of criteria such as the Board Composition and Structure; Degree of fulfillment of key responsibilities towards stakeholders (by way of monitoring corporate governance practices, participation in the long- term strategic planning, etc.); Effectiveness of board processes, information and functioning, etc.; Extent of co-ordination and cohesiveness between the Board and its Committees; and Quality of relationship between Board Members and the Management.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

The evaluation criterion is in compliance with the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on 5th January, 2017.

The Statutory Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Act, in the year under review.

(f) DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES:

The remuneration paid to the Directors is in accordance with the Nomination and Remuneration Policy formulated in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations (including any statutory modification(s) or re-enactment(s) for the time being in force). The salient aspects covered in the Nomination and Remuneration Policy have been outlined in the Corporate Governance Report which forms part of this Report. The CEO of your Company does not receive remuneration from any of its subsidiaries.

The information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/employees of your Company is set out in **Annexure B** to this Report.

Your Directors wish to place on record their appreciation for the good services rendered by the employees at all levels of the Company.

AUDIT COMMITTEE

The Audit Committee (re-constituted w.e.f 30th May, 2024) of your Company comprises of three Members viz. Mr. Krishnakant V. Minawala, a Non-Executive and Independent Director as the Chairman and Mr. Bhavnesh Sawhney, a Non-Executive and Independent Director and Mrs. Usha Chandani, a Non-Executive and Independent Director as the Members of the Committee.

The details including the attendance of the Members at the Meetings and terms of Reference are included in the Corporate Governance Report, which forms a part of the Annual Report.

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CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company in its Board Meeting dated 13th August, 2024 has constituted Corporate Social Responsibility Committee. The Committee comprises of 3(three) members wherein Mr. Bhavnesh Sawhney, a Non-Executive and Independent Director being the Chairman and Mr. Gaurav Ghai, Managing Director and Mr. Romil Ratra , Chief Executive Officer and Whole-Time Director as the Members of the Committee.

The Company is covered under the provisions of Section 135 of the Companies Act, 2013. However, it was not required to spend any amount towards Corporate Social Responsibility activities during the year.

CORPORATE SOCIAL RESPONSIBILITY

Considering the turnover, net worth and profitability of the Company during the year ended 2023-24, the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy), 2014 were applicable to the Company during the year 2023-24. However, the Company was not required to spend any amount towards the same.

EXTRACT OF ANNUAL RETURN

As provided under Section 92(3) and 134(3)(a) of the Act, read with Rule 12 of Chapter VII, Companies (Management and Administration) Amendment Rules, 2020, Annual Return in Form MGT-7 for FY 2023-24 shall be made available on the website of the Company and can be accessed at <https://www.gravishhospitality.com/investor-relations.html>.

CORPORATE GOVERNANCE

In compliance with the requirements of Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate report on Corporate Governance along with the Auditors' certificate on its compliance, forms an integral part of this Report.

LISTING OF SHARES

The Company's equity shares are listed on BSE Limited (BSE). Further, the listing fees as applicable have been duly paid to the BSE Limited.

AUDITORS AND THEIR REPORT

(a) STATUTORY AUDITORS:

At the 58th Annual General Meeting of the Company held on 26th July, 2019, M/s. A. T. Jain & Co., Chartered Accountants (Firm Registration Number: 103886W), were appointed as Statutory Auditors of the Company for a period of five consecutive years, i.e. from the conclusion of the ensuing 58th Annual General Meeting of the Company till the conclusion of the 63rd Annual General Meeting of the Company to be held in the year 2024.

In accordance with Companies Act, 2013 and on the recommendation of the Audit Committee, the Board of Directors have considered and recommended the proposed re-appointment of M/s. A. T. Jain & Co., Chartered Accountants for a term of next five years i.e. from the conclusion of this Annual General Meeting of the Company till the conclusion of the 68th Annual General Meeting of the Company to be held in the year 2029. M/s. A. T. Jain & Co. have provided their consent and confirmed that their re-appointment, if made would be within the limits specified under Section 141 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, as amended from time to time.

The Statutory Auditors of the Company have issued an unmodified opinion on the Financial Statements for the financial year ended 31st March 2024. The Auditor's Report for the financial year ended 31st March, 2024 does not contain any qualification, reservation or adverse remarks.

(b) COST AUDITORS:

Maintenance of cost records as specified by the Central Government under Section 148 (1) of the Act and Companies (Cost Records and Audit) Rules, 2013 is not applicable to the Company.

(c) INTERNAL AUDITORS:

M/s. V. Sankar Aiyar & Co., Chartered Accountants (Firm Registration No. 109208W), Mumbai were appointed as the Internal Auditors of the Company for the financial year 2023-24.

The Audit Committee of the Board of Directors, Statutory Auditors and the Management are periodically apprised of the Internal Audit findings and corrective actions are taken.

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At the Meeting of the Board of Directors of the Company held on 13th August, 2024 M/s. V. Sankar Aiyar & Co., Chartered Accountants (Firm Registration No. 109208W), Mumbai have been re-appointed as the Internal Auditors for the financial year 2024-25.

(d) SECRETARIAL AUDITORS:

In terms of Section 204 of the Companies Act, 2013, the Board of Directors of your Company at its meeting held on 16th May, 2023 had appointed M/s. Ferrao MSR & Associates, Company Secretaries (FRN: P2016MH055100), as the Secretarial Auditors to conduct an audit of the secretarial records, for the financial year 2023-24. Your Company had received consent from M/s. Ferrao MSR & Associates to act as the Secretarial Auditors for conducting audit of the Secretarial records for the financial year ending 31st March, 2024. The Secretarial Audit Report for the financial year ended 31st March, 2024 is annexed as **Annexure C**.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Further, M/s. Ferrao MSR & Associates, Company Secretaries (FRN: P2016MH055100), have been re-appointed as the Secretarial Auditors to conduct the audit of the secretarial records, for the financial year 2024-25 by the Board of Directors at their meeting held on 13th August, 2024.

Graviss Hotels and Resorts Limited became a material unlisted subsidiary of your Company with effect from 7th June, 2021. As per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 a listed Company is required to annex the Secretarial Audit Report of its material unlisted subsidiary in the Board's Report. Accordingly, the Secretarial Audit Report of Graviss Hotels and Resorts Limited for FY 2023-24 issued by M/s. Martinho Ferrao and Associates is annexed to this report as **Annexure D**.

NOMINATION AND REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration including criteria for determining qualifications, positive attributes, Independence of a Director and other matters provided under Section 178(3) of the Act.

The Nomination & Remuneration Policy is also displayed on the Company's website under the web link:
<https://www.gravishospitality.com/investor-relations.html>

POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected therewith or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All the employees (permanent, contractual and trainees) are covered under this policy. The following is a summary of the sexual harassment complaints as on 31st March, 2024:

| | | |
|---|---|------------|
| Number of complaints received during the FY 2023-24 | — | NIL |
| Number of complaints disposed during the FY 2023-24 | — | NIL |
| Number of complaints pending at the end of the FY 2023-24 | — | NIL |

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has adopted a 'Vigil Mechanism Policy' in compliance with the provisions of Section 177 (9) of the Act and Regulation 22 of the SEBI Listing Regulations, with an objective to conduct its affairs in a fair and transparent manner and by adopting the highest standards of professionalism, honesty, integrity and ethical behavior. The Company has established mechanism for reporting concerns about unethical behaviour, actual or suspected fraud, violation of our Code of Conduct and Ethics.

The details of the policy have been disclosed in the Corporate Governance Report, which forms a part of the Annual Report and is also available on <https://www.gravishospitality.com/investor-relations.html>.

APPLICATIONS UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

There were no applications made by the Company or upon the Company under the Insolvency and Bankruptcy Code, 2016 during the year under review. There are no proceedings pending under the Insolvency and Bankruptcy Code, 2016 by / against the Company as on 31st March, 2024.

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THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION

During the year under review, there were no settlements made by the Company for any loan / borrowing taken from the Banks or Financial Institutions and hence no comment with regard to the details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions is made in this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The requirements of disclosure with regard to Conservation of Energy and Technology Absorption in terms of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, are not applicable to the Company, since it doesn't own any manufacturing facility.

During the year under review the following were the Foreign Exchange earnings and outgo of the Company:

Foreign Exchange earned during the Financial Year 2023-24 in terms of actual inflows: **Rs. 2,105.45 lacs**

Foreign Exchange outgo during the Financial Year 2023-24 in terms of actual outflows: **Rs. 230.59 lacs**

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

During the year under review, nil amounts were transferred by the Company to the Investor Education and Protection Fund.

PUBLIC DEPOSITS

During the financial year 2023-24, your Company has not accepted any deposit within the meaning of Sections 73 and 76 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Details of loans, guarantees and investments under the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, as on 31st March, 2024, are set out in Note Nos. 6 & 7 to the Standalone Financial Statements forming part of this report. The Members are requested to refer to the said Notes for details in this regard.

RELATED PARTY TRANSACTIONS

In line with the requirements of the Act and the SEBI Listing Regulations, the Company has formulated a Policy on Related Party Transactions and the same can be accessed on the Company's website at <https://www.gravishshospitality.com/investor-relations.html>.

All Related Party Transactions which were entered during the financial year 2023-24 were on an arm's length basis and in the ordinary course of business. There were no materially significant related party transactions made by the Company with related party(s) as defined under Section 2(76) of the Companies Act, 2013 which may have a potential conflict with the interest of the Company at large. All transactions with related parties were reviewed and approved by the Audit Committee and are in accordance with the Policy on dealing with and Materiality of Related Party Transactions, formulated by the Company. There are no materially significant related party transactions that may have potential conflict with interest of the Company at large.

The details of the related party transactions of the Company as required under Accounting Standard - 18 are set out in Note No. 41 to the Standalone Financial Statements forming part of this Annual Report.

All contracts/arrangements/transactions entered by the company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. Therefore, Form AOC-2 is not required to be annexed to this report.

INTERNAL FINANCIAL CONTROLS

The Company has sound internal financial controls commensurate to the size and nature of its business. The Company periodically reviews the internal financial controls in the light of new statutes, changes in business models, adoption of new technology solutions and suggestions for improvements received from employees. Further, the details in respect of internal financial control and their adequacy are also included in the Management Discussion and Analysis, which forms a part of the Annual Report.

RISK MANAGEMENT

Pursuant to Section 134 of the Companies Act, 2013, the Company has a Risk Management Policy in place for identification of key risks to its business objectives, impact assessment, risk analysis, risk evaluation, risk reporting and disclosures, risk mitigation and monitoring, and integration with strategy and business planning. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

SIGNIFICANT / MATERIAL ORDERS PASSED BY THE REGULATORS

There were no significant/material orders passed by any of the Regulators or Courts or Tribunals impacting the going concern status of your Company or its operations in future during the financial year 2023-24.

GRAVISS HOSPITALITY LIMITED

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes affecting the financial position of the Company subsequent to the close of FY 2023-24 till the date of this Report.

CHANGE IN NATURE OF BUSINESS

During the year under review, there has been no change in the nature of business of the Company.

REGISTERED OFFICE OF THE COMPANY

There has been no change in the registered office of the Company during the year.

The registered office is situated at Plot No. A4 & A5, Khandala MIDC, Phase II, Kesurdi, Khandala, Satara 412801.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 (3) (c) of the Companies Act, 2013, the Directors confirm that:

- (a) In the preparation of the annual accounts for the financial year ended 31st March, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (b) accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at 31st March, 2024 and of the loss of the Company for the financial year ended 31st March, 2024;
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts have been prepared on a going concern basis;
- (e) proper internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls are adequate and were operating effectively and;
- (f) proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

DISCLOSURE REQUIREMENTS

As per SEBI Listing Regulations, the Corporate Governance Report with the Practicing Company Secretary's Certificate thereon, and the Management Discussion and Analysis are attached as a separate section which forms a part of the Annual Report.

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

ACKNOWLEDGEMENTS

The Directors thank the Company's various stakeholders such as shareholders, customers, vendors, investors and partners for their continuous support.

The Directors also thank the Government of India, Governments of various states in India, Governments of various countries and concerned Government departments and agencies for their co-operation.

The Directors appreciate and value the contribution made by all our employees and their families and the contribution made by every other member of the Graviss family, for making the Company what it is.

For and on behalf of the Board of Directors

For **GRAVISS HOSPITALITY LIMITED**

Place: Mumbai
Dated: August 13, 2024

Sd/-
Romil Ratra
CEO & Whole Time Director
(DIN: 06948396)

Sd/-
Krishnakant Minawala
Independent Director
(DIN: 00754535)

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ANNEXURE A TO THE DIRECTORS' REPORT

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Rs. in lacs)

| Sl. No. | Particulars | Graviss Hotels & Resorts Limited | Graviss Catering Private Limited |
|---------|---|----------------------------------|----------------------------------|
| 1. | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | N.A. | N.A. |
| 2. | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | INR | INR |
| 3. | Share capital | 5.00 | 7.65 |
| 4. | Reserves & surplus | (1,410.43) | (367.99) |
| 5. | Total assets | 1,705.31 | 8.09 |
| 6. | Total Liabilities | 3,110.74 | 360.34 |
| 7. | Investments | — | — |
| 8. | Turnover | — | — |
| 9. | Profit before taxation | (107.38) | (8.28) |
| 10. | Provision for taxation | (0.03) | — |
| 11. | Profit after taxation | (107.40) | (8.28) |
| 12. | Proposed Dividend | — | — |
| 13. | % of shareholding | 100% | 100% |

- Names of subsidiaries which are yet to commence operations: NIL
- Names of subsidiaries which have been liquidated or sold during the year: NIL

On behalf of the Board of Directors
For **GRAVISS HOSPITALITY LIMITED**

Place: Mumbai
Dated: August 13, 2024

Sd/-
Romil Ratra
CEO and Whole Time Director
(DIN: 06948396)

GRAVISS HOSPITALITY LIMITED

ANNEXURE B TO THE DIRECTORS' REPORT

[Pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

A. A.The ratio of the remuneration of each director to the median remuneration of the employees of the company for the Financial Year 2023-24.

| Name of Directors drawing remuneration | Total Remuneration (in lacs) | Ratio to median remuneration |
|--|------------------------------|------------------------------|
| Mr. Romil Ratra | 169.70 | 64.53 |
| *Mr. Gaurav Ghai | 3.88 | 1.47 |

* Appointed with effect from February 14, 2024.

Notes:

1. Median Remuneration for the F. Y. 2023-24 is ₹2,62,966/-.
2. In the aforesaid calculation, remuneration is not considered of those permanent employees who worked for less than 12 months during the financial year 2023-24.

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B. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2023-24.

| Name | Remuneration (in lakhs) | | Increase / (Decrease) (in %) |
|--|-------------------------|---------|------------------------------|
| | 2023-24 | 2022-23 | |
| Mr. Romil Ratra – Chief Executive Officer and Whole Time Director | 169.70 | 147.65 | 14.93% |
| Mr. Farangilal Goyal – Chief Financial Officer | 24.94 | 23.55 | 5.90% |
| Ms. Jalpa H. Salvi — Company Secretary | 20.05 | 18.17 | 10.34% |
| Mr. Ravi Ghai – Non-Executive Director and Chairman | — | — | — |
| *Mr. Krishnakant Minawala – Non-Executive and Independent Director | — | — | — |
| **Mr. Bhavnesh Sawhney – Non-Executive and Independent Director | — | — | — |
| **Mr. Gaurav Ghai – Managing Director | 3.88 | — | — |
| *Ms. Usha Chandani – Non-Executive and Independent Director | — | — | — |
| ***Mr. Harsh Varma | — | — | — |
| ***Mr. Vikram Seth | — | — | — |
| ****Mr. Gulshan Bijlani | — | — | — |
| ****Mr. Mahendra V. Doshi | — | — | — |
| *****Ms. Tina Pardal | — | — | — |
| *****Mr. Shivaan Ghai | — | — | — |
| *****Mr. Saharsh Daga | — | — | — |

* Appointed with effect from November 23, 2023.

** Appointed with effect from February 14, 2024.

*** Resigned with effect from April 01, 2024.

**** Ceased with effect from April 01, 2024.

***** Resigned with effect from November 24, 2023.

The remuneration of Directors under Point A and B above does not include sitting fees paid to them for the F. Y. 2023-24.

C. The percentage increase in the median remuneration of employees in the financial year 2023-24:

| Remuneration FY 2022-23 (In Lacs) | Remuneration FY 2023-24 (In Lacs) | Increase (In Lacs) | % |
|-----------------------------------|-----------------------------------|--------------------|-------|
| 2.62 | 2.63 | 0.01 | 0.40% |

D. The number of permanent employees on the rolls of company:

| Name of the Company | No. of Employees on Payroll (as on 31.03.2023) | No. of Employees on Payroll (as on 31.03.2024) | % |
|-----------------------------|--|--|--------|
| Graviss Hospitality Limited | 128 | 161 | 25.78% |

GRAVISS HOSPITALITY LIMITED

- E. Average percentile increase already made in the salaries of employees other than the managerial personnel in the financial year 2023-24 and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

| Remuneration paid to Employees excluding Managerial personnel for FY 2022-23 (In Lacs) | Remuneration paid to Employees excluding Managerial personnel for FY 2023-24 (In Lacs) | % Change in remuneration paid to Employees excluding Managerial personnel (In Lacs) | Remuneration paid to Managerial personnel for FY 2022-23 (In Lacs) | Remuneration paid to Managerial personnel for FY 2023-24 (In Lacs) | Managerial personnel for FY 2023-24 (In Lakhs) % Change in remuneration paid to Managerial personnel (In Lacs) |
|--|--|---|--|--|---|
| 353.40 | 446.32 | 26.29% | 189.37 | 218.57 | 15.41% |

The key parameters for any variable component of remuneration availed by the directors: N.A.

- F. Affirmation that the remuneration is as per the Nomination & Remuneration Policy of the Company:

It is affirmed that the remuneration paid to Directors, Key Managerial Personnel and other senior management is as per the Nomination and Remuneration policy of the Company.

- G. Names of the top ten employees in terms of remuneration drawn and the name of every employee, who:

- (a) If employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than Rs. 1,02,00,000/- (Rupees One Crore and Two Lakhs): **YES**

| Name of Director | Total Remuneration (in lacs) |
|------------------|------------------------------|
| Mr. Romil Ratra | 169.70 |

- (b) If employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than Rs. 8,50,000/- per month (Rupees Eight Lakhs and Fifty Thousand): **None**
- (c) If employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than 2% (two percent) of the equity shares of the company: **None**
- (d) Names of the employees posted and working in a country outside India, not being directors or their relatives, drawing more than sixty lakh rupees per financial year or five lakh rupees per month: **None**

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The statement under Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the top ten employees in terms of remuneration drawing remuneration of Rs. 8,50,000/- or more per month or Rs. 1,02,00,000/- or more per annum:

| Sr. No. | Name | Designation of the Employee | Remuneration Received (In Lakhs) | Nature of Employment i.e. Contractual or Otherwise | Qualifications and experience of the Employee | Date of Commencement of employment | Age of Employee | The last employment held by such employee before joining the Company | The Percentage of Equity shares | Whether such employee is a relative of any director or manager of the Company and if so, name of such director or manager |
|---------|-----------------|-----------------------------|----------------------------------|--|--|------------------------------------|-----------------|--|---------------------------------|---|
| 1. | Mr. Romil Ratra | CEO and WTD | 169.70 | N.A. | Graduate of the Institute of Hotel Management, Catering Technology and Applied Nutrition, Mumbai | 01.04.2020 | 50 | Managing Director of Hospitality at Phoenix Mills Ltd., Mumbai | — | No |

GRAVISS HOSPITALITY LIMITED

ANNEXURE C TO THE DIRECTORS' REPORT

FORM MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31st March, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Graviss Hospitality Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Graviss Hospitality Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We have examined the papers, minute books, forms, returns filed and other records maintained by the Company for the financial year ended on 31st March 2024. Based on our verification of Graviss Hospitality Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Graviss Hospitality Limited ("the Company") for the financial year ended on 31st March 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; – **Not applicable as the Company has not issued any securities during the financial year under review;**
 - (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; – **Not applicable as the Company has not issued any Employee Stock Option Scheme and Employee Stock Purchase Scheme;**
 - (e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; – **Not applicable as the Company has not issued any debt securities during the financial year under review;**
 - (f) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; – **Not applicable as the Company is not registered as Registrar to an issue and Share Transfer Agent during the financial year under review;**
 - (g) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; – **Not applicable as the Company has not delisted its equity shares from any Stock Exchange during the financial year under review;**
 - (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; – **Not applicable as the Company has not issued any such securities during the financial year under review;**
 - (i) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; – **Not applicable as the Company has not bought back any of its securities during the financial year under review;**
 - (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; – **Not applicable to the Company securities during the financial year under review;**
 - (k) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR).

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We have also examined the compliances of the provisions of the following other laws applicable specifically to the company wherein we have also relied on the compliance certificates issued by the head of the respective departments in addition to the checks carried out by us:

- (i) Food Safety and Standards Act, 2006
- (ii) The Legal Metrology Act, 2009

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with the Bombay Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that there are following major events in the Company during the period under review:

1. Resolutions passed under Special Business in 62nd Annual General Meeting of the Company held on 27th September, 2023, for below mentioned matters:
 - (a) Re-appointment of Mr. Ravi Ghai (DIN: 00074612) as Non-Executive and Non-Independent Director of the Company.
 - (b) Appointment of Mr. Shivaan Ghai (DIN: 09256305) as a Non-Executive Non-Independent Director.
 - (c) Appointment of Mr. Saharsh Daga (DIN: 10272515) as a Non-Executive Non-Independent Director.
 - (d) Appointment of Mr. Vikram Rajendra Seth (DIN 00234960) as a Non-Executive Non-Independent Director.
 - (e) Approval of payment of professional and consultancy charges to Mr. Ravi Ghai, Non-Executive – Non-Independent Director-Chairman and execute consultancy agreement with Mr. Ravi Ghai.
2. Resolutions passed under Special Resolution through postal ballot on 08th February 2024, for below mentioned matters:
 - (a) Appointment of Mr. Krishnakant Vasantlal Minawala (DIN-00754535) as a Non-Executive-Independent Director of the company.
 - (b) Appointment of Mrs. Usha Chandani (DIN:08616558) as a Non-Executive-Independent Director of the company.

For **Ferrao MSR & Associates**
Company Secretaries

Sd/-

Martinho Ferrao
Partner

FCS No. 6221

C.P. No. 5676

PR: 951/2020

UDIN: F006221E000495820

Place: Mumbai
Dated: May 23, 2024

This report is to be read with our letter which is annexed as **Annexure A** and forms an integral part of this report.

GRAVISS HOSPITALITY LIMITED

'Annexure A'

To,
The Members,
Graviss Hospitality Limited

Our report is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **Ferrao MSR & Associates**
Company Secretaries

Sd/-
Martinho Ferrao
Partner

FCS No. 6221

C.P. No. 5676

PR: 951/2020

UDIN: F006221E000495820

Place: Mumbai
Dated: May 23, 2024

SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31st March, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Graviss Hotels & Resorts Limited
Strand Cinema Bldg., 1st Floor, C.S. No. 506,
Arthur Bunder Road,
Colaba, Mumbai – 400 005.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Graviss Hotels & Resorts Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

We have examined the papers, minute books, forms, returns filed and other records maintained by the Company provided to us for the financial year ended on 31st March, 2024. Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; – **Not Applicable**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; – **Not Applicable to the Company**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): – **Not Applicable to the Company**
 - (a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; – and
 - (h) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. – **Not Applicable except for Regulation 23 and 24A.**

GRAVISS HOSPITALITY LIMITED

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Directors except independent directors as mentioned above. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and the Articles of Association of the Company.

Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda are in most cases sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Consent of the Board of Directors is obtained in cases where Meetings are scheduled by giving notice or agenda papers less than seven days.

All decisions were carried through with requisite majority. There were no dissenting views from the members during the period under review.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **Ferrao MSR & Associates**
Company Secretaries

Sd/-

Martinho Ferrao
Partner

FCS No. 6221

C.P. No. 5676

UDIN: F006221F000487141

Place: Mumbai

Dated: May 29, 2024

This report is to be read with our letter which is annexed as **Annexure A** and forms an integral part of this report.

63RD ANNUAL REPORT

'Annexure A'

To,
The Members,
Graviss Hotels & Resorts Limited
Strand Cinema Bldg., 1st Floor, C.S. No. 506,
Arthur Bunder Road,
Colaba, Mumbai – 400 005.

Our report is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **Ferrao MSR & Associates**
Company Secretaries

Sd/-
Martinho Ferrao
Partner
FCS No. 6221
C.P. No. 5676
UDIN: F006221F000487141

Place: Mumbai
Dated: May 29, 2024

Report on Corporate Governance

1. Company's Philosophy on the Code of Governance:

Corporate Governance at Graviss Hospitality Limited ('the Company') is managed in a fair and transparent manner. Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large. The essence of the standards, values and practices we hold true are manifest in the way our employees conduct themselves at work, striving to improve stakeholder experience. A host of other policies and processes help us uphold the highest standards of integrity and curb unprofessional behaviour.

The Board of Directors of the Company has adopted a "Code of Conduct For Board of Directors And Senior Management Personnel" (hereinafter referred to as 'Code') based on the principles of good Corporate Governance and best management practices being followed. The Code is available at the following link: <https://www.gravisshospitality.com/investor-relations.html>. The Company remained committed towards protection and enhancement of overall long term value for its entire stakeholders – Customer, Lenders, Employee and Society.

Your Company ensures adequate, timely and accurate disclosure on all material matters including the financial situation, performance, ownership and governance of the Company to the stock exchanges and the investors. The Company has complied with the mandatory provisions of Schedule II of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, which deals with the compliance of Corporate Governance requirement as detailed below:

2. Board of Directors:

(a) Composition and Category of Directors

The Company believes that an active, well-informed and independent board is necessary to ensure the highest standards of corporate governance. The composition of the Board of Directors of the Company is in compliance with the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 prescribed by the stock exchanges and in accordance with Good Corporate Governance Practices. The board functions as full Board and through various committees constituted for their specific purpose and operational area. The board has constituted 3(three) Committees viz. Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. These board committees comprised majority of Independent Directors and were chaired by Independent Directors.

As on the date of this Report, the Board comprises of 6(six) Directors, out of which 3 (three) are Independent Directors constituting half of the Board's strength, 1 (One) is a Non-Executive and Non Independent Director, 1(One) is an Executive Whole Time Director and Chief Executive Officer, 1(One) is an Executive Managing Director. The Board also has representation of a Woman Director being a Non-Executive and Independent Director. The composition of the Board is in conformity with the requirements of Regulation 17 of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015as well as the Companies Act, 2013 read with the Rules issued thereunder.

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(b) Attendance of the Directors

The details of attendance of Directors at Board Meetings during the financial year 2023-24 and at the Annual General Meeting (AGM) of the Company are as reproduced below:

| Name of the Director & Director Identification Number (DIN) | Date of Board Meeting | | | | | | AGM held on 27.09.2023 |
|---|-----------------------|------------|------------|------------|------------|------------|------------------------------|
| | 16.05.2023 | 11.08.2023 | 25.08.2023 | 09.11.2023 | 23.11.2023 | 14.02.2024 | |
| Mr. Ravi Iqbal Ghai (DIN: 00074612) | ✓ | X | X | X | X | X | X |
| ****Mrs. Tina Sunil Pardal (DIN: 07148874) | ✓ | ✓ | ✓ | ✓ | ✓ | N.A. | ✓ |
| ****Mr. Mahendra Vasantrai Doshi (DIN: 00123243) | ✓ | ✓ | ✓ | ✓ | X | ✓ | ✓ |
| ****Mr. Gulshan Mohan Bijlani (DIN: 01987683) | ✓ | X | ✓ | ✓ | ✓ | X | X |
| Mr. Romil Ratra (DIN: 06948396) | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| ***Mr. Harsh Kumar Varma (DIN: 03421941) | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| ****Mr. Shivaan Ghai (DIN: 09256305) | N.A. | N.A. | N.A. | X | ✓ | N.A. | N.A. |
| ****Mr. Saharsh Daga (DIN: 10272515) | N.A. | N.A. | N.A. | X | ✓ | N.A. | N.A. |
| ***Mr. Vikram Seth (DIN: 00234960) | N.A. | N.A. | N.A. | X | X | ✓ | N.A. |
| *Mr. Krishnakant Minawala (DIN: 00754535) | N.A. | N.A. | N.A. | N.A. | N.A. | ✓ | N.A. |
| *Mrs. Usha Chandani (DIN: 08616558) | N.A. | N.A. | N.A. | N.A. | N.A. | X | N.A. |
| **Mr. Gaurav Ghai (DIN: 00074857) | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| **Mr. Bhavnesh Sawhney (DIN: 00072194) | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |

* Appointed with effect from November 23, 2023.

** Appointed with effect from February 14, 2024.

*** Resigned with effect from April 01, 2024.

**** Ceased with effect from April 01, 2024.

***** Resigned with effect from November 24, 2023.

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(c) Composition of the Board of Directors, Number of Shares held in the Company, Attendance Details and Other Directorship/ Committee Details held as on 31st March, 2024

| Sl. No. | Names of Directors and DIN | Category | Directorships in other listed entities | Number of Shares and Convertible Instruments held | Attendance at the Board Meetings held during the F.Y. 2023-2024 | Attendance at the last AGM held on September 27, 2023 | No. of Directorships in other Companies* | Membership and Chairmanship of the Committees of the Board of other Companies** | |
|---------|--|--|--|---|---|---|--|---|--------|
| | | | | | | | | Chairman | Member |
| 1. | Mr. Ravi Iqbal Ghai (DIN: 00074612) | Promoter and Non-Executive Chairman | Nil | 23,16,345 | 1/6 | No | Nil | — | — |
| 2. | *Mrs. Tina Sunil Pardal (DIN: 07148874) | Non-Executive and Independent Director | Nil | 0 | 5/6 | Yes | Nil | — | — |
| 3. | **Mr. Mahendra Vasantrai Doshi (DIN: 00123243) | Non-Executive and Independent Director | LKP Finance Limited – Executive Director, Chairman & Managing Director LKP Securities Limited – Non-Executive and Non-Independent Director Nilkamal Limited – Non-Executive and Independent Director | 0 | 5/6 | Yes | 4 | 3 | 1 |
| 4. | **Mr. Gulshan Mohan Bijlani (DIN: 01987683) | Non-Executive and Independent Director | Nil | 17,350 | 4/6 | No | Nil | — | — |
| 5. | Mr. Romil Ratra (DIN: 06948396) | Executive Whole Time Director | Nil | 0 | 6/6 | Yes | Nil | — | — |
| 6. | ***Mr. Harsh Kumar Varma (DIN: 03421941) | Non-Executive and Non-Independent Director | Nil | 0 | 6/6 | Yes | 1 | — | — |
| 7. | *Mr. Shivaan Ghai (DIN: 09256305) | Non-Executive and Non Independent Director | Nil | 0 | 1/6 | NA | Nil | — | — |
| 8. | *Mr. Saharsh Daga (DIN: 10272515) | Non-Executive and Non Independent Director | Nil | 0 | 1/6 | NA | Nil | — | — |
| 9. | ***Mr. Vikram Seth (DIN: 00234960) | Non-Executive and Non Independent Director | Nil | 0 | 1/6 | NA | Nil | — | — |
| 10. | ****Mr. Krishnakant Minawala (DIN: 00754535) | Non-Executive and Independent Director | Nil | 0 | 1/6 | NA | 1 | — | — |
| 11. | ****Mrs. Usha Chandani (DIN: 08616558) | Non-Executive and Independent Director | Nil | 0 | NA | NA | Nil | — | — |
| 12. | *****Mr. Bhavnesh Sawhney (DIN: 00072194) | Non-Executive and Independent Director | Nil | 0 | NA | NA | Nil | — | — |
| 13. | *****Mr. Gaurav Ghai (DIN: 00074857) | Managing Director | Nil | 0 | NA | NA | 1 | — | — |

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- * Mrs. Tina Pardal, Mr. Saharsh Daga and Mr. Shivaan Ghai resigned from the Directorship of the Company w.e.f November 24, 2023.
- ** Mr. Mahendra V. Doshi and Mr. Gulshan Bijlani ceased from the Directorship of the Company w.e.f April 01, 2024.
- *** Mr. Harsh Kumar Varma and Mr. Vikram Seth resigned from the Directorship of the Company w.e.f April 01, 2024.
- **** Mr. Krishnakant Minawala and Mrs. Usha Chandani were appointed as Directors (Non- Executive and Independent) w.e.f November 23, 2023.
- ***** Mr. Bhavnesh Sawhney and Mr. Gaurav Ghai were appointed as Directors (Non- Executive and Independent) and Managing Director respectively w.e.f February 14, 2024.

- * Excludes directorship in Graviss Hospitality Limited. Also excludes directorship in private companies, foreign companies, companies incorporated under Section 8 of the Companies Act, 2013 and alternate directorships.
- ** For the purpose of considering the limit of Committee memberships and chairmanships of a Director, membership and chairmanship of Audit Committee and Stakeholders Relationship Committee of public companies have been considered. Also excludes the memberships & chairmanships in Graviss Hospitality Limited.

Certificates have also been obtained from the Independent Directors confirming their position as Independent Directors on the Board of the Company in accordance with Section 149 of the Companies Act, 2013, read with the relevant provisions of (SEBI LODR) Regulations.

(d) Disclosure of Relationships between Directors inter-se:

Mr. Ravi Ghai is the father of Mr. Gaurav Ghai.

(e) Web Link where details of Familiarization Programmes imparted to Independent Directors is disclosed:

<https://www.gravishospitality.com/investor-relations.html>

(f) Key Board Qualifications, Expertise and Attributes:

The Board comprises qualified members who bring in the required skills, competence and expertise so that effective contribution is made by the Board and its committees and so that the Company achieves highest standards of Corporate Governance.

In view of the objectives and activities of our Business, the Company requires skills/expertise/competencies in the areas of Finance & Regulatory, Strategy, Technology, Sales & Marketing, Hospitality & Operations, Human Resources and Risk & Governance.

The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, experience, diversity and independence required for it to function effectively. These Directors are nominated based on well-defined selection criteria. The Nomination and Remuneration Committee ('NRC') considers, inter alia, key skills, qualifications, expertise and competencies, whilst recommending to the Board the candidature for appointment of Director. The Board periodically evaluates the need for change in its composition and size.

The table below summarizes the key attributes and skills matrix, identified by the Board of Directors, as required in the context of business, which is to be considered while selecting the Director:

| | |
|-----------------------------------|---|
| Financial and Regulatory | Proficiency in Financial Management, Capital Allocation, Treasury and Accountancy, Costing, Budgetary Controls and in Statutory and Regulatory requirements. |
| Hospitality and Operations | Understanding Organizations, Business processes including but not limited to Hospitality business and Driving change. |
| Risk and Governance | Understanding Risk Management, Corporate Governance, Transparency, Economies of Scale and Protecting the interest of stakeholders, enterprise reputation, accountability and following governance practice. |
| Strategy | Understanding Strategic Planning so as to drive the Company's business into right direction. |
| Sales & Marketing | Handling diverse business scenario, sales and marketing strategies, Global market opportunities, Macro policies and business economics. |
| Technology | Having fair understanding and knowledge about the Technological developments that can be put to right use in the Company's business. |
| Human Resources | Ethics, Communication, Business Leader and Problem Solver. |

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| Name of the Director | Attributes | | | | | | |
|--------------------------|------------------------|--------------------------|-------------------|----------|-------------------|------------|-----------------|
| | Financial & Regulatory | Hospitality & Operations | Risk & Governance | Strategy | Sales & Marketing | Technology | Human Resources |
| Mr. Ravi Ghai | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mr. Romil Ratra | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mrs. Usha Chandani | ✓ | ✓ | ✓ | ✓ | ✓ | X | X |
| Mr. Gaurav Ghai | ✓ | ✓ | ✓ | ✓ | X | X | ✓ |
| Mr. Krishnakant Minawala | ✓ | ✓ | ✓ | ✓ | X | ✓ | ✓ |
| Mr. Bhavnesh Sawhney | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

(g) Confirmations:

The Company confirms that in the opinion of the board, the independent directors fulfill the conditions specified in the SEBI (LODR) Regulations, 2015 and are independent of the management.

The required information is duly circulated to the Directors including the Non-Executive Directors who have actively participated in the deliberations of the Board.

3. Audit Committee:

The Board has constituted a well-qualified Audit Committee. All the members of the Committee are Independent Directors including its Chairman. The primary objective of the Audit Committee is to ensure accurate, timely and proper disclosures, transparency, integrity and quality of financial reporting and the Committee has played an important role in ensuring the same.

The composition and terms of reference of the Audit Committee are in accordance with the provisions of Section 177 of the Companies Act, 2013 read with Rules made there under and Regulation 18 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Mrs. Usha Chandani and Mr. Bhavnesh Sawhney as the members, are financially literate and Mr. Krishnakant Minawala, Chairman has accounting and related financial management expertise /exposure.

The Audit Committee invites such of the executives, as it considers appropriate particularly the Chief Financial Officer, Statutory Auditors and Internal Auditors to attend the Audit Committee Meeting(s). The Company Secretary of the Company acts as a Secretary to the Committee. The minutes of each Audit Committee meeting are placed and discussed at the next meeting of the Board.

(i) The Terms of Reference role of the Audit Committee include the following:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Scrutiny of inter-corporate loans and investments;
5. Reviewing, with the management, the quarterly, half-yearly, nine monthly and annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - (b) Changes, if any, in accounting policies and practices and reasons for the same;
 - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) Significant adjustments made in the financial statements arising out of audit findings;
 - (e) Compliance with listing and other legal requirements relating to financial statements;

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- (f) Disclosure of any related party transactions;
- (g) Qualifications in the draft audit report;
- 6. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- 7. Examination of the financial statement and the auditors' report thereon;
- 8. Reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for the purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
- 9. Review and monitor the auditor's independence and performance and effectiveness of audit process;
- 10. Evaluation of internal financial controls and risk management systems.
- 11. Approval or any subsequent modification of transactions of the company with related parties;
- 12. Valuation of undertakings or assets of the company, wherever it is necessary;
- 13. Establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed;
- 14. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems of the Company;
- 15. Looking into the reasons for substantial defaults (if any), in payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- 16. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- 17. Discussion with internal auditors of any significant findings and follow up there on;
- 18. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate;
- 19. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- 20. To review the functioning of the Whistle Blower mechanism;
- 21. Reviewing the Management Discussion and Analysis for the financial condition and results of operation; and
- 22. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee has approved and has in its place; the overall framework for Related Party Transactions, the Policy on materiality and dealing with the Related Party Transactions and the criteria for granting omnibus approval in line with the policy of dealing with Related Party Transactions in accordance with provisions of the Companies Act, 2013 and Regulations 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

- (ii) **The details as to the date(s) on which the Audit Committee meetings were held during the financial year ended 31st March, 2024 are as follows:**

| Sl. No. | Dates of Meetings |
|---------|---------------------------------|
| 1. | 16 th May, 2023 |
| 2. | 11 th August, 2023 |
| 3. | 25 th August, 2023 |
| 4. | 09 th November, 2023 |
| 5. | 14 th February, 2024 |

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(iii) The composition of the Audit Committee of the Board of Directors of the Company along with details of the meetings attended during the financial year ended 31st March, 2024 are detailed below:

| Sl. No. | Name | Category | Nature of Membership | No. of Meetings during the year 2023-24 | |
|---------|-----------------------|-----------------------------------|----------------------|---|----------|
| | | | | Held | Attended |
| 1. | Mr. Mahendra V. Doshi | Non-Executive and Independent | Chairman | 5 | 5 |
| 2. | Mrs. Tina Pardal | Non-Executive and Independent | Member | 5 | 4 |
| 3. | Mr. Gulshan Bijlani | Non-Executive and Independent | Member | 5 | 3 |
| 4. | Mr. Harsh Kumar Varma | Non-Executive and Non Independent | Member | 5 | 5 |

Five audit committee meetings were held during the year and the gap between two meetings did not exceed one hundred and twenty days. The necessary quorum was present for all the meetings.

4. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee determines the composition of the Board according to the needs and requirements of the Company from time to time and determines the overall compensation for Directors.

(i) The terms of reference of Nomination & Remuneration Committee are as per the SEBI (LODR) Regulations, 2015 and Companies Act, 2013. The broad terms of reference of Nomination & Remuneration Committee as approved by the Board are as under:

1. Formulation of criteria for qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees. The committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience;
2. Recommend to the Board the appointment or reappointment of directors;
3. Formulation of criteria for evaluation of Independent Directors and the Board;
4. Devising a policy on diversity of the Board of Directors;
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;
6. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
7. Carry on the evaluation of every director's performance;
8. Any other matter as the Board may decide from time to time.

(ii) During the Financial Year ended 31st March, 2024, the meeting of the Nomination and Remuneration Committee was held as follows:

| Sl. No. | Dates of Meetings |
|---------|---------------------------------|
| 1. | 16 th May, 2023 |
| 2. | 25 th August, 2023 |
| 3. | 23 rd November, 2024 |
| 4. | 14 th February, 2024 |

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(iii) The composition of the Nomination and Remuneration Committee of the Board of Directors of the Company along with details of the meetings attended during the financial year ended 31st March, 2024 are detailed below:

| Sl. No. | Name | Category | Nature of Membership | No. of Meetings during the year 2023-24 | |
|---------|-----------------------|-----------------------------------|----------------------|---|----------|
| | | | | Held | Attended |
| 1. | Mr. Gulshan Bijlani | Non-Executive and Independent | Chairman | 4 | 2 |
| 2. | Mr. Mahendra V. Doshi | Non-Executive and Independent | Member | 4 | 3 |
| 3. | Mrs. Tina Pardal | Non-Executive and Independent | Member | 4 | 3 |
| 4. | Mr. Harsh Kumar Varma | Non-Executive and Non Independent | Member | 4 | 4 |

(iv) Performance Evaluation Criteria for Independent Directors

The performance of Independent Directors of the Company is evaluated by the entire Board of Directors (excluding the Director being evaluated). A Brief Evaluation Form is filled by the Board of Directors, which, in addition to covering the parameters laid down for evaluation of all Directors, also covers criterion for evaluation of performance of Independent Directors.

Following are the criterion for performance evaluation of Independent Directors of the Company:

- Participation and contribution at Board and Committee meetings;
- Managing relationships with fellow Board members and senior management;
- Director upholds ethical standards of integrity and probity;
- The skills, knowledge and expertise relevant to the Company's business, with extensive experience at a senior leadership level in a comparable company or organization;
- Director exercises objective independent judgment in the best interest of Company;
- Director has effectively assisted the Company in implementing best corporate governance practice and then monitors the same;
- Director helps in bringing independent judgment during board deliberations on strategy, performance, risk management etc.;
- Director keeps himself/ herself well informed about the Company and external environment in which it operates;
- Director acts within his authority and assists in protecting the legitimate interest of the Company, Shareholders and employees;
- Director maintains high level of confidentiality;
- Director adheres to the applicable code of conduct for Independent Directors;
- The willingness and commitment to devote the extensive time necessary to fulfill his/her duties;
- Commitment, including guidance provided to the Senior Management outside of Board/ Committee Meetings

The Performance evaluation of the Chairman and Managing Director and the Non Independent Directors was carried out by independent directors. The Directors have expressed their satisfaction with evaluation process.

5. Stakeholders' Relationship Committee:

The terms of reference of the Committee are in line with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 which include, inter-alia., resolving of grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings, measures taken for effective exercise of voting rights by shareholders, adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent, reviewing of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends, if any, and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company and all other acts or deeds as may be necessary or incidental thereto.

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The Stakeholders' Relationship Committee consists of three (3) Members, viz. Mr. Krishnakant V. Minawala (appointed Chairperson of the committee w.e.f May 30, 2024) and Mrs. Usha Chandani and Mr. Romil Ratra (appointed in the committee w.e.f May 30, 2024) as Members of the Committee. Ms. Jalpa H. Salvi, Company Secretary is the Compliance Officer of the Company and acts as Secretary to the Committee.

- (a) The constitution of the Stakeholders Relationship Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year ended 31st March, 2024 is detailed below:

| Sl. No. | Dates of Meetings |
|---------|----------------------------------|
| 1. | 31 st May, 2023 |
| 2. | 30 th June, 2023 |
| 3. | 31 st July, 2023 |
| 4. | 31 st August, 2023 |
| 5. | 29 th September, 2023 |
| 6. | 31 st October, 2023 |
| 7. | 30 th November, 2023 |
| 8. | 09 th January, 2024 |

- (b) The composition of the Stakeholders Relationship Committee of the Board of Directors of the Company along with details of the meetings attended during the financial year ended 31st March, 2024 are detailed below:

| Sl. No. | Name | Category | Nature of Membership | Meeting Details | |
|---------|-----------------------|-----------------------------------|----------------------|-----------------|----------|
| | | | | Held | Attended |
| 1. | Mrs. Tina Pardal | Non Executive and Independent | Chairperson | 8 | 6 |
| 2. | Mr. Mahendra Doshi | Non Executive and Independent | Member | 8 | 8 |
| 3. | Mr. Gulshan Bijlani | Non Executive and Independent | Member | 8 | 1 |
| 4. | Mr. Harsh Kumar Varma | Non-Executive and Non Independent | Member | 8 | 7 |

- (c) Details of shareholder's complaints received and redressed during the year 2023 – 24 are as follows:

| Number of complaints pending as on 1st April, 2023 | Number of complaints received | Complaint not resolved to the satisfaction of shareholders | Number of pending complaints (as on 31.03.2024) |
|--|-------------------------------|--|---|
| 0 | 0 | — | 0 |

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6. Remuneration of Directors:

The Company's remuneration policy aims to attract and retain talent and is in accordance with the industry practices. The policy ensures equity, fairness and consistency in rewarding the employees on the basis of performance earmarked objectives.

NON-EXECUTIVE DIRECTORS

The Non-Executive/Independent Directors of the Company play a crucial role for ensuring the quality of corporate governance in a Company. They constitute a necessary component of a balanced Board structure where the in-depth knowledge of the executive directors is blended with the wider experience, unbiased opinions and knowledge of the Independent Directors. The Non-Executive Directors are paid sitting fees for attending the Meetings of the Board / Committees. The Company has not granted any Stock Options to any of its Directors.

Details of Remuneration paid to the Directors of the Company for the Financial Year ended 31st March, 2024 are as follows:

(Figures in ₹ lacs)

| Name of the Director | Salary | Perquisites | Contribution to Provident Fund | Sitting Fees for Board/ Committee Meetings | Performance Linked Bonus | Bonus/Stock Options/ Pension/ Retirement Benefits etc | Commission | Total |
|--|--------|-------------|--------------------------------|--|--------------------------|---|------------|--------|
| Mr. Ravi Ghai | — | — | — | — | — | — | — | — |
| Mr. Gaurav Ghai (w.e.f. 14.02.2024) | 3.88 | — | — | — | — | — | — | 3.88 |
| Mr. Romil Ratra | 169.70 | — | — | — | — | — | — | 169.70 |
| Mr. Harsh Kumar Varma (resigned w.e.f 01.04.2024) | — | — | — | 1.00 | — | — | — | 1.00 |
| Mr. Vikram Seth (resigned w.e.f 01.04.2024) | — | — | — | 0.50 | — | — | — | 0.50 |
| Mr. Gulshan Bijlani (ceased w.e.f 01.04.2024) | — | — | — | 1.50 | — | — | — | 1.50 |
| Mr. Mahendra Doshi (ceased w.e.f 01.04.2024) | — | — | — | 3.00 | — | — | — | 3.00 |
| Mrs. Tina Pardal (resigned w.e.f 24.11.2023) | — | — | — | 2.50 | — | — | — | 2.50 |
| Mr. Krishnakant Minawala (appointed w.e.f 23.11.2023) | — | — | — | 0.50 | — | — | — | 0.50 |
| Mr. Bhavnesh Sawhney (appointed w.e.f 01.04.2024) | — | — | — | — | — | — | — | — |

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Criteria for making payments to non-executive directors:

The Criteria for making payments to Non-Executive Directors of the Company is available at the below web link:

<https://www.gravishhospitality.com/investor-relations.html>

Remuneration of employees largely consists of basic remuneration, perquisites, allowances and variable pay, wherever applicable. The components of the total remuneration vary for different employee grades and are governed by industry patterns, qualifications and experience of the employee, responsibilities handled by him/her, his/her individual performances, etc. The annual variable pay of senior managers is linked to the Company's performance in general and the individual performance for the relevant year is measured against specific major performance areas which are closely aligned to the Company's objectives.

CHAIRMAN

Mr. Ravi Ghai (DIN: 00074612) is appointed as an Additional Director and Chairman (Non-Executive and Non-Independent), on the Board of Directors of the Company w. e. f. 1st June, 2024 upto to the ensuing Annual General Meeting (AGM). In the present AGM, the Company has proposed to its members to approve the appointment of Mr. Ravi Ghai (DIN: 00074612) as Director and Chairman (Non-Executive and Non-Independent) for a period of three (3) years.

WHOLE TIME DIRECTOR

Mr. Romil Ratra, the Chief Executive Officer of the Company has been appointed as a Whole Time Director w. e. f. March 01, 2021 at the meeting of the Board of Directors held on March 09, 2021 on the same terms and conditions including the remuneration drawn by him as the Chief Executive Officer of the Company and was recommended by the Nomination and remuneration Committee of the Company and approved by the Board of Directors at its meeting held on June 30, 2020. Hence, Mr. Romil Ratra is the Chief Executive Officer and Whole Time Director of the Company.

INDEPENDENT DIRECTORS

The Independent Directors have submitted declaration(s) that they meet the criteria of Independence laid down under the Companies Act, 2013 and the Listing Regulations.

The Board of Directors, based on the declaration(s) received from the Independent Directors, have verified the veracity of such disclosures and confirm that the Independent Directors fulfill the conditions of independence specified in the Listing Regulations and are independent of the management of the Company.

Based on intimations/ disclosures received from the Directors periodically, none of the Directors of the Company hold memberships/ Chairmanships more than the prescribed limits.

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7. General Body Meetings:

(a) General Meetings:

(i) Location, time and venue for the last three Annual General Meetings (AGM) held:

| Financial Year | Date | Time | Venue | Whether any special Resolution/s passed |
|----------------|--|------------|---|---|
| 2020-2021 | Wednesday, 22 nd September, 2021 | 12:00 p.m. | Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') Deemed venue: Dairy Tops, J-177, M.I.D.C., Bhosari, Pune – 411 026. | <ul style="list-style-type: none"> • YES as mentioned below To appoint Mr. Romil Ratra as a Whole Time Director in the Company for a period of 5 years. |
| 2021-2022 | Tuesday, 27 th September, 2022 | 12:30 p.m. | Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') Deemed venue: Plot No. A4 & A5, Khandala M.I.D.C. Phase II, Kesurdi, Tal. Khandala, Satara, Maharashtra, 412801 | <ul style="list-style-type: none"> • No |
| 2022-2023 | Wednesday, 27 th September, 2023 | 12:30 p.m. | Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') Deemed venue: Plot No. A4 & A5, Khandala MIDC Phase II Kesurdi, Tal. Khandala, Satara, Maharashtra, 412801 | <ul style="list-style-type: none"> • YES as mentioned below <ol style="list-style-type: none"> 1. To appoint a director in place of Mr. Ravi Ghai (DIN:00074612) who retires by rotation and being eligible offers himself for re-appointment. 2. To approve payment of Professional and Consultancy Charges to Mr. Ravi Ghai, Non-Executive – Non Independent Director-Chairman and execute Consultancy Agreement with Mr. Ravi Ghai. |

(b) Extraordinary General Meeting:

No extraordinary general meeting of the Members was held during FY 2023-24.

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(c) **Special Resolutions:**

(ii) **Details of special resolution passed through postal ballots, the persons who conducted the postal ballot exercise, details of the voting pattern and procedure of postal ballot:**

During the financial year 2023-24 the company conducted two postal ballots. The details of the same are as follows:

| Sr. No. | Date of passing resolution | Details of resolution | Persons conducting the postal ballot exercise | Details of the voting pattern | Procedure of postal ballot |
|---------|----------------------------|--|---|--|----------------------------|
| 1. | 08/02/2024 | 1. Appointment of Mr. Krishnakant Vasantlal Minawala (DIN: 00754535) as a Non-Executive – Independent Director of the Company. 2. Appointment of Mrs. Usha Chandani (DIN: 08616558) as a Non-Executive – Independent Director of the Company. | Mr. Martinho Ferrao from Martinho Ferrao Associates | Votes in favour of the both the resolution: 99.99% Votes against both the resolution: 0.0001% | E-voting |
| 2. | 01/04/2024 | 1. Appointment of Mr. Gaurav Ghai (DIN: 00074857) as a Director of the Company. 2. Appointment of Mr. Gaurav Ghai (DIN: 00074857) as a Managing Director of the Company 3. Appointment of Mr. Bhavnesh Kidarnath Sawhney (DIN: 00072194) as a Non-Executive – Independent Director of the Company. | Mr. Martinho Ferrao from Martinho Ferrao Associates | Votes in favour of the both the resolution: 99.99% Votes against both the resolution: 0.0001% | E-voting |

(iii) **Details of special resolution proposed to be conducted through postal ballot:**

None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot.

8. Means of Communication:

(i) **Quarterly Results:**

The quarterly, half yearly and annual financial results and quarterly shareholding pattern are posted on Company's official website www.gravisshospitality.com. As per the requirements of the provisions of SEBI (LODR) Regulations, 2015, the Company also provides information to the stock exchanges and updates its website on regular basis to include new developments in the Company, if any. Further, quarterly, half-yearly and annual financial results of the Company were published within the stipulated time period in leading English and local language newspapers of the place where Registered Office of the Company is located, newspapers viz. The Financial Express (All Editions) and Sakal (Satara edition).

(ii) **Website:**

The Company maintains a separate dedicated section viz. "Investor Relation" for the information of shareholders and other stakeholders of the Company on the Company's website www.gravisshospitality.com.

Email ID for Investor Grievances is investors.relations@gravissgroup.com.

Quarterly / half-yearly / annual financial results, Annual Reports, status of unclaimed dividend, if any, various applicable policies of the Company and other required details are available on the Company's website. Full version of the annual report including the notice of Annual General Meeting, Management's Discussion and Analysis Report, Corporate Governance

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Report, Financial Statements along with the notes thereon, Directors' Report and Auditors' Report are sent to the shareholders electronically within the stipulated time and are also uploaded on Company's official website at the following link : <https://www.gravisshospitality.com/investor-relations.html>.

(iii) There were no Presentations made to institutional investors or to the analysts during the Financial Year 2023-24.

9. General Shareholder Information:

The Company is registered with the Registrar of Companies, Pune, Maharashtra. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L55101PN1959PLC012761.

- (i) Annual General Meeting for FY 2023-24
- (ii) Date: September 27, 2024
- (iii) Time: 12:30 p.m.
- (iv) Venue: The Company is conducting meeting through Video Conferencing and Other Audio Visual Means pursuant to the MCA Circulars dated May 5, 2020 read with Circulars dated April 8, 2020, April 13, 2020 and January 13, 2021, 08 December, 2021, May 05, 2022, September 25, 2023 and as such there is no requirement to have a physical venue for the AGM. For details please refer to the Notice of this AGM.

As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2, details of Director seeking re-appointment at this AGM are given in the Annexure to the Notice of this AGM.

(v) Tentative Financial Calendar for FY 2024-25

| | |
|---|---------------|
| Quarter ending 30 th June, 2024 | August 2024 |
| Quarter ending 30 th September, 2024 | November 2024 |
| Quarter ending 31 st December, 2024 | February 2025 |
| Quarter ending 31 st March, 2024 | May 2025 |

- (vi) Book Closure Dates: September 21, 2024 to September 27, 2024 (both days inclusive)
- (vii) Financial Year – April, 2023 to March, 2024
- (viii) Dividend Payment Date: The Directors of the Company do not recommend any dividend for the Financial Year ended 31st March, 2024.
- (ix) The name and address of each Stock Exchange at which the Company's securities are listed and a confirmation about payment of annual listing fee to each such stock exchange:

The Company's shares are listed on BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.

The Company has paid the listing fees to BSE Ltd. for the year 2023-24

Stock Code on BSE Ltd.: 509546

ISIN: INE214F01026

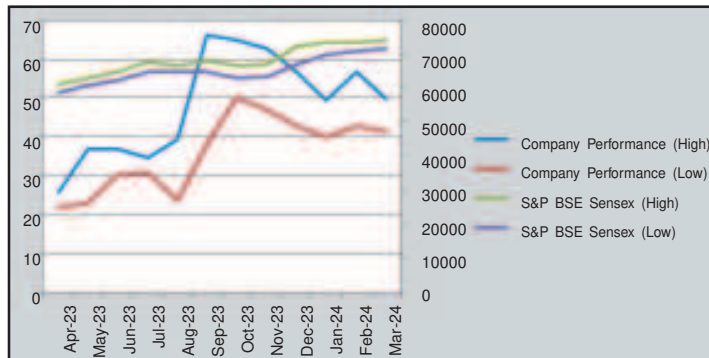
GRAVISS HOSPITALITY LIMITED

(x) Market Price Data – High/ low, Number and Value of shares traded during each month in the financial year 2022-23:

| Month | High (in Rupees) | Low (in Rupees) | No. of Shares traded | No. of Trades | Total Turnover (in Rupees) |
|----------------|---------------------|--------------------|-------------------------|---------------|-------------------------------|
| April 2023 | 25.75 | 22 | 54,457 | 598 | 13,07,820 |
| May 2023 | 36.86 | 23 | 5,11,665 | 3,056 | 1,60,92,708 |
| June 2023 | 36.81 | 30.22 | 1,78,017 | 1505 | 59,60,102 |
| July 2023 | 34.65 | 31.01 | 92,799 | 949 | 30,01,055 |
| August 2023 | 39.3 | 23.72 | 7,05,845 | 3,348 | 2,35,42,789 |
| September 2023 | 66.29 | 38.2 | 9,39,455 | 2,186 | 5,23,53,985 |
| October 2023 | 65 | 50.22 | 2,87,185 | 709 | 1,67,77,544 |
| November 2023 | 62.6 | 46.89 | 79,605 | 336 | 42,93,515 |
| December 2023 | 56.8 | 42.75 | 1,15,816 | 529 | 56,96,544 |
| January 2024 | 49.5 | 40.01 | 35,398 | 331 | 15,43,711 |
| February 2024 | 56.89 | 42.94 | 66,350 | 380 | 35,27,980 |
| March 2024 | 49.7 | 41.65 | 37,241 | 261 | 16,63,404 |

Performance in comparison to broad-based indices.

The chart below shows the comparison of your Company's share price movement on BSE vis-à-vis the movement of the BSE Sensex for the year 2023-24 (based on month end closing).



The securities are not suspended from trading.

(xi) Registrar & Share Transfer Agent

Members may correspond with the Company's Registrars and Share Transfer Agent, Link Intime India Private Limited, quoting their folio numbers/ DP ID and Client ID at the following address:

Link Intime India Private Limited
 C-101, 247 Park, L. B. S. Marg,
 Vikhroli West, Mumbai – 400 083.
 Telephone Number: 022-49186270
 Fax Number: 022-49186060
 Email: rnt.helpdesk@linkintime.co.in

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(xii) Share Transfer System:

Documents for transfer of shares in physical form can be lodged with Link Intime India Private Limited at its address given above. The transfers are normally processed within 10-12 days from the date of receipt, if the documents are complete in all respects.

(xiii) Distribution of Shareholding

| Range | Number of Shareholders | % of Total Shareholders | Total Shares for the Range | % of Issued Capital |
|------------------|------------------------|-------------------------|----------------------------|---------------------|
| 1-500 | 2013 | 78.8175 | 296517 | 0.4205 |
| 501-1000 | 246 | 9.6319 | 225663 | 0.3200 |
| 1001-2000 | 116 | 4.5419 | 198099 | 0.2809 |
| 2001-3000 | 33 | 1.2921 | 82758 | 0.1174 |
| 3001-4000 | 19 | 0.7439 | 70286 | 0.0997 |
| 4001-5000 | 46 | 1.8011 | 210859 | 0.2990 |
| 5001-10000 | 31 | 1.2138 | 206818 | 0.2933 |
| 10001-9999999999 | 50 | 1.9577 | 69228135 | 98.1693 |
| Total | 2554 | 100.0000 | 70519135 | 100.0000 |

(xiv) Shareholding Pattern as on March 31, 2024:

| Sr. No. | Category of Shareholders | No of shares held | Percentage |
|---------|-----------------------------------|--------------------|---------------|
| 1. | Promoter and Promoter Group | 5,28,30,945 | 74.92 |
| 2. | Overseas Bodies Corporate | 80,02,167 | 11.35 |
| 3. | Other Bodies Corporate | 41,53,904 | 5.90 |
| 4. | Trusts | 0 | 0.00 |
| 5. | Hindu Undivided Family | 1,29,552 | 0.18 |
| 6. | Non-Resident Individuals | 7,494 | 0.01 |
| 7. | Directors or Directors' Relatives | 17,350 | 0.02 |
| 8. | Clearing Members | 0 | 0.00 |
| 9. | LLP | 5,000 | 0.01 |
| 10. | Individuals | 53,72,723 | 7.62 |
| | Total | 7,05,19,135 | 100.00 |

(xv) Dematerialization of shares and Liquidity:

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the depositories, viz. NSDL and CDSL.

(xvi) Percentage of shares held in physical and dematerialized form as on 31st March, 2024:

| | | |
|---------------------------|---|----------------------|
| Physical form | : | 44,42,345 (7.08%) |
| Electronic form with NSDL | : | 73,23,668 (10.38%) |
| Electronic form with CDSL | : | 5,82,03,122 (82.54%) |

GRAVISS HOSPITALITY LIMITED

- (xvii) Outstanding GDRs / ADRs or warrants or any convertible Instruments, conversion date and likely impact on Equity
The Company does not have any outstanding ADRs/ GDRs/ Warrants or any convertible instruments.
- (xviii) Commodity Price Risk or Foreign Exchange Risk and hedging activities
Not Applicable.
- (xix) Plant Locations:
The Company has one unit viz. Hotel Inter Continental, 135, Netaji Subhash Road, Marine Drive, Mumbai – 400 020.
- (xx) Investor Correspondence Address:
Shareholders may correspond at the addresses as given below, quoting respective Folio number/Client ID and DP ID:

| Company's Corporate Office & Secretarial Department | Company's Registrar and Transfer Agent |
|--|--|
| Strand Cinema Building, 1 st Floor, C. S. No. 506, Arthur Bunder Road, Colaba, Mumbai – 400 005. Telephone Number: 022-62513131 Email: investor.relations@gravissgroup.com | C-101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai – 400 083. Telephone Number: 022-49186270 Fax Number: 022-49186060 Email: rnt.helpdesk@linkintime.co.in |

'Scores' which serves as a centralised database of all complaints received, enables uploading of Action Taken Reports by the concerned companies and online viewing by the investors of actions taken on complaint and its current status.

10. Other Disclosures:

(i) Related Party Transactions

All transactions entered into by the Company with related parties, during the financial year 2023-24, were in the ordinary course of business and on arm's length basis. The details of the Related Party Transactions are set out in the Notes to Financial Statements forming part of this Annual Report.

Also, the Related Party Transactions undertaken by the Company were in compliance with the provisions set out in the Companies Act, 2013 read with the Rules issued thereunder and relevant provisions of Listing Regulations.

The Audit Committee, during the financial year 2023-24, has approved Related Party Transactions along with granting omnibus approval in line with the Policy of materiality of Related Party Transactions and the applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder and the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The related party transactions entered into by the Company pursuant to the omnibus approval granted by the Audit Committee is reviewed at least on a quarterly basis by the said Committee.

The Policy for Related Party Transactions has been duly posted on the Company's website on the following link: <https://www.gravishhospitality.com/investor-relations.html>.

There are no materially significant Related Party Transactions of the Company which have potential conflict with the interests of the Company at large.

(ii) Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:

N.A.

(iii) Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the audit committee:

The Company has adopted a Vigil Mechanism Policy, to provide a formal vigil mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairperson of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

The Vigil Mechanism Policy is displayed on the Company's website at the following weblink:

<https://www.gravishhospitality.com/investor-relations.html>

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(iv) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements;

The Company has complied with all mandatory requirements of the Listing Regulations relating to Corporate Governance and also complied with Clauses (b) to (i) of Regulation 46(2) relating to dissemination of information on the website of the Company.

Adoption of Discretionary requirements under Part E of Schedule II to the SEBI Listing Regulations – the Internal Auditor reports directly to the Audit Committee.

(v) Web link where policy for determining 'material' subsidiaries is disclosed;

<https://www.gravishshospitality.com/investor-relations.html>

(vi) Web link where policy on dealing with related party transactions;

<https://www.gravishshospitality.com/investor-relations.html>

(vii) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A). – N.A.

(viii) Certificate from Practicing Company Secretary

Certificate as required under Part C of Schedule V of Listing Regulations has been received from Mr. Martinho Ferrao (CP No. 5676), Proprietor of M/s. Ferrao MSR & Associates, Practicing Company Secretaries, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.

(ix) Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof: N.A.

(x) Total fees paid to Statutory Auditors of the Company

Total fees of Rs. 9.25 lacs (Rupees Nine Lakh Twenty Five Thousand only) for financial year 2023-24, for all services, was paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

(xi) Disclosure relating to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an effective mechanism for dealing with complaints relating to sexual harassment at workplace.

The details relating to the number of complaints received and disposed of during the financial year 2023-24 are as under:

- a. Number of complaints filed during the financial year: 0
- b. Number of complaints disposed of during the financial year: 0
- c. Number of complaints pending as on end of the financial year: 0

(xii) Disclosures with respect to demat suspense account/ unclaimed suspense account

- a. Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: 0
- b. Number of shareholders who approached listed entity for transfer of shares from suspense account during the year: 0
- c. Number of shareholders to whom shares were transferred from suspense account during the year: 0
- d. Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: 0
- e. That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: N.A.

GRAVISS HOSPITALITY LIMITED

Annexure to Report on Corporate Governance for the Financial Year ended 31st March, 2024

To,
The Members of Graviss Hospitality Limited

Declaration by the Chief Executive Officer under Para D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I, Romil Ratra, Chief Executive Officer of Graviss Hospitality Limited, hereby confirm that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct, as applicable to them, for the year ended 31st March, 2024.

Place: Mumbai
Dated: August 13, 2024

Sd/-
ROMIL RATRA
Chief Executive Officer

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification

The Board of Directors Graviss Hospitality Limited

We hereby certify that on the basis of the review of the financial statements and the cash flow statement for the financial year ended 31st March, 2024 and that to the best of our knowledge and belief:

- (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- (c) no transactions entered into during the year by the Company are fraudulent, illegal or violative of the Company's Code of Conduct;
- (d) we accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (e) there have been no significant changes in internal control during this year;
- (f) there have been no significant changes in accounting policies during this year; and
- (g) there have been no instances of significant fraud, of which we have become aware, involving management or an employee having a significant role in the Company's internal control systems.

Place: Mumbai
Dated: August 13, 2024

Sd/-
ROMIL RATRA
Chief Executive Officer

Sd/-
FARANGILAL GOYAL
Chief Financial Officer

Certificate on Corporate Governance

To,
The Members of
GRAVISS HOSPITALITY LIMITED,
Plot No. A4 & A5, Khandala MIDC Phase II Kesurdi,
Tal. Khandala, Satara, Maharashtra, 412 801.

We have examined the compliance of the conditions of Corporate Governance of **GRAVISS HOSPITALITY LIMITED** ('the Company') for the year ended on 31st March, 2024 as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the year ended 31st March, 2024.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai
Dated: August 13, 2024

For and on behalf of
Ferrao MSR & Associates
Company Secretaries

Sd/-
Martinho Ferrao
Partner
Membership No. 6221
UDIN: F006221E000550127

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Certificate of Non-Disqualification of Directors

*[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To,
The Members of
GRAVISS HOSPITALITY LIMITED,
Plot No. A4 & A5, Khandala MIDC Phase II Kesurdi,
Tal. Khandala, Satara, Maharashtra, 412 801.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Graviss Hospitality Limited having CIN L55101PN1959PLC012761 and having registered office at Plot No. A4 & A5, Khandala MIDC Phase II Kesurdi, Tal. Khandala, Satara, Maharashtra, 412801 (hereinafter referred to as 'the Company'), produced before us by the Company in electronic mode, for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

| Sr. No. | Name of Director | DIN | Date of appointment in Company |
|---------|-----------------------------|----------|--------------------------------|
| 1. | Ravi Ghai | 06948396 | 01/01/2022 |
| 2. | *Gaurav Ghai | 00074857 | 14/02/2024 |
| 3. | Romil Ramesh Ratra | 06948396 | 22/09/2021 |
| 4. | **Krishnakant Minawala | 00754535 | 23/11/2023 |
| 5. | *Bhavnesb Sawhney | 00072194 | 14/02/2024 |
| 6. | **Usha Chandani | 08616558 | 23/11/2023 |
| 7. | ***Mahendra Vasantrai Doshi | 00123243 | 22/09/2006 |
| 8. | ***Gulshan Mohan Bijlani | 01987683 | 27/04/2007 |
| 9. | ****Harsh Kumar Varma | 03421941 | 09/03/2021 |
| 10. | *****Tina Pardal | 07148874 | 11/03/2022 |
| 11. | ****Vikram Seth | 00234960 | 25/08/2023 |
| 12. | *****Shivaan Ghai | 09256305 | 25/08/2023 |
| 13. | *****Saharsh Daga | 10272515 | 25/08/2023 |

* Appointed with effect from February 14, 2024.

** Appointed with effect from November 23, 2023.

*** Ceased with effect from April 01, 2024.

**** Resigned with effect from April 01, 2024.

***** Resigned with effect from November 24, 2023.

GRAVISS HOSPITALITY LIMITED

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For and on behalf of

Ferrao MSR & Associates
Company Secretaries

Sd/-

Martinho Ferrao
Partner

F.C.S. No. 6221

UDIN: F006221E000291209

Place: Mumbai

Dated: July 19, 2024

Independent Auditors' Report

To,
The Members of Graviss Hospitality Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Graviss Hospitality Limited ("the Company"), which comprise the balance Sheet as at 31st March 2024, the statement of Profit and Loss (including Other Comprehensive Income), the statement of Changes in Equity and the statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

| Key Audit Matter | Response to Key Audit Matter |
|--|---|
| <p>Investments in Subsidiaries</p> <p>The Company has investment in equity shares of two of its subsidiaries and has also granted interest free loans to these two subsidiaries. Investments in subsidiaries are valued at cost adjusted for impairment losses. In line with "Ind AS 36 Impairment of assets", in case there is an indication of possible impairment, the Company carries out an impairment test by comparing the recoverable amount of the investments - determined according to the value in use method - and their carrying amount.</p> <p>We considered the impairment test of investments in subsidiaries as a key audit matter for our audit.</p> | <p>With reference to this key audit matter, we examined the assessment of the management that having regard to long term interest of the Company one of the subsidiaries will be able to get regular orders of decoration and earn sufficient margin to meet the fixed costs and that in the case of another subsidiary, the market value of the lands acquired would be more than the original cost and hence there is no diminution in the value of investment and recoverability of loan.</p> <p>Accordingly, we considered the assessment of the management to be appropriate..</p> |

GRAVISS HOSPITALITY LIMITED

Emphasis of Matter

Without qualifying our opinion, attention of the members is drawn to Note 50 & 51 to the standalone financial statement, in view of the matter stated therein relating to the accumulated losses of two subsidiaries as at 31st March, 2024, keeping in mind the factors stated in the Note, there is no diminution in the value of investments in the subsidiaries and the loans given to the subsidiaries are considered good of recovery

Our opinion is not modified in respect of the above matter.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholders Information but does not include the financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibilities for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit / loss, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and

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appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. (A) As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2C(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

GRAVISS HOSPITALITY LIMITED

- (c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of accounts.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2C(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (B) With respect to other matter to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid / provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- (C) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (a) The Company has disclosed the impact of pending litigation on its financial position as at 31st March, 2024 in its standalone financial statements - Refer Note No.36A to the standalone financial statements.
 - (b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - (d) (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
 - (ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
 - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or

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- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.
- (iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d)(i) and (d)(ii) contain any material misstatement.
- (e) No dividend has been declared or paid during the year by the company.
- (f) Based on our examination, which included test checks, the Company, in respect of financial year commencing on April 1, 2023, has used accounting softwares for maintaining its books of account which has feature of recording audit trail (edit log). The same has been operated throughout the year for all relevant transactions recorded in the respective softwares except in respect of an accounting software used for maintaining accounts for one of its hotel unit and banquet divisions wherein the audit trail feature has not been operated throughout the year for all the relevant transactions recorded in that software. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with on accounting softwares where this feature is enabled.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, thus reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For **A.T. JAIN & CO.**
Chartered Accountants
Firm Registration No. 103886W

Sd/-
SUSHIL JAIN
Partner
Membership No.: 033809
UDIN: 24033809BKARYG8270

Place: Mumbai
Dated: May 30, 2024

Annexure A to Auditor's Report

Annexure "A" to the Independent Auditor's Report of even date on the Financial Statements of GRAVISS HOSPITALITY LIMITED for the year ended 31st March, 2024

(Referred to in paragraph 1 under the section "Report on Other Legal and Regulatory Requirements" section of our report of even date).

With reference to the annexure referred to in the Independent Auditors' Report to the members of company on the standalone Financial Statements for the year ended March 31, 2024, we report the following,

- i. (a) (A) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
(B) The company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company as at the balance sheet date.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii. (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.
- (b) According to information and explanations given to us and on the basis of our examination of the records of the Company, the company has obtained Overdraft facility from bank against security of current assets. However, as per the terms of the sanction of facility, no quarterly return or statement of current assets is required to be filed by the company with banks.
- iii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, during the year, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties. Accordingly, the reporting under clause 3(iii)(a) of the Order is not applicable to the company.
- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the investments made are, prima facie, not prejudicial to the interest of the Company. Further, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans to companies, firms, limited liability partnerships or any other parties. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given in earlier years, the repayment of principal and payment of interest has been stipulated; however, these were not due during the year.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

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- iv. The company has not granted any loans, guarantees or security and has not made investments to which the provisions of section 185 and 186 of the Companies Act, 2013 apply.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- vi. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the Company. Accordingly, clause 3(vi) of the Order is not applicable.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records maintained by the company, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, goods and service tax, custom duty, excise duty, cess and other statutory dues where applicable.

According to the information and explanations given to us, no undisputed amounts in respect of the aforesaid statutory dues were in arrears, as at 31st March, 2024, for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

| Name of Statue | Nature of Dues | Amount (Rs. In Lakhs) | Period to which it relates | Forum where dispute is pending |
|----------------|----------------|--------------------------|-------------------------------|-----------------------------------|
| DVAT Act | VAT | 48.69 | 2010-11 | High Court |

- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961.
- ix. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) According to information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds are raised on short-term basis. Accordingly, the reporting under 3(ix)(d) of the Order is not applicable to the Company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) According to the information and explanations given to us and based on the audit procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries.
- x. (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and the records of the company examined by us, the company has not made any private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and therefore, provision of clause 3(x)(b) of the Order are not applicable to the company.
- xi. (a) Based on examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company noticed or reported during the year, nor have we been informed of any such case by the management.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations given to us, and as represented to us by the management, no whistle-blower complaints have been received during the year by the Company.

GRAVISS HOSPITALITY LIMITED

- xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. (a) Based on information and explanations provided to us and in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
(b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act, are not applicable to the Company.
- xvi. (a) According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
(b) According to the information and explanations given to us and the records of the Company examined by us, the company has not conducted any Non-Banking Financial or Housing Finance activities. Therefore, the provisions of Clause 3(xvi)(b) of the Order are not applicable to the Company.
(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
(d) Based on the information and explanations provided by the management of the company, the Group does not have any CIC which are part of the Group. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has not incurred any cash loss in the current financial year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by Company as and when they fall due.
- xx. According to the information and explanations given to us by the management and the records of the Company examined by us, there are no unspent amount under section 135(5) of the Act. Accordingly, reporting under Clause 3(xx) of the Order are not applicable to the Company.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For **A.T. JAIN & CO.**
Chartered Accountants
Firm Registration No. 103886W

Sd/-
SUSHIL JAIN
Partner

Membership No.: 033809
UDIN: 24033809BKARYG8270

Place: Mumbai
Dated: May 30, 2024

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Annexure B

Annexure “B” to the Independent Auditor’s Report of even date on the Financial Statements of GRAVISS HOSPITALITY LIMITED for the year ended 31st March, 2024

Report on the Internal Financial Controls with reference to the aforesaid Standalone Financial Statement under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Graviss Hospitality Limited as of March 31st, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the standalone financial statements.

GRAVISS HOSPITALITY LIMITED

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanation given to us, the company as, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31,2024, based on the internal financial controls over financial reporting criteria established by the company considering the essential components of internal control stated in the guidance note of audit of internal financials controls over financing report issued by the Institute of Chartered Accountants of India ("The Guidance Note").

For **A.T. JAIN & CO.**
Chartered Accountants
Firm Registration No. 103886W

Sd/-
SUSHIL JAIN
Partner

Place: Mumbai
Dated: May 30, 2024

Membership No.: 033809
UDIN: 24033809BKARYG8270

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Balance Sheet as at 31st March, 2024

| Particulars | Note No. | As at 31/03/2024 (Rs. in lacs) | As at 31/03/2023 (Rs. in lacs) |
|--|----------|--------------------------------------|--------------------------------------|
| ASSETS | | | |
| Non-current assets: | | | |
| Property, plant and equipment | 5 | 17,343.91 | 17,521.78 |
| Right of Use Asset | 5.1 | 7.27 | 10.90 |
| Capital Work in Progress | | 693.13 | — |
| Financial Assets | | | |
| Investments | 6 | 20.33 | 19.90 |
| Trade receivables | 12 | — | 53.78 |
| Loans | 7 | 3,288.23 | 3,168.72 |
| Other Financial Assets | 8 | 57.97 | 53.38 |
| Other Non-current assets | 9 | 152.21 | 126.24 |
| Total Non-current assets | | 21,563.05 | 20,954.71 |
| Current assets | | | |
| Inventories | 10 | 85.84 | 71.19 |
| Financial Assets | | | |
| Investments | 11 | 1,000.37 | 963.89 |
| Trade receivables | 12 | 159.45 | 111.40 |
| Cash and cash equivalents | 13 | 137.78 | 169.64 |
| Other Balances with Banks | 14 | 8.46 | 7.98 |
| Loans | 15 | 17.33 | 6.48 |
| Income Tax assets (Net) | | 32.81 | 31.74 |
| Other current assets | 16 | 107.49 | 114.91 |
| Total current assets | | 1,549.53 | 1,477.23 |
| Total Assets | | 23,112.58 | 22,431.94 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Equity Share capital | 17 | 1,410.39 | 1,410.39 |
| Other Equity | 18 | 18,678.72 | 18,260.85 |
| Total Equity | | 20,089.11 | 19,671.24 |
| Liabilities | | | |
| Non-current liabilities | | | |
| Financial Liabilities | | | |
| Borrowings | 19 | 79.81 | 109.43 |
| Lease Liabilities | | 3.90 | 7.33 |
| Provisions | 20 | 70.56 | 40.99 |
| Deferred tax liabilities (Net) | 21 | 1,658.93 | 1,582.90 |
| Total Non-current liabilities | | 1,813.20 | 1,740.64 |
| Current liabilities | | | |
| Financial Liabilities | | | |
| Borrowings | 22 | 30.14 | 28.09 |
| Lease Liabilities | | 3.43 | 3.18 |
| Trade payables | | | |
| Total outstanding dues of Micro and Small Enterprises | | — | — |
| Total outstanding dues of creditors other than Micro and Small Enterprises | 24 | 400.18 | 267.48 |
| Other Financial Liabilities | 25 | 554.40 | 428.03 |
| Other Current liabilities | 25 | 211.50 | 284.40 |
| Provisions | 26 | 10.61 | 8.87 |
| Total current liabilities | | 1,210.26 | 1,020.06 |
| Total Liabilities | | 3,023.47 | 2,760.70 |
| Total Equity and Liabilities | | 23,112.58 | 22,431.94 |

Summary of Material Accounting Policies and
Other Notes to the financial statements

1 to 62

As per our separate report of even date

For **A.T. Jain & Co.**
Chartered Accountants
Firm Registration No. 103886W

Sd/-
SUSHIL JAIN
Partner (Membership No. 033809)

Place: Mumbai
Dated: May 30, 2024

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

Sd/-
ROMIL RATRA
Whole Time Director
(DIN:06948396)

Sd/-
F.L. GOYAL
Chief Financial Officer

Sd/-
GAURAV GHAI
Managing Director
(DIN:00074857)

Sd/-
JALPA H. SALVI
Company Secretary

GRAVISS HOSPITALITY LIMITED

Statement of Profit and Loss Account for the year ended 31st March, 2024

| Particulars | Note No. | For the year ended 31/03/2024 (Rs. in lacs) | For the year ended 31/03/2023 (Rs. in lacs) |
|---|----------|--|--|
| INCOME | | | |
| Revenue from operations | 27 | 5,414.08 | 5,272.05 |
| Other Income | 28 | 103.88 | 134.72 |
| Total Income | | 5,517.96 | 5,406.77 |
| EXPENSES | | | |
| Food and Beverages consumed | 29 | 604.86 | 630.27 |
| Employee benefits expense | 30 | 1,054.64 | 937.69 |
| Finance costs | 31 | 13.45 | 10.36 |
| Depreciation and amortisation expenses | 32 | 382.95 | 409.65 |
| Other expenses | 33 | 2,968.71 | 2,506.13 |
| Total Expenses | | 5,024.60 | 4,494.10 |
| PROFIT/(LOSS) BEFORE TAX | | 493.35 | 912.68 |
| Tax expense: | | | |
| Current tax | | — | — |
| Short Provision for Tax of earlier years | | (0.51) | (5.87) |
| Deferred Tax (Net) (Refer Note "21") | | (75.77) | (179.88) |
| Total Tax Expenses | | (76.28) | (185.74) |
| PROFIT/(LOSS) AFTER TAX | | 417.08 | 726.93 |
| Other comprehensive income: | | | |
| (i) Items that will not be reclassified to profit or loss | 34 | 1.07 | 4.47 |
| (ii) Income tax relating to items that will not be reclassified to profit or loss | | (0.27) | (1.12) |
| (iii) Items that will be reclassified to profit or loss | | — | — |
| (iv) Income tax relating to items that will be reclassified to profit or loss | | — | — |
| Other comprehensive income for the year | | 0.80 | 3.34 |
| Total comprehensive income for the year | | 417.88 | 730.28 |
| Earning per equity share – Rs. | | | |
| (a) Basic | 35 | 0.59 | 1.04 |
| (b) Diluted | | 0.59 | 1.04 |

Summary of Significant Accounting Policies and
Other Notes to the Financial Statements

1 to 62

As per our separate report of even date

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

For **A.T. Jain & Co.**
Chartered Accountants
Firm Registration No. 103886W

Sd/-
SUSHIL JAIN
Partner (Membership No. 033809)

Place: Mumbai
Dated: May 30, 2024

Sd/-
ROMIL RATRA
Whole Time Director
(DIN:06948396)

Sd/-
F.L. GOYAL
Chief Financial Officer

Sd/-
GAURAV GHAI
Managing Director
(DIN:00074857)

Sd/-
JALPA H. SALVI
Company Secretary

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Cash Flow Statement for the Year Ended 31st March, 2024

| Particulars | As at 31/03/2024 (Rs. in lacs) | As at 31/03/2023 (Rs. in lacs) | |
|--|--------------------------------------|--------------------------------------|-------------------|
| A. CASH FLOWS FROM OPERATING ACTIVITIES | | | |
| Net profit before taxation, and extraordinary item | 493.35 | 912.68 | |
| Less: Remeasurement of Employees Benefits Adjusted in OCI | 1.07 | 4.47 | |
| Net profit before Tax After Adjustment in OCI | 494.42 | 917.14 | |
| Adjustments for: | | | |
| Non Cash Items | | | |
| Depreciation and Amortisation Expenses | 382.95 | 409.65 | |
| Finance Cost | 13.45 | 10.36 | |
| Interest Income | (23.88) | (14.65) | |
| Dividend Income | (0.06) | (0.06) | |
| (Profit) / loss on sale of fixed assets | — | (1.51) | |
| Mark to Market gain /(loss) on investments carried at FVTPL | (55.24) | (27.85) | |
| (Profit) / loss on sale of investments | (1.67) | (0.10) | |
| | 315.54 | 375.85 | |
| Operating profit before working capital changes | 809.97 | 1,292.99 | |
| Adjustments for: | | | |
| Trade receivables | 5.73 | (52.32) | |
| Inventories | (14.66) | 25.43 | |
| Loans | (130.35) | (230.36) | |
| Other financial assets | (5.07) | (0.50) | |
| Other current assets | 7.42 | (12.90) | |
| Lease liabilities | (3.18) | (0.39) | |
| Other Financial Liabilities | 126.37 | 61.23 | |
| Other Current Liabilities | (41.58) | 124.61 | |
| Trade and other payables | 132.69 | (33.44) | |
| | 77.37 | (118.64) | |
| Cash generations from operations | 887.33 | 1,174.35 | |
| Direct taxes paid | (1.58) | (10.53) | |
| Net cash flow from Operating Activities | 885.76 | 1,163.82 | |
| B. CASH FLOWS FROM INVESTING ACTIVITIES | | | |
| Purchase of fixed assets, including intangible assets, CWIP and capital advances | (920.54) | (273.37) | |
| Sale of Fixed Assets | — | 2.31 | |
| (Purchase)/Sales of Investments | 20.00 | (810.00) | |
| Interest Income | 23.88 | 14.65 | |
| Dividend Income | 0.06 | 0.06 | |
| Net cash used in Investing Activities | (876.60) | (1,066.36) | |
| C. CASH FLOWS FROM FINANCING ACTIVITIES | | | |
| Proceeds from Long-term borrowings | — | 28.45 | |
| Repayment of Long-term borrowings | (29.62) | (24.67) | |
| Short Term borrowings (Net) | 2.05 | 6.80 | |
| Finance Cost | (13.45) | (10.36) | |
| Net cash used in financing activities (C) | (41.02) | 0.22 | |
| Net Increase / (Decrease) in Cash and cash equivalents (A+B+C) | (31.86) | 97.67 | |
| Opening Cash and Cash Equivalents | 169.64 | 71.99 | |
| Closing Cash and Cash Equivalents | 137.78 | 169.66 | |
| | 31.86 | (97.67) | |
| Breakup of Opening Cash and Cash Equivalents | | | |
| Balances with Banks | | | |
| In Current Accounts | 151.38 | 67.15 | |
| Cash on Hand | 18.26 | 4.84 | |
| Cash and Cash Equivalents | 169.64 | 71.99 | |
| Breakup of Closing Cash and Cash Equivalents | | | |
| Balances with Banks | | | |
| In Current Accounts | 130.13 | 151.38 | |
| Cash on Hand | 7.65 | 18.28 | |
| Cash and Cash Equivalents | 137.78 | 169.66 | |
| Disclosure as per Ind AS-7 as below: | | | |
| Particulars | 01-04-2023 | Cash Flows | 31-03-2024 |
| Long Term Borrowings | 106.82 | (29.62) | 77.20 |
| Short Term Borrowings | 28.09 | 2.05 | 30.14 |
| Total Liabilities from financing activities | 134.91 | (27.57) | 107.34 |

As per our separate report of even date

For **A.T. Jain & Co.**
Chartered Accountants
Firm Registration No. 103886W

Sd/-
SUSHIL JAIN
Partner (Membership No. 033809)

Place: Mumbai
Dated: May 30, 2024

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

Sd/-
ROMIL RATRA
Whole Time Director
(DIN:06948396)

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GAURAV GHAI
Managing Director
(DIN:00074857)

Sd/-
F.L. GOYAL
Chief Financial Officer

Sd/-
JALPA H. SALVI
Company Secretary

GRAVISS HOSPITALITY LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH 2024

| | Opening balance (Rs in lacs) | Changes during the year (Rs in lacs) | Closing balance (Rs in lacs) |
|--------------------------------|------------------------------------|---|------------------------------------|
| A. Equity Share Capital | | | |
| As at 31st March 2024 | 1,410.39 | — | 1,410.39 |
| As at 31st March 2023 | 1410.39 | — | 1,410.39 |

Reserves and Surplus

| | Retained Earnings | General Reserve | Warrants Forfeited | Securities Premium Reserve | Capital Reserve | Capital Redemp- tion Reserve | Other Compre- hensive Income | Total |
|--|----------------------|--------------------|-----------------------|----------------------------------|--------------------|---------------------------------------|---------------------------------------|------------------|
| B. Other Equity | | | | | | | | |
| Balance as at 01st April 2023 | (3,459.35) | 11,320.29 | 850.01 | 9,183.07 | 7.78 | 318.52 | 40.52 | 18,260.85 |
| Additions during the year | — | — | — | — | — | — | — | — |
| Surplus in the Statement of profit and loss | 417.08 | — | — | — | — | — | 0.80 | 417.88 |
| Balance as at 31 March 2024 | (3,042.27) | 11,320.29 | 850.01 | 9,183.07 | 7.78 | 318.52 | 41.32 | 18,678.72 |

C. Nature of reserves

Securities Premium collected on issue of securities are accumulated as part of securities premium.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

NOTE NO 1

Company Overview

GRAVISS HOSPITALITY LIMITED was incorporated in 1959. The Registered Office of the Company is located at Satara. Its shares are listed in Bombay Stock Exchange (BSE). It is engaged in the hospitality business having one hotel in the name of Inter-Continental at Marine Drive Mumbai.

NOTE NO. 2

Basis for preparation:

The Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (Act) read with Rule 4A of Companies (Accounts) Second Amendment Rules, 2015, Companies (Indian Accounting Standards) Rules, 2015; and the other relevant provisions of the Act and Rules thereunder. The Financial Statements have been prepared under historical cost convention basis except for derivative financial instruments, certain financial assets and financial liabilities which have been measured at fair value.

The Company's presentation and functional currency is Indian Rupees and all values are rounded off to the nearest lacs (INR 00,000), except when otherwise indicated.

The Financial Statements were authorized for issue in accordance with a resolution of the directors on 30.05.2024.

NOTE NO. 3

Use of Judgement, Assumptions and Estimates

The preparation of the Company's financial statements requires management to make informed judgements, reasonable assumptions and estimates that affect the amounts reported in the financial statements and notes thereto. Uncertainty about these could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in the future periods. These assumptions and estimates are reviewed periodically based on the most recently available information. Revisions to accounting estimates are recognized prospectively in the Statement of Profit & Loss in the period in which the estimates are revised and in any future periods affected.

In the assessment of the Company, the most significant effects of use of judgments and/or estimates on the amounts recognized in the financial statements relate to the following areas:

- a) Financial instruments
- b) Useful lives of property, plant & equipment
- c) Valuation of inventories
- d) Measurement of recoverable amounts of assets / cash-generating units
- e) Assets and obligations relating to employee benefits
- f) Evaluation of recoverability of deferred tax assets; and
- g) Provisions and Contingencies.

NOTE NO. 4

SIGNIFICANT ACCOUNTING POLICIES

A. Property, plant & equipment

- a) The cost of an item of property, plant and equipment is recognized as an asset only if it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably.
- b) Property, plant and equipment are stated at cost net of tax / duty credit availed, less accumulated depreciation and accumulated impairment loss, if any.
- c) The initial cost of an asset comprises its purchase price or construction cost (including import duties and non-refundable taxes), any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation (if any) and the applicable borrowing cost till the asset is ready for its intended use.
- d) Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.
- e) An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds if any and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.
- f) Direct expenses incurred during construction period on capital projects are capitalised.

B Right of use asset

The company had leasehold land which is a finance lease. The carrying amount representing the fair value (revalued before the date of transition to Ind AS) of the leased land, was recognized under Right-of-Use asset and was treated as deemed cost on adoption of Ind AS. The Right-of-Use assets are stated at cost, less accumulated depreciation and accumulated impairment loss, if any.

GRAVISS HOSPITALITY LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

C Depreciation

- a) Depreciation on property, plant and equipment is provided on the straight line basis, over the useful lives of assets (after retaining the residual value of up to 5%). The useful lives determined are in line with the useful lives as prescribed in the Schedule II of the Act except in case of following assets which are depreciated over their useful life as determined by a Chartered Engineer and Valuer.

| Asset Description | Useful Life (Years) |
|--|--------------------------------|
| Building | 30 |
| Air-conditioning plant, cooking machinery, security and fire fighting equipments | 15 |
| Furniture & Fixtures including interior design | 8 |

- b) Residual value of building and vehicles is estimated at 5% of the original cost and at nil value for all other assets.
- c) Items of property, plant and equipment costing not more than Rs.5,000 each are depreciated at 100 percent in the year in which they are capitalised.
- d) Expenditure on major repairs and overhauls which qualify for recognition in the item of Property, Plant and Equipment and which result in additional useful life, is depreciated over the extended useful life of the asset as determined by technical evaluation.
- e) Depreciation is charged on additions / deletions on pro-rata monthly basis including the month of addition / deletion.
- f) Leasehold Land is amortised over the lease term.
- g) Freehold Land is not depreciated.

D Accounting for Leases

The Company as a Lessee

On Inception of a Contract, the Company (as a lessee) assesses whether a contract contains a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. The lease term includes periods subject to extension options which the Company is reasonably certain to exercise and excludes the effect of early termination options where the Company is not reasonably certain that it will exercise the option. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives received. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying assets useful life. The Company applies Ind AS – 36 to determine whether a Right-of-Use asset is impaired and accounts for any identified impairment loss.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates that the Company would have to pay to borrow funds. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Lease liabilities and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

E Inventories

Inventories are stated at cost or net realizable value, whichever is lower. Cost of inventories comprises of expenditure incurred in the normal course of business in bringing inventories to their present location, including appropriate overheads apportioned on a reasonable and consistent basis and is determined on the following basis:

- a Food and Beverages on weighted average basis.
- b Stores and other operating supplies on weighted average basis.

Obsolete, slow moving, surplus and defective stocks are identified and where necessary, provision is made for such stocks.

F Revenue Recognition

Sale of goods: Revenue from the sale of goods is recognised when the performance obligation is satisfied by transferring the related goods to the customer. The performance obligation is considered to be satisfied when the customer obtains control of the goods.

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable (after including fair value allocations related to arrangements involving more than one performance obligation), net of returns, taxes or duties collected on behalf of the Government and applicable trade discounts or rebates.

Interest income is recognised using Effective Interest Rate (EIR) method.

Dividend income is recognized when the right to receive payment is established.

G Employee Benefits

Short term employee benefits are recognized as an expense at an undiscounted amount in the Statement of Profit & Loss for the year/period in which the related services are rendered.

The Company's post-employment benefit consists of provident fund and gratuity. The Company also provides for leave encashment which is in the nature of long term benefit.

Company's contributions to provident fund which is a defined contribution plan, are recognised as an expense in the Statement of Profit & Loss for the year/period in which the services are rendered. The Company's contribution to the Provident Fund is remitted to government provident fund authority based on a fixed percentage of the eligible employee's salary and charged to Statement of Profit and Loss.

The Company operates defined benefit plan for Gratuity and Leave Encashment. The cost of providing such defined benefit is determined using the projected unit credit method of actuarial valuation made at the end of the year.

Actuarial gains and losses are recognised in other comprehensive income for gratuity and leave encashment.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- a The date of the plan amendment or curtailment, and
- b The date that the Company recognises related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- a Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- b Net interest expense or income

H Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs that are attributable to the acquisition or construction of qualifying assets (i.e. an asset that necessarily takes a substantial period of time to get ready for its intended use) are capitalized as a part of the cost of such assets till the month in which the asset is ready for use. All other borrowing costs are charged to the Statement of Profit & Loss.

I Foreign Currency Transactions

Monetary items:

Transactions in foreign currencies are initially recorded at their respective exchange rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit & Loss.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Non – Monetary items:

Non-monetary items that are measured in terms of historical cost are recorded at the exchange rates at the dates of the initial transactions.

J Provisions, Contingent Liabilities and Contingent assets

- a) Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expenses relating to a provision are recognised in the Statement of Profit & Loss net of any reimbursement.
- b) If the effect of time value of money is material, provisions are shown at present value of expenditure expected to be required to settle the obligation, by discounting using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.
- c) Contingent liabilities are possible obligations arising from past events and whose existence will only be confirmed by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, or present obligations where it is not probable that an outflow of resources will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. Contingent liabilities are not recognized in the financial statements but are disclosed unless the possibility of an outflow of economic resources is considered remote.
- d) Contingent Assets are not recognised but reviewed at each balance sheet date and disclosure is made in the Notes in respect of possible effects that arise from past events and whose existence is confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company and where inflow of economic benefit is probable.

K Fair Value measurement

- a) The Company measures financial instruments at fair value at each balance sheet date.
- b) Fair value is the price that would be received on selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Company has access at that date.
- c) While measuring the fair value of an asset or liability, the Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure the fair value using observable market data as far as possible and minimising the use of unobservable inputs. Fair values are categorised into 3 levels as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices that are observable for the assets or liability, either directly (i.e. as prices for similar item) or indirectly (i.e. derived from prices)

Level 3: inputs that are not based on observable market data (unobservable inputs)

L Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in the following categories

Financial Assets at amortised cost

Financial assets at fair value through profit or loss (FVTPL)

Financial Assets at amortised cost

A financial assets is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows,
and
- b) Contractual terms of the asset give rise on specified dates to cash flows, if any, that are solely payments of principal and interest, if applicable (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

Financial assets which are considered as receivable on demand at any time, are not discounted on initial recognition and on subsequent measurement.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Financial assets at FVTPL

Any financial asset, which does not meet the criteria for categorization as at amortized cost is classified as at FVTPL.

Equity investments in subsidiaries

Investment in subsidiaries are accounted for at cost in standalone financial statements.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the balance sheet) when:

- a) rights to receive cash flows from the asset have expired, or
- b) The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement? and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognise the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

Financial liabilities

Initial recognition and measurement.

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings.

Subsequent measurement

Financial liabilities are measured subsequently at fair value through profit or loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method.

Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings.

Financial liabilities which are considered as repayable on demand at any time, are not discounted on initial recognition and on subsequent measurement.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

M Classification of Assets and Liabilities as Current and Non-Current:

All assets and liabilities are classified as current if they are expected to be realised / settled within twelve months after the reporting period. All other assets and liabilities are considered as non-current.

GRAVISS HOSPITALITY LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

N Impairment

Financial Assets

Loss allowance for expected credit losses is recognised for financial assets. The Company recognises life time expected credit losses for all trade receivables that do not constitute a financing transaction. For financial assets whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit losses is recognised. Loss allowance equal to the lifetime expected credit losses is recognised if the credit risk on the financial instruments has significantly increased since initial recognition.

Non-financial Assets

At each Balance Sheet date, an assessment is made of whether there is any indication of impairment. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of the asset's or Cash-Generating Unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

O Taxes on Income

Current Tax

Income-tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, by the end of reporting period.

Deferred tax

Deferred tax (both assets and liabilities) is calculated using the balance sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. The amount of deferred tax assets is reviewed at each reporting date.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Current tax and Deferred Tax items are recognised in correlation to the underlying transaction either in the Statement of Profit & Loss, other comprehensive income or directly in equity.

P Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period, adjusted for the effect of all dilutive potential equity shares.

Q Cash and Cash equivalents

Cash and cash equivalents include cash at bank, cash, cheques and draft on hand. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

R Cash Flows

Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

S Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is treated as deferred income and released to the statement of profit and loss over the expected useful lives of the assets concerned.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

NOTE '5' – PROPERTY, PLANT AND EQUIPMENT:

(Rs. in lacs)

| DESCRIPTION OF ASSETS | GROSS BLOCK | | | | ACCUMULATED DEPRECIATION | | | | NET BLOCK | |
|-----------------------|---------------------|-------------------------------------|----------------------------------|---------------------|--------------------------|-----------------|-----------------|---------------------|---------------------|---------------------|
| | As at 01/04/2023 | Additions and other transfers | Sales and other deductions | As at 31/03/2024 | As at 01/04/2023 | For the year | On Disposals | As at 31/03/2024 | As at 31/03/2024 | As at 31/03/2023 |
| Land* | 12,910.07 | — | — | 12,910.07 | — | — | — | — | 12,910.07 | 12,910.07 |
| Building | 5,013.03 | — | — | 5,013.03 | 1,327.71 | 206.85 | — | 1,534.56 | 3,478.47 | 3,685.33 |
| Premises | 43.93 | — | — | 43.93 | 43.93 | — | — | 43.93 | — | — |
| Plant and Machinery | 444.76 | 2.82 | — | 447.58 | 212.29 | 18.94 | — | 231.24 | 216.35 | 232.46 |
| Furniture & Fixtures | 1,457.47 | 132.77 | — | 1,590.24 | 1,183.40 | 83.03 | — | 1,266.42 | 323.82 | 274.08 |
| Office Equipments | 488.97 | 32.41 | — | 521.38 | 318.78 | 21.90 | — | 340.68 | 180.71 | 170.19 |
| Vehicles | 290.44 | — | — | 290.44 | 69.13 | 38.71 | — | 107.84 | 182.61 | 221.32 |
| Computers | 106.79 | 33.43 | — | 140.22 | 78.45 | 9.88 | — | 88.33 | 51.89 | 28.34 |
| Total | 20,755.47 | 201.44 | — | 20,956.91 | 3,233.70 | 379.31 | — | 3,613.00 | 17,343.91 | 17,521.78 |
| Previous year | 20,624.39 | 147.14 | 16.06 | 20,755.47 | 2,839.31 | 409.65 | 15.26 | 3,233.70 | 17,521.78 | |

NOTE '5.1' – RIGHT OF USE ASSET:

(Rs. in lacs)

| DESCRIPTION OF ASSETS | GROSS BLOCK | | | | ACCUMULATED DEPRECIATION | | | | NET BLOCK | |
|-----------------------|---------------------|-------------------------------------|----------------------------------|---------------------|--------------------------|-----------------|-----------------|---------------------|---------------------|---------------------|
| | As at 01/04/2023 | Additions and other transfers | Sales and other deductions | As at 31/03/2024 | As at 01/04/2023 | For the year | On Disposals | As at 31/03/2024 | As at 31/03/2024 | As at 31/03/2023 |
| Building | 10.90 | — | — | 10.90 | — | 3.63 | — | 3.63 | 7.27 | 10.90 |
| Total | 10.90 | — | — | 10.90 | — | 3.63 | — | 3.63 | 7.27 | 10.90 |
| Previous year | — | 10.90 | — | 10.90 | — | — | — | — | 10.90 | |

GRAVISS HOSPITALITY LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

| | As at 31/03/2024 (Rs. in lacs) | As at 31/03/2023 (Rs. in lacs) |
|--|--------------------------------------|--------------------------------------|
| NOTE '6' – NON CURRENT INVESTMENTS: | | |
| TRADE INVESTMENTS (AT COST UNLESS STATED OTHERWISE): | | |
| Unquoted equity instruments: | | |
| Investment in subsidiaries | | |
| 50,010 of Graviss Hotels and Resorts Limited of Rs. 10 each (P.Y. 50,010) | 5.00 | 5.00 |
| 76,422 (out of which 50 jointly held with third parties) of Graviss Catering Private Limited of Rs. 10 each (P.Y. 76,422) | 12.89 | 12.89 |
| INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS: | | |
| Quoted investments: | | |
| 3,820 Equity Shares of Edelweiss Capital Limited of Rs. 1 each (P.Y. 3,820) | 2.43 | 2.00 |
| NON-TRADE INVESTMENTS (AT COST): | | |
| Unquoted investments: | | |
| 20 Shares of Hotel and Restaurant Co-operative Services Society Ltd. of Rs. 50 each (P.Y. 20) | 0.01 | 0.01 |
| | <u>20.33</u> | <u>19.90</u> |
| Aggregate value of unquoted investments | 17.90 | 17.90 |
| Aggregate value of quoted investments | 2.43 | 2.00 |
| Market value of quoted investments | 2.43 | 2.00 |
| NOTE '7' – LONG-TERM LOANS AND ADVANCES: | | |
| Loans to Related Parties: | | |
| i Secured, Considered Good | — | — |
| ii Unsecured, Considered Good | 3,288.23 | 3,168.72 |
| iii Which have significant increase in Credit Risk | — | — |
| iv Credit Impaired | — | — |
| | <u>3,288.23</u> | <u>3,168.72</u> |
| NOTE '8' – OTHER NON-CURRENT FINANCIAL ASSETS: | | |
| Margin Money Deposit with Bank | 14.26 | 13.48 |
| Security Deposits | 43.71 | 39.90 |
| | <u>57.97</u> | <u>53.38</u> |
| NOTE '9' – OTHER NON-CURRENT ASSETS: | | |
| Capital advance | 152.21 | 126.24 |
| NOTE '10' – INVENTORIES (Valued at lower of cost and net realisable value): | | |
| Food and Beverages | 80.22 | 64.04 |
| Stores and Other Operating Supplies | 5.62 | 7.15 |
| | <u>85.84</u> | <u>71.19</u> |
| NOTE '11' – CURRENT INVESTMENTS | | |
| Investments at fair value through profit or loss | | |
| 246,859 units in ICICI Prudential Liquid Fund – Direct Plan (Growth) (P.Y. 2,57,643) | 882.29 | 858.43 |
| 546,421 units in ICICI Prudential Equity Savings Fund – Direct Plan (Cumulative) (P.Y. 5,46,421) | 118.08 | 105.46 |
| | <u>1,000.37</u> | <u>963.89</u> |

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

| | As at 31/03/2024 (Rs. in lacs) | As at 31/03/2023 (Rs. in lacs) |
|--|--------------------------------------|--------------------------------------|
| NOTE '12' – TRADE RECEIVABLES: | | |
| Non Current: | | |
| (a) Trade receivable from others | | |
| i Secured, Considered Good | — | — |
| ii Unsecured, Considered Good | — | 53.78 |
| iii Which have significant increase in Credit Risk | — | — |
| iv Unsecured, Considered Doubtful | — | — |
| | <u>—</u> | <u>53.78</u> |
| Current: | | |
| (a) Trade receivable from others | | |
| i Secured, Considered Good | — | — |
| ii Unsecured, Considered Good | 159.45 | 100.24 |
| iii Which have significant increase in Credit Risk | — | — |
| iv Unsecured, Considered Doubtful | — | — |
| | <u>159.45</u> | <u>100.24</u> |
| (b) Trade receivable from related parties | | |
| i Secured, Considered Good | — | — |
| ii Unsecured, Considered Good | — | 11.16 |
| iii Which have significant increase in Credit Risk | — | — |
| iv Unsecured, Considered Doubtful | — | — |
| | <u>—</u> | <u>11.16</u> |
| | <u>159.45</u> | <u>165.18</u> |
| NOTE '13' – CASH AND CASH EQUIVALENTS: | | |
| Current accounts | 130.13 | 151.38 |
| Cash on hand | 7.65 | 18.26 |
| | <u>137.78</u> | <u>169.64</u> |
| NOTE '14' – OTHER BALANCES WITH BANKS: | | |
| Fixed Deposit with banks maturing within one year | 8.46 | 7.98 |
| | <u>8.46</u> | <u>7.98</u> |
| NOTE '15' – SHORT-TERM LOANS AND ADVANCES: | | |
| Loans / Advances to employees: | | |
| i Secured, Considered Good | — | — |
| ii Unsecured, Considered Good | 17.33 | 6.48 |
| iii Which have significant increase in Credit Risk | — | — |
| iv Credit Impaired | — | — |
| | <u>17.33</u> | <u>6.48</u> |

GRAVISS HOSPITALITY LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

| | As at 31/03/2024 (Rs. in lacs) | As at 31/03/2023 (Rs. in lacs) |
|--|--------------------------------------|--------------------------------------|
| NOTE '16' – OTHER CURRENT ASSETS: | | |
| Advance to suppliers | 13.82 | 15.24 |
| Prepaid expenses | 90.92 | 97.43 |
| Balances with statutory/government authorities | 2.75 | 2.24 |
| | 107.49 | 114.91 |
| NOTE '17' – SHARE CAPITAL: | | |
| a Authorised : | | |
| 230,000 Preference shares of Rs. 100 each to be issued on such terms and conditions including rate of dividend and redemption of the shares as the Company shall from time to time decide as per Clause 4 (ii) of the amended Articles of Association of the Company | 230.00 | 230.00 |
| 113,500,000 Equity shares of Rs. 2 each | 2,270.00 | 2,270.00 |
| | 2,500.00 | 2,500.00 |
| b Issued, Subscribed and fully paid-up : | | |
| 70,519,135 Equity shares of Rs. 2 each for cash | 1,410.39 | 1,410.39 |
| | 1,410.39 | 1,410.39 |
| c Reconciliation of the number of equity shares at the beginning and end of the year | | |
| Opening | 70,519,135 | 70,519,135 |
| Add: Issued during the year | — | — |
| Closing | 70,519,135 | 70,519,135 |
| d Shares held by each shareholder holding more than 5% shares | | |
| Equity shares of Rs. 2 each fully paid | | |
| Graviss Holdings Private Limited – 30.93% (30.93%) | 21,813,970 | 21,813,970 |
| Satinetta Trading LLP – 32.57% (32.57%) | 22,967,844 | 22,967,844 |
| Inter Continental Hotels Corporation, USA – 6.22% (6.22%) | 4,385,235 | 4,385,235 |
| Gaurav Ravi Ghai – 5.59% (5.59%) | 3,937,286 | 3,937,286 |
| Tresad Limited – 5.13% (5.13%) | 3,616,932 | 3,616,932 |
| e Disclosure of shareholding of promoters and promoter group | | |
| Equity shares of Rs. 2 each fully paid | | |
| Promoter | | |
| Gaurav Ravi Ghai – 5.59% (5.59%) | 3,937,286 | 3,937,286 |
| Ravi Ghai – 3.29% (3.29%) | 2,316,345 | 2,316,345 |
| Promoter group | | |
| Graviss Holdings Private Limited – 30.93% (30.93%) | 21,813,970 | 21,813,970 |
| Satinetta Trading LLP – 32.57% (32.57%) | 22,967,844 | 22,967,844 |
| Amphitrite Trading LLP – 2.14% (2.14%) | 1,509,840 | 1,509,840 |
| Oregon Realties LLP – 0.27% (0.27%) | 191,000 | 191,000 |

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

| | As at 31/03/2024 (Rs. in lacs) | As at 31/03/2023 (Rs. in lacs) |
|--|--------------------------------------|--------------------------------------|
| NOTE '18' – OTHER EQUITY: | | |
| A Reserves and Surplus | | |
| i Capital Reserves: | | |
| Subsidy from the Central Government under 15% Central Subsidy Scheme 1971 for Aurangabad – As per last account | 7.78 | 7.78 |
| ii Warrants Forfeited Account: | | |
| As per last account | 850.01 | 850.01 |
| iii Securities Premium Account: | | |
| As per last account | 9,183.07 | 9,183.07 |
| | 9,183.07 | 9,183.07 |
| iv Capital Redemption Reserve Account: | | |
| As per last account | 318.52 | 318.52 |
| | 318.52 | 318.52 |
| v General Reserve: | | |
| As per last account | 11,320.29 | 11,320.29 |
| | 11,320.29 | 11,320.29 |
| vi Retained Earnings: | | |
| Opening balance | (3,459.35) | (4,186.28) |
| Add : Net profit after tax transferred from Statement of Profit and Loss | 417.08 | 726.93 |
| Balance in Profit and Loss account | (3,042.27) | (3,459.35) |
| | 18,637.40 | 18,220.33 |
| B Other Comprehensive Income | | |
| As per last account | 40.52 | 37.17 |
| Addition during the year | 0.80 | 3.34 |
| Closing balance | 41.32 | 40.52 |
| | 18,678.72 | 18,260.85 |

GRAVISS HOSPITALITY LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

| | As at 31/03/2024 (Rs. in lacs) | As at 31/03/2023 (Rs. in lacs) |
|--|--------------------------------------|--------------------------------------|
| Non-current Liabilities: | | |
| NOTE '19' – BORROWINGS: | | |
| a) Term loans from Bank : (Refer Note "22") | | |
| Axis Bank – Vehicle Loan | 49.96 | 64.90 |
| Repayable in 60 equated monthly installments. Last installment falling due on 01/02/2027. The interest rate is 7.00% p.a and loan is secured against the hypothecation of vehicle. | | |
| Less: Current maturities shown in Short Term Borrowings | <u>(16.02)</u> | <u>(14.94)</u> |
| | 33.95 | 49.96 |
| New India Co-Operative Bank – Vehicle Loan | 34.16 | 40.75 |
| Repayable in 84 equated monthly installments. Last installment falling due on 25/03/2028. The interest rate is 7.94% p.a and loan is secured against the hypothecation of vehicle. | | |
| Less: Current maturities shown in Short Term Borrowings | <u>(7.39)</u> | <u>(6.89)</u> |
| | 26.77 | 33.86 |
| New India Co-Operative Bank – Vehicle Loan | 14.06 | 17.45 |
| Repayable in 60 equated monthly installments. Last installment falling due on 22/06/2027. The interest rate is 7.50% p.a and loan is secured against the hypothecation of vehicle. | | |
| Less: Current maturities shown in Short Term Borrowings | <u>(3.87)</u> | <u>(3.62)</u> |
| | 10.20 | 13.83 |
| HDFC Bank – Vehicle Loan | 11.77 | 14.41 |
| Repayable in 60 equated monthly installments. Last installment falling due on 05/11/2027. The interest rate is 8.26% p.a and loan is secured against the hypothecation of vehicle. | | |
| Less: Current maturities shown in Short Term Borrowings | <u>(2.87)</u> | <u>(2.65)</u> |
| | 8.90 | 11.77 |
| | <u>79.81</u> | <u>109.43</u> |
| NOTE '20' – LONG-TERM PROVISIONS: | | |
| Provision for leave benefits | 10.38 | 7.05 |
| Gratuity obligation | <u>60.18</u> | <u>33.94</u> |
| | <u>70.56</u> | <u>40.99</u> |

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

NOTE '21' – DEFERRED TAX LIABILITIES (NET):

(Rs. in lacs)

In compliance of Ind AS 12 on "Income Taxes", the item wise details of Deferred Tax Liabilities (Net) are as under:

| Particulars | Opening Balance | Recognised in P&L | Recognised in OCI | Closing Balance |
|--|-----------------|-------------------|-------------------|-----------------|
| For The Year Ended 31st March 2024 | | | | |
| Deferred Tax Liabilities | | | | |
| Difference between accounting and tax depreciation | 207.86 | 17.49 | — | 225.36 |
| On revaluation of leasehold land | 2,351.14 | (64.19) | — | 2,286.95 |
| Total Deferred Tax Liabilities | 2,559.00 | (46.70) | — | 2,512.31 |
| Deferred Tax Assets | | | | |
| Expenses Allowed on Payment Basis | 90.61 | 4.87 | (0.27) | 95.21 |
| Unabsorbed Depreciation | 885.49 | (127.33) | — | 758.16 |
| Total Deferred Tax Assets | 976.10 | (122.46) | (0.27) | 853.37 |
| Deferred Tax Liabilities (Net) | 1,582.90 | 75.77 | 0.27 | 1,658.93 |
| For The Year Ended 31st March 2023 | | | | |
| Deferred Tax Liabilities | | | | |
| Difference between accounting and tax depreciation | 192.07 | 15.80 | — | 207.86 |
| On revaluation of leasehold land | 2,351.14 | — | — | 2,351.14 |
| Total Deferred Tax Liabilities | 2,543.21 | 15.80 | — | 2,559.00 |
| Deferred Tax Assets | | | | |
| Expenses Allowed on Payment Basis | 85.25 | 6.48 | (1.12) | 90.61 |
| Unabsorbed Depreciation | 1,056.06 | (170.56) | — | 885.49 |
| Total Deferred Tax Assets | 1,141.31 | (164.08) | (1.12) | 976.10 |
| Deferred Tax Liabilities (Net) | 1,401.90 | 179.88 | 1.12 | 1,582.90 |

Deferred Tax Asset on unabsorbed depreciation, unabsorbed business losses and other temporary differences available as per the Income Tax Act, 1961 has been recognized, since it is probable that taxable profit will be available to adjust them in the future years. Unabsorbed depreciation which forms major portion of the Deferred Tax Asset can be carried forward and set off against the profits for unlimited number of years under the Indian Income Tax Act, 1961 and profitability projections based on current margins show sufficient profits for set-off in future.

Reconciliation of effective tax rate as a numerical reconciliation between tax expense and the product of account profit multiplied by the applicable tax rate.

| Particulars | 2023-24 | 2022-23 |
|---|---------------|---------------|
| Profit Before Tax | 493.35 | 912.68 |
| Applicable Tax Rate | 25.17% | 25.17% |
| Tax Using the Applicable Tax Rate | 124.17 | 229.70 |
| Tax Effect of: | | |
| Add: Origination and reversal of temporary differences | (48.40) | (49.83) |
| Tax Expense Recognized in the Statement of Profit & Loss | 75.77 | 179.88 |
| Weighted Average Tax Rate | 15.36% | 19.71% |

The tax rate of 25.168% is applicable to the next financial year as well.

GRAVISS HOSPITALITY LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

| | For the Year ended 31/03/2024 (Rs. in lacs) | For the Year ended 31/03/2023 (Rs. in lacs) |
|--|--|--|
| Tax Expenses recognized in the Statement of Profit & Loss / Other Comprehensive Income (OCI) are as below: | | |
| Particulars | 2023-24 | 2022-23 |
| A. Current Tax Expense | — | — |
| B. Deferred Tax Expense / (Asset) relating to | | |
| — Origination and reversal of temporary differences | 75.77 | 179.88 |
| Tax Expenses recognized in the Statement of Profit & Loss | 75.77 | 179.88 |
| Deferred Tax Liability / (Asset) relating to re-measurement of the defined benefit plan (gratuity) recognized in OCI | 0.27 | 1.12 |
| | As at 31/03/2024 (Rs. in lacs) | As at 31/03/2023 (Rs. in lacs) |
| Current Liabilities: | | |
| NOTE '22' – SHORT-TERM BORROWINGS: | | |
| Current maturities of long term borrowings: (Refer Note "19") | 30.14 | 28.09 |
| | <u>30.14</u> | <u>28.09</u> |
| NOTE '23' – TRADE PAYABLES: | | |
| Total outstanding dues of Micro and Small Enterprises | — | — |
| Total outstanding dues of creditors other than Micro and Small Enterprises | 400.18 | 267.48 |
| | <u>400.18</u> | <u>267.48</u> |
| NOTE '24' – OTHER CURRENT FINANCIAL LIABILITIES: | | |
| Interest Accrued but not due | 0.45 | 0.56 |
| Expenses payable | 552.08 | 425.60 |
| Interest free security deposits | 1.87 | 1.87 |
| | <u>554.40</u> | <u>428.03</u> |
| NOTE '25' – OTHER CURRENT LIABILITIES: | | |
| Statutory dues payable* | 100.55 | 98.91 |
| Advance from customers | 107.05 | 182.34 |
| Other Payables | 3.89 | 3.16 |
| | <u>211.50</u> | <u>284.40</u> |
| *Statutory dues primarily include payables in respect of VAT, GST, TDS, PF, PT, ESIC etc.) | | |
| NOTE '26' – SHORT-TERM PROVISIONS: | | |
| Provision for leave benefits | 1.87 | 1.97 |
| Gratuity obligation | 8.74 | 6.90 |
| | <u>10.61</u> | <u>8.87</u> |

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

| | For the Year ended 31/03/2024 (Rs. in lacs) | For the Year ended 31/03/2023 (Rs. in lacs) |
|---|--|--|
| NOTE '27' – REVENUE FROM OPERATIONS: | | |
| Sales-Rooms | 2,940.88 | 2,607.63 |
| Sales-Food and Beverages | 2,380.75 | 2,595.64 |
| Sale of services | 92.44 | 68.78 |
| | <u>5,414.08</u> | <u>5,272.05</u> |
| NOTE '28' – OTHER INCOME: | | |
| Interest on deposits with banks | 22.08 | 2.00 |
| Interest on income tax refund | 1.80 | 12.64 |
| Unwinding of interest on financial assets carried at amortised cost | 0.12 | — |
| Dividend income | 0.06 | 0.06 |
| Profit on sale of investments | 1.67 | 0.10 |
| Mark to Market gain on investments carried at FVTPL | 55.24 | 27.85 |
| Unclaimed Credit balances written back | 21.21 | 21.87 |
| Profit on Sale of Assets | — | 1.51 |
| Exchange Rate Difference | 1.70 | 1.80 |
| Miscellaneous receipts | — | 66.89 |
| | <u>103.88</u> | <u>134.72</u> |
| NOTE '29' – FOOD AND BEVERAGES CONSUMED: | | |
| Opening stock | 64.04 | 86.52 |
| Add: Purchases | 621.04 | 607.79 |
| | <u>685.08</u> | <u>694.31</u> |
| Less: Closing stock | 80.22 | 64.04 |
| | <u>604.86</u> | <u>630.27</u> |
| NOTE '30' – EMPLOYEE BENEFITS EXPENSE: | | |
| (refer Note "37") | | |
| Salaries and wages (including bonus and gratuity) | 965.72 | 860.63 |
| Contributions to: | | |
| Provident, Family Pension and other Funds | 43.89 | 42.02 |
| Staff welfare expenses | 45.03 | 35.04 |
| | <u>1,054.64</u> | <u>937.69</u> |
| NOTE '31' – FINANCE COSTS: | | |
| Interest expense | 10.03 | 10.15 |
| Interest on Lease Liabilities | 0.66 | — |
| Other Borrowing cost | 2.76 | 0.21 |
| | <u>13.45</u> | <u>10.36</u> |
| NOTE '32' – DEPRECIATION AND AMORTISATION EXPENSES: | | |
| Depreciation of tangible assets | 379.31 | 409.65 |
| Depreciation of right of use assets | 3.63 | — |
| | <u>382.95</u> | <u>409.65</u> |

GRAVISS HOSPITALITY LIMITED

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

| | For the Year ended 31/03/2024 (Rs. in lacs) | For the Year ended 31/03/2023 (Rs. in lacs) |
|--|--|--|
| NOTE '33' – OTHER EXPENSES: | | |
| Operating Expenses: | | |
| Power, Fuel and Water | 298.42 | 275.98 |
| Repairs and Maintenance: | | |
| Building | 70.91 | 52.78 |
| Machinery | 17.61 | 15.07 |
| Others | 287.27 | 274.75 |
| Stores and Supplies including Linen and Uniforms | 112.99 | 118.35 |
| Washing and Laundry expenses | 65.17 | 59.39 |
| Business Operating expenses | 260.78 | 230.45 |
| Music and other Operating expenses | 99.94 | 45.42 |
| General Expenses: | | |
| Rent | 8.49 | 10.28 |
| Rates and Taxes | 155.99 | 168.25 |
| Insurance | 53.66 | 42.42 |
| Hire charges | 2.90 | 20.37 |
| Advertisement and Sales Promotion | 282.56 | 230.40 |
| Credit Card charges | 78.60 | 64.83 |
| Agency Commission | 122.17 | 108.99 |
| Travelling and Conveyance | 313.82 | 310.51 |
| Printing and Stationery | 16.13 | 12.96 |
| Postage and Telephones | 27.15 | 24.86 |
| Other expenses | 77.61 | 63.57 |
| Payments to Auditors (Note "38") | 10.75 | 11.25 |
| Legal and Professional charges | 326.84 | 197.95 |
| Donation | 75.15 | — |
| Franchise and Corporate Service fees | 181.35 | 161.30 |
| Directors Sitting fees | 9.00 | 6.00 |
| Bad Debts written off | 8.45 | — |
| Advances written off | 5.00 | — |
| | 2,968.71 | 2,506.13 |
| NOTE '34' – OTHER COMPREHENSIVE INCOME: | | |
| Items that will not be reclassified to profit or loss | | |
| Remeasurement of Defined Benefit Plans | 1.07 | 4.47 |
| Income tax relating to items that will not be reclassified to profit or loss | | |
| Remeasurement of Defined Benefit Plans | (0.27) | (1.12) |
| NOTE '35' – EARNINGS PER EQUITY SHARE (BASIC AND DILUTED): | | |
| Net profit after Taxation (in Rs.) | 417.88 | 730.28 |
| Weighted average number of equity shares | 70,519,135 | 70,519,135 |
| Earnings per equity shares (in Rs.) | 0.59 | 1.04 |
| Nominal value per share (Rs.) | 2.00 | 2.00 |
| NOTE '36' – A. CONTINGENT LIABILITIES: | | |
| i Bank Guarantees given to the extent of Rs. 7 lacs (previous year Rs. 7 lacs). | | |
| ii In the matter of VAT demand, interest and penalty aggregating to Rs. 48.69 lacs for the year 2010-11, the Company is hopeful of getting the orders in its favour and hence has not made provision for the same in the financial statements. | | |
| Note: Commitments which are material and which will result in a penalty disproportionate to the benefits involved, based on the judgment of the management are only disclosed. | | |

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

NOTE '37' – RETIREMENT BENEFIT:

Disclosure pursuant to Indian Accounting Standard – 19 (Revised) “Employee Benefits”:

The Company has classified the various benefits provided to employees as under:

a Defined Contribution Plans:

The company has recognized contribution to Provident & other funds of Rs 43.89 lacs in the Profit & Loss Account for F.Y. 2023-24 (Rs. 42.02 lacs for F.Y. 2022-23).

b Defined Benefit Plans:

| | Gratuity Funded | | Leave Encashment | |
|--|--------------------------|--------------------------|--------------------------|--------------------------|
| | 2023-24 (Rs. in lacs) | 2022-23 (Rs. in lacs) | 2023-24 (Rs. in lacs) | 2022-23 (Rs. in lacs) |
| Changes in the Present Value of Obligation | | | | |
| Present Value of Obligation at beginning of period | 40.84 | 44.19 | 9.01 | — |
| Interest Cost | 2.72 | 2.12 | 0.59 | — |
| Current Service Cost | 27.81 | 8.06 | 8.23 | 9.01 |
| Benefits Paid | (1.38) | (9.06) | (1.86) | (2.23) |
| Actuarial (Gain)/Loss on obligation | (1.07) | (4.47) | (3.72) | 2.23 |
| Present Value of Obligation at end of period | 68.93 | 40.84 | 12.25 | 9.01 |
| Amount Recognized in the Balance Sheet and statement of profit and loss account | | | | |
| Present Value of Obligation at end of period | 68.93 | 40.84 | 12.25 | 9.01 |
| Fair Value of Plan Assets at end of period | — | — | — | — |
| Funded Status | — | — | — | — |
| Net Asset/ (Liability) recognized in the balance sheet | 68.93 | 40.84 | 12.25 | 9.01 |
| Expenses Recognized in the statement of Profit and Loss Account | | | | |
| Current Service Cost | 27.81 | 8.06 | 8.23 | 9.01 |
| Net Interest | 2.72 | 2.12 | 0.59 | — |
| Immediate Recognition of (Gains)/ Losses – Other Long Term Benefits | — | — | (3.72) | 2.23 |
| Expenses Recognized in the statement of Profit and Loss Account | 30.53 | 10.18 | 5.10 | 11.24 |
| Other Comprehensive Income (OCI) | | | | |
| Actuarial (Gain)/Loss recognized for the period | (1.07) | (4.47) | — | — |
| Return on Plan Assets excluding net interest | — | — | — | — |
| Total Actuarial (Gain)/Loss recognized in (OCI) | (1.07) | (4.47) | — | — |
| Assumptions as at | | | | |
| Mortality | IALM(2012-14) Ultimate | | IALM(2012-14) Ultimate | |
| Interest / Discount Rate | 7% | | 7% | |
| Rate of increase in compensation | 10% | | 10% | |
| Sensitivity Analysis on PVO | | | | |
| Delta effect of 1% increase in rate of discounting | (4.95) | (1.71) | (0.82) | (0.37) |
| Delta effect of 1% decrease in rate of discounting | 5.85 | 1.86 | 0.96 | 0.40 |
| Delta effect of 1% increase in rate of rate of salary escalation | 5.96 | 1.98 | 0.98 | 0.43 |
| Delta effect of 1% decrease in rate of rate of salary escalation | (5.17) | (1.86) | (0.86) | (0.40) |
| Projected benefits payable in future years from the date of reporting | | | | |
| 1st following year | 8.74 | 6.90 | 1.87 | 1.97 |
| Sum of years 2 to 5 | 30.82 | 22.87 | 5.43 | 4.87 |
| Sum of years 6 to 10 | 26.64 | 19.03 | 4.51 | 3.49 |
| Above 10 years | 85.70 | 10.88 | 13.51 | 2.90 |

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NOTE '38' – EMPLOYEES' REMUNERATION AND BENEFITS INCLUDES REMUNERATION PAID TO THE MANAGING DIRECTOR, JOINT MANAGING DIRECTOR AND WHOLE TIME DIRECTOR & CEO

| | 2023-24 (Rs. in lacs) | 2022-23 (Rs. in lacs) |
|--------------------------------|--------------------------|--------------------------|
| Salary | 173.58 | 147.65 |
| Contribution to provident fund | — | — |
| Other Perquisites | — | — |
| | 173.58 | 147.65 |

NOTE '39' – PAYMENTS TO AUDITORS

| | 2023-24 (Rs. in lacs) | 2022-23 (Rs. in lacs) |
|-------------------|--------------------------|--------------------------|
| Audit Fee | 7.00 | 6.50 |
| Certification fee | 1.75 | 1.25 |
| Other service | 2.00 | 3.50 |
| | 10.75 | 11.25 |

NOTE '40'

- (a) Particulars of Trade Receivables and Loans and Advances for debts due from companies under the same management are as follows (related parties):

| | 2023-24 (Rs. in lacs) | 2022-23 (Rs. in lacs) |
|--|--------------------------|--------------------------|
| Trade Receivables (Current) | | |
| Graviss Holdings Private Limited | — | 1.12 |
| Graviss Food Solutions Private Limited | — | 4.07 |
| Crossword Beverages Pvt. Ltd. | — | 4.07 |
| Famed Properties Private Limited | — | 1.90 |
| | — | 11.16 |

- (b) Confirmations of balances from some of sundry debtors and creditors have not been received.

NOTE '41'

Information relating to Related Party Disclosures as per Ind AS issued by the Institute of Chartered Accountants of India, is given below:

A. List of Related Parties (relied on the details provided by the management):

i. Subsidiaries of the Company

Graviss Hotels and Resorts Limited
Graviss Catering Private Limited

ii Directors

| | |
|--|---|
| Mr Ravi Ghai | Non Executive Non Independent Director & Chairman |
| Mr Gaurav Ghai (from 14-02-2024) | Executive Non Independent Managing Director |
| Mr. Romil Ratra | Whole Time Director & CEO |
| Mr. Harsh Varma | Non Executive Non Independent Director |
| Mr. Vikram Seth (from 25-08-2023) | Non Executive Non Independent Director |
| Mr. Shivaan Ghai (from 25-08-2023 upto 24-11-2023) | Non Executive Non Independent Director |
| Mr. Saharsh Daga (from 25-08-2023 upto 24-11-2023) | Non Executive Non Independent Director |
| Mr. Gulshan Bijlani | Non Executive Independent Director |
| Mr. Mahendra V Doshi | Non Executive Independent Director |
| Ms. Tina Pardal (upto 24-11-2023) | Non Executive Independent Director |
| Ms. Usha Chandani (from 23-11-2023) | Non Executive Independent Director |
| Mr. Krishnakant Minawala (from 23-11-2023) | Non Executive Independent Director |
| Mr. Bhavnesh K Sawhney (from 14-02-2024) | Non Executive Independent Director |

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iii Other Related parties:

Cross Word Beverages Private Limited, Graviss Foods Private Limited

Sumita Ghai, Sunera Ghai (from 25-08-2023 upto 24-11-2023 and from 14-02-2024)

*Graviss Holdings Private Limited, Graviss Foods Private Limited, Hotel Kankeshwar Private Limited, Graviss Restaurants Private Limited

*Famed Properties Private Limited (merged with Graviss Food Solutions Private Limited w.e.f. 01-04-2022)

*Graviss Brands Private Limited, Ice Hospitality Private Limited, Graviss Fast Foods Private Limited

*Satinetta Trading LLP, Amphitrite Trading LLP,

*Oregon Realty LLP, Perfect Livestock LLP, Kwaliti Fantasy Limited, Kwaliti Real Estate Private Limited, West Hills Realty Private Limited

*QSR Concepts Private Limited, ICE Holdings Private Limited

(* no transactions during the year)

iv Key Managerial Personnel

Mr. Gaurav Ghai (from 14-02-2024)

Managing Director

Mr. Romil Ratra

Whole Time Director & CEO

Mr. F.L. Goyal

Chief Financial Officer

Ms. Jalpa Salvi

Company Secretary

B. Transactions with Related Parties:

| | 2023-24 (Rs. in lacs) | 2022-23 (Rs. in lacs) |
|--|--------------------------|--------------------------|
| i Sales | | |
| Graviss Holding Private Limited | — | 1.12 |
| Graviss Foods Private Limited | 0.84 | — |
| Crossword Beverages Private Limited | 0.10 | 5.63 |
| Graviss Foods Solutions Private Limited | — | 1.03 |
| Mrs. Sumita Ghai | — | 14.24 |
| ii Expenditure and other services fees paid | | |
| Directors (Non-Executives) Sitting Fee | | |
| Mr. Harsh Kumar Varma Non Independent | 1.00 | — |
| Mr. Vikram Seth Non Independent | 0.50 | — |
| Mr. Gulshan Bijlani Independent | 1.50 | 2.00 |
| Mr. Mahendra V Doshi Independent | 3.00 | 2.00 |
| Ms. Tina Pardal Independent | 2.50 | 2.00 |
| Mr. Krishna Kant Minawala Independent | 0.50 | — |
| Other related parties | | |
| Graviss Foods Private Limited | 0.63 | 1.25 |
| Hotel Kankeshwar Private Limited | — | 9.45 |
| Crossword Beverages Private Limited | 6.00 | 5.69 |
| Mrs. Sumita Ghai | 13.33 | 13.33 |
| Mrs. Sunera Ghai | 15.26 | — |
| Mr. Ravi Ghai | 75.00 | — |
| iii Key Managerial Personnel | | |
| Mr. Gaurav Ghai (from 14-02-2024) | 3.88 | — |
| Mr. Romil Ratra | 169.70 | 147.65 |
| Mr. F.L. Goyal | 24.94 | 23.55 |
| Ms. Jalpa Salvi | 20.05 | 18.17 |

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| | 2023-24 (Rs. in lacs) | 2022-23 (Rs. in lacs) |
|--|--------------------------|--------------------------|
| iv Bad Debts written off | | |
| Graviss Holdings Private Limited | 0.85 | — |
| Graviss Food Solutions Private Limited | 1.63 | — |
| Crossword Beverages Private Limited | 4.07 | — |
| Famed Properties Private Limited | 1.90 | — |
| v Outstanding Loans / Advances / Deposits given | | |
| Graviss Catering Private Limited | 360.62 | 351.65 |
| Graviss Hotels and Resorts Limited | 2,927.61 | 2,817.07 |
| vi Debtors | | |
| Graviss Holdings Private Limited | — | 1.12 |
| Graviss Food Solutions Private Limited | — | 4.07 |
| Crossword Beverages Pvt Ltd | — | 4.07 |
| Famed Properties Private Limited | — | 1.90 |
| vii Advance from Debtors | | |
| Graviss Food Solutions Private Limited | — | 1.48 |
| viii Outstanding payables | | |
| Mr. Ravi Ghai | 75.00 | — |
| Mr Gaurav Ghai (from 14-02-2024) | 2.20 | — |
| Mr. Romil Ratra | 34.00 | 30.00 |
| Mr. F.L. Goyal | 1.97 | 2.11 |
| Ms. Jalpa Salvi | 1.38 | — |
| Sumita Ghai | 1.00 | 1.00 |
| Sunera Ghai | 3.60 | — |

- C. During the year, the company has entered into a Leave and License Agreement dated 23-02-2024 with Mrs. Sumita Ghai for taking premises / apartment situated at "Flat No. 11A, 1st floor, Maker Towers, Cuffe Parade, Colaba, Mumbai – 400005" on lease on a "bare shell" basis for a monthly lease rental of Rs.3.00 lacs starting from 01-03-2024. On 28-02-2024, the company has signed an amendment letter to begin the lease rental from 01-04-2024. The company has incurred leasehold improvement expenses of Rs.306.72 lacs upto 31-03-2024 on the said apartment which is reflecting under the head "Capital work in progress" in its balance sheet.

NOTE '42' – VALUE OF RAW MATERIALS AND STORES CONSUMED:

| | 2023-24 | | 2022-23 | |
|-----------------------|---------------------------------------|-------------------------|---------------------------------------|-------------------------|
| | Percentage of total consumption | Amount (Rs. in lacs) | Percentage of total consumption | Amount (Rs. in lacs) |
| Raw Materials: | | | | |
| Imported | — | — | — | — |
| Indigenous | 100 | 604.86 | 100 | 630.27 |
| Stores: | | | | |
| Imported | — | — | — | — |
| Indigenous | 100 | 46.35 | 100 | 76.66 |

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NOTE '43' – EARNINGS IN FOREIGN EXCHANGE:

| | 2023-24 | 2022-23 |
|--|----------------------|---------------|
| | (Rs. in lacs) | (Rs. in lacs) |
| a) Sale of Rooms and Food and Beverages Income | 2,078.09 | 1,604.94 |
| b) Encashment of Foreign Exchange | 27.36 | 29.73 |

NOTE '44' – EXPENDITURE IN FOREIGN CURRENCIES:

| | | |
|-------------------------------|--------------|--------|
| a) Travelling – Directors | 55.09 | 33.24 |
| b) Travelling – Others | 37.40 | 36.27 |
| c) Advance on Capital Account | — | 126.24 |
| d) Capital Goods | 10.27 | — |
| e) Consultancy charges | 75.00 | — |
| f) Commission / Royalty | 37.99 | 22.73 |
| g) Others | 14.84 | 11.85 |

45. Amounts if any due to Micro, Small and Medium Enterprises under Micro, Small and Medium Enterprises Development Act, 2006 could not be disclosed as such parties could not be identified from the records of the Company.
46. The Company does not have any asset whose useful life is different from the significant part of that asset.
47. (i) Due to brought forward losses of earlier years, no provision for current tax has been made.
(ii) During the previous financial year (F.Y. 2022-23), the Company has elected to exercise the option permitted under section 115BAA of the Income tax act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019.
(iii) Excess provision for tax of earlier years has been reversed based on the assessment / appellate orders received.
48. Current and non-current classification of assets and liabilities in the balance sheet has been made based on the professional judgment of the management.
49. Hospitality business is the Company's only business segment and hence disclosure of segment-wise information is not applicable under Ind AS 108 – Operating Segments.
50. The Company has an investment in the equity shares of Graviss Catering Private Limited, a subsidiary, with a share capital of Rs. 7.65 lacs and has also granted interest free loans to the said subsidiary of Rs. 360.62 lacs. The accumulated losses of the said subsidiary exceed its net worth. In the opinion of the management, having regard to the long term interest of the Company in the said subsidiary and considering that the subsidiary will be able to get regular orders of decoration and earn sufficient margin to meet the fixed costs, there is no diminution in the value of investments and the Company is also hopeful of recovering the loan.
51. The Company has an investment in the equity shares of Graviss Hotels and Resorts Limited, a subsidiary, with a share capital of Rs. 5.00 lacs and also has granted interest free loan to the said subsidiary of Rs. 2,927.61 lacs. The accumulated losses of the said subsidiary exceed its net worth. The said subsidiary had purchased lands at various places for developing hotels. Due to change in the business plans, the subsidiary is exploring to sell these lands alongwith the buildings constructed so far. In the assessment of the management, the market value of the lands acquired would be more than the original cost and hence there is no diminution in the value of investment and company is also hopeful of recovering the loan.
52. In the opinion of the management there are no indications that the assets of the company may be impaired as on the balance sheet date.

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NOTE '53' – TRADE RECEIVABLE AGEING SCHEDULE:

As at 31st March, 2024

(Rs in lacs)

| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|--|--|--------------------|--------------|--------------|-------------------|--------|
| | Up to 6 months | 6 months to 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | |
| (i) Undisputed – considered good | 107.18 | 0.06 | — | — | 52.21 | 159.45 |
| (ii) Undisputed – which have significant increase in credit risk | — | — | — | — | — | — |
| (iii) Undisputed – credit impaired | — | — | — | — | — | — |
| (iv) Disputed – considered good | — | — | — | — | — | — |
| (v) Disputed – which have significant increase in credit risk | — | — | — | — | — | — |
| (vi) Disputed – credit impaired | — | — | — | — | — | — |

As at 31st March, 2023

(Rs in lacs)

| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|--|--|--------------------|--------------|--------------|-------------------|--------|
| | Up to 6 months | 6 months to 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | |
| (i) Undisputed – considered good | 99.28 | 6.21 | 4.95 | 2.53 | 52.21 | 165.18 |
| (ii) Undisputed – which have significant increase in credit risk | — | — | — | — | — | — |
| (iii) Undisputed – credit impaired | — | — | — | — | — | — |
| (iv) Disputed – considered good | — | — | — | — | — | — |
| (v) Disputed – which have significant increase in credit risk | — | — | — | — | — | — |
| (vi) Disputed – credit impaired | — | — | — | — | — | — |

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NOTE '54' – TRADE PAYABLE AGEING SCHEDULE:

| As at 31st March, 2024 | | | | | (Rs in lacs) |
|-----------------------------|--|--------------|--------------|-------------------|--------------|
| Particulars | Outstanding for following periods from due date of payment | | | | Total |
| | Less than 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | |
| (i) MSME | — | — | — | — | — |
| (ii) Others | 324.06 | 0.83 | 1.34 | 73.95 | 400.18 |
| (iii) Disputed dues – MSME | — | — | — | — | — |
| (iv) Disputed dues – Others | — | — | — | — | — |

| As at 31st March, 2023 | | | | | (Rs in lacs) |
|-----------------------------|--|--------------|--------------|-------------------|--------------|
| Particulars | Outstanding for following periods from due date of payment | | | | Total |
| | Less than 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | |
| (i) MSME | — | — | — | — | — |
| (ii) Others | 163.08 | 2.83 | 11.71 | 89.87 | 267.48 |
| (iii) Disputed dues – MSME | — | — | — | — | — |
| (iv) Disputed dues – Others | — | — | — | — | — |

NOTE '55' – CAPITAL WORK IN PROGRESS AGEING SCHEDULE:

| As at 31st March, 2024 | | | | | (Rs in lacs) |
|--------------------------------|--------------------------------|--------------|--------------|-------------------|---------------|
| Particulars | Amount in CWIP for a period of | | | | Total |
| | Less than 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | |
| Project in progress | 693.13 | — | — | — | 693.13 |
| Projects temporarily suspended | — | — | — | — | — |
| Total | 693.13 | — | — | — | 693.13 |

| As at 31st March, 2023 | | | | | (Rs in lacs) |
|--------------------------------|--------------------------------|--------------|--------------|-------------------|--------------|
| Particulars | Amount in CWIP for a period of | | | | Total |
| | Less than 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | |
| Project in progress | — | — | — | — | — |
| Projects temporarily suspended | — | — | — | — | — |
| Total | — | — | — | — | — |

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NOTE '56' – FAIR VALUE MEASUREMENTS:

The following disclosures are made as required by Ind AS-113 pertaining to Fair value measurement:

(a) Accounting classification and fair values

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in current transaction between willing parties, other than in a forced or liquidation sale.

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy:

(Rs in lacs)

| Particulars | As at 31st March, 2024 | | | | As at 31st March, 2023 | | | |
|------------------------------|------------------------|-----------------|----------|-----------------|------------------------|---------------|----------|-----------------|
| | Carrying value | Level 1 | Level 2 | Level 3 | Carrying value | Level 1 | Level 2 | Level 3 |
| Financial Assets | | | | | | | | |
| Non current | | | | | | | | |
| Investments | 20.33 | 2.43 | — | 17.90 | 19.90 | 2.00 | — | 17.90 |
| Trade Receivables | — | — | — | — | 53.78 | — | — | 53.78 |
| Loans | 3,288.23 | — | — | 3,288.23 | 3,168.72 | — | — | 3,168.72 |
| Other Financial Assets | 57.97 | — | — | 57.97 | 53.38 | — | — | 53.38 |
| Current | | | | | | | | |
| Investments | 1,000.37 | 1,000.37 | — | — | 963.89 | 963.89 | — | — |
| Trade Receivables | 159.45 | — | — | 159.45 | 111.40 | — | — | 111.40 |
| Loans | 17.33 | — | — | 17.33 | 6.48 | — | — | 6.48 |
| Total | 4,543.68 | 1,002.80 | — | 3,540.88 | 4,377.56 | 965.89 | — | 3,411.66 |
| Financial Liabilities | | | | | | | | |
| Non current | | | | | | | | |
| Borrowings | 79.81 | — | — | 79.81 | 109.43 | — | — | 109.43 |
| Lease Liabilities | 3.90 | — | — | 3.90 | 7.33 | — | — | 7.33 |
| Current | | | | | | | | |
| Borrowings | 30.14 | — | — | 30.14 | 28.09 | — | — | 28.09 |
| Lease Liabilities | 3.43 | — | — | 3.43 | 3.18 | — | — | 3.18 |
| Trade Payables | 400.18 | — | — | 400.18 | 267.48 | — | — | 267.48 |
| Other Financial Liabilities | 554.40 | — | — | 554.40 | 428.03 | — | — | 428.03 |
| Total | 1,071.86 | — | — | 1,071.86 | 843.55 | — | — | 843.55 |

(b) Measurement of fair values:

The following tables shows the valuation techniques used in measuring Level 2 fair values:

| Type | Valuation technique |
|-----------------------|--|
| Fixed Rate Borrowings | Discounted cash flows: The valuation model considers the present value of expected payment discounted using appropriate discounting rates. |

Financial risk management

The Company has exposure to the Credit risk, Liquidity risk and Market risk arising from financial instruments.

Risk Management Framework: The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established the Risk Management Committee (RMC), which is responsible for developing and monitoring the Company's risk management policies.

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The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits to control / monitor risks and adherence to limit. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Audit Committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to risks faced by the Company. The Audit Committee is assisted by internal audit. Internal audit undertakes reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is approved by the Board of Directors.

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables.

Trade receivables: The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

The following table provides information about the exposure to credit risk and measurement of loss allowance using Life time expected credit loss for trade receivables:

| | (Rs. in lacs) | | | | | |
|----------------------------|-------------------|-----------------------|-----------------|-----------------|----------------------|--------|
| | Up to 6 months | 6 months to 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | Total |
| As on 31 March 2024 | | | | | | |
| Gross Carrying Amount | 107.18 | 0.06 | — | — | 52.21 | 159.45 |
| Specific Provision | — | — | — | — | — | — |
| Carrying Amount | 107.18 | 0.06 | — | — | 52.21 | 159.45 |
| As on 31 March 2023 | | | | | | |
| Gross Carrying Amount | 99.28 | 6.21 | 4.95 | 2.53 | 52.21 | 165.18 |
| Specific Provision | — | — | — | — | — | — |
| Carrying Amount | 99.28 | 6.21 | 4.95 | 2.53 | 52.21 | 165.18 |

Cash and cash equivalents:

The Company held cash and cash equivalents of Rs.137.78 lacs as at 31 March 2024 (31 March 2023 – Rs.169.64 lacs). The cash and cash equivalents are held with reputed banks.

Liquidity Risk:

Liquidity risk refers to the risk that the Company cannot meet its financial obligations on time. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Management is responsible for liquidity funding as well as settlement management. In addition, processes and policies related to such risks are overseen by management.

The following table shows a maturity analysis of the anticipated cash flows for the Company's non-derivative financial liabilities on an undiscounted basis, which therefore differ from both carrying value and fair value.

| | (Rs in lacs) | | | | |
|--------------------------------------|------------------------|-----------------|-----------|----------------------|--------|
| | Contractual cash flows | | | | |
| | Carrying amount | Up to 1 year | 1-5 years | More than 5 years | Total |
| As on 31 March 2024 | | | | | |
| Non-derivative financial liabilities | | | | | |
| Borrowings | 109.95 | 30.14 | 79.81 | — | 109.95 |
| Lease Liabilities | 7.33 | 3.43 | 3.90 | — | 7.33 |
| Trade payables | 400.18 | 400.18 | — | — | 400.18 |
| Other Financial Liabilities | 554.40 | 554.40 | — | — | 554.40 |
| As on 31 March 2023 | | | | | |
| Non-derivative financial liabilities | | | | | |
| Borrowings | 137.52 | 28.09 | 109.43 | — | 137.52 |
| Lease Liabilities | 10.51 | 3.18 | 7.33 | — | 10.51 |
| Trade payables | 267.48 | 267.48 | — | — | 267.48 |
| Other Financial Liabilities | 428.03 | 428.03 | — | — | 428.03 |

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Market Risk:

Market risk is the risk that changes in market price such as foreign exchange rates, interest rates and commodity prices, will affect the Company's income or value of its financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables, long term debt and commodity prices. The Company is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and commodity price risk.

Interest rate risk:

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates, in cases where the borrowings are measured at fair value through the Statement of profit and loss. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to Interest rate risk:

Company's interest rate risk arises from variable rate borrowings. The interest rate profile of the Company's interest-bearing long term financial instruments is follows:

| Particulars | 31st March 2024 (Rs. in lacs) | 31st March 2023 (Rs. in lacs) |
|--|----------------------------------|----------------------------------|
| Fixed-rate instruments | | |
| Financial liabilities – measured at amortised cost | 109.95 | 137.52 |
| Variable-rate instruments | | |
| Financial liabilities – measured at amortised cost | — | — |
| Total | 109.95 | 137.52 |

Cash flow sensitivity analysis for variable-rate instruments: A reasonably possible decrease by 100 basis points in interest rates at the reporting date would have positive impact (before tax) by Rs Nil and Rs. Nil for the outstanding balances as on 31st March 2024 and 31st March 2023. Similarly, a reasonable possible increase by 100 basis points in interest would have negative impact (before tax) by same amounts.

Currency risk:

The Company is exposed to currency risk on account of its operating and financing activities. The functional currency of the Company is Indian Rupee.

To the extent the exposures on purchases and borrowings are not economically headed by the foreign currency denominated receivables, the Company uses derivative instruments, like, foreign exchange forward contracts to mitigate the risk of changes in foreign currency exchange and principal only swap rates. Company does not use derivative financial instruments for trading or speculative purposes.

The Company evaluates exchanges rate exposure arising from foreign currency transactions and the Company follows established risk management policies including the use of derivatives like foreign exchange forward contracts to hedge exposure.

Exposure to currency risk:

The currency profile of financial assets and financial liabilities as on 31st March 2024 and 31st March 2023 are as below:

| | (Rs. in lacs) | | |
|-------------------------------------|-------------------|-------------------|-----|
| | Total | INR | USD |
| As on 31 March 2024 | | | |
| Financial assets | | | |
| Trade receivables | 159.45 | 159.45 | — |
| Loans | 3,305.56 | 3,305.56 | — |
| Other Non-current assets | 57.97 | 57.97 | — |
| Cash and Cash equivalents | 137.78 | 137.78 | — |
| Other Balances with Banks | 8.46 | 8.46 | — |
| Exposure for assets (A) | 3,669.22 | 3,669.22 | — |
| Financial liabilities | | | |
| Long term borrowings | 79.81 | 79.81 | — |
| Lease Liabilities | 7.33 | 7.33 | — |
| Short term borrowings | 30.14 | 30.14 | — |
| Trade payables | 400.18 | 400.18 | — |
| Other Current financial liabilities | 554.40 | 554.40 | — |
| Exposure for liabilities (B) | 1,071.86 | 1,071.86 | — |
| Net exposure (B-A) | (2,597.35) | (2,597.35) | — |

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

| | (Rs. in lacs) | | |
|-------------------------------------|-------------------|-------------------|-----|
| | Total | INR | USD |
| As on 31 March 2023 | | | |
| Financial assets | | | |
| Trade receivables | 165.18 | 165.18 | — |
| Loans | 3,175.21 | 3,175.21 | — |
| Other Non-current assets | 53.38 | 53.38 | — |
| Cash and Cash equivalents | 169.64 | 169.64 | — |
| Other Balances with Banks | 7.98 | 7.98 | — |
| Exposure for assets (A) | 3,571.39 | 3,571.39 | — |
| Financial liabilities | | | |
| Long term borrowings | 109.43 | 109.43 | — |
| Lease Liabilities | 10.51 | 10.51 | — |
| Short term borrowings | 28.09 | 28.09 | — |
| Trade payables | 267.48 | 267.48 | — |
| Other Current financial liabilities | 428.03 | 428.03 | — |
| Exposure for liabilities (B) | 843.55 | 843.55 | — |
| Net exposure (B-A) | (2,727.84) | (2,727.84) | — |

Sensitivity analysis:

A reasonably possible strengthening of the Indian Rupees against USD at March, 31 by Rs. NIL would have positive impact (before tax) by Rs NIL and Rs NIL for the net outstanding balance as on 31-03-2024 and 31-03-2023 respectively. Similarly a reasonably possible weakening of the Indian Rupee against USD would have a negative impact (before tax) by same amounts.

Capital Management

For the purpose of the Company's capital management, capital includes issued capital, convertible instruments and reserves. The primary objective of the Company's Capital Management is to maximise shareholder value. The company manages its capital structure and makes adjustments, if any, required in the light of the current economic environment and other business requirements.

NOTE '57' – LEASES:

(a) Right of Use Assets

The Company has leases for Building. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. The Company classifies its right-of-use assets in a consistent manner to its Property, plant and equipment.

Each lease generally imposes a restriction that, unless there is a contractual right for the Company to sublease the asset to another party, the right-of-use asset can only be used by the Company.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

| Particulars | As at 31st March 2024 (Rs. in lacs) | As at 31st March 2023 (Rs. in lacs) |
|--------------------------------------|---|---|
| | Opening Balance | 10.90 |
| Additions during the year | — | 10.90 |
| Depreciation charged during the year | 3.63 | — |
| Closing Balance | 7.27 | 10.90 |

Depreciation on ROU Assets is recognized on a straight line basis which is included under Depreciation and other Amortization Expenses in Statement of Profit and Loss.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

(b) **Lease Liability**

Set out below are the carrying amounts of lease liabilities recognised and the movements during the period:

| Particulars | As at 31st March 2024 (Rs. in lacs) | As at 31st March 2023 (Rs. in lacs) |
|--|---|---|
| Opening Balance | 10.51 | — |
| Additions during the year | — | 10.51 |
| Finance cost accrued during the period | 0.66 | — |
| Actual Payment of lease liabilities | 3.84 | — |
| Closing Balance | 7.33 | 10.51 |

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

| Particulars | As at 31st March 2024 (Rs. in lacs) | As at 31st March 2023 (Rs. in lacs) |
|--------------------------------|---|---|
| Less than one year | 3.84 | 3.84 |
| One to five years | 4.03 | 7.87 |
| More than five Years | — | — |
| Total lease liabilities | 7.87 | 11.71 |

Rental payments for short term leases and assets not considered as leases under IND AS 116 was Rs.8.49 lakhs for F.Y. 2023-24 and Rs.10.28 lakhs for F.Y. 2022-23.

58. The date of implementation of the Code on Social Security, 2020 ('the Code') relating to employee benefits is yet to be notified by the Government and when implemented will impact the contributions by the Company towards benefits such as Provident Fund, Gratuity etc. The Company will assess the impact of the Code and give effect in the financial statements when the Code and Rules thereunder are notified.

59. **New Standards or other amendments Issued but not yet effective**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31st March, 2024, MCA has not notified any new standards or amendments to the existing standards.

60. **Additional disclosure under the regulatory requirements:**

(a) Title deeds of immovable properties not held in the name of the Company:

The title deeds, comprising all the immovable properties of land and buildings, are held in the name of the Company as at the balance sheet date.

(b) Reconciliation of quarterly returns / statements submitted to the banks with the books of accounts

The company has obtained Overdraft facility from bank against security of current assets. However, as per the terms of the sanction of facility, no quarterly return or statement of current assets is required to be filed by the company with banks.

(c) The Company has used funds borrowed for the specific purposes only for the purposes which it has been borrowed.

(d) With reference to Borrowings as per financial statements for the year ended March 31, 2024, we confirm that all material charges created/satisfied during FY 2023-24 have been registered with the Ministry of Corporate Affairs.

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- (e) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:
 - i. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - ii. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (f) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - i. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - ii. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (g) There is no proceeding which has been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (h) The Company is not declared wilful defaulter by any bank or financial institution or other lender.
- (i) The Company has not applied for any scheme of arrangement u/s 230 to 237 of Companies Act, 2013.
- (j) The Company does not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961.
- (k) The Company is covered under the provisions of section 135 of the Companies Act, 2013, However, it is not required to spend any amount towards CSR during the year.
- (l) The Company have not traded or invested in Crypto currency or Virtual Currency during the year.
- (m) The company has not granted any loans or advances in the nature of loan to promoter, director, KMP.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

61. Financial Ratios

| Sr. No. | Ratios | Numerator | Denominator | As at 31/03/2024 | As at 31/03/2023 | % of variance | Reason for variance in excess of 25% |
|---------|--|---|--|------------------|------------------|---------------|--------------------------------------|
| 1. | Current Ratio (in times) | Total Current Assets | Total Current Liabilities | 1.28 | 1.45 | -11.59 | — |
| 2. | Debt Equity Ratio (in times) | Total Debt | Total Equity | 0.01 | 0.01 | -21.71 | — |
| 3. | Debt Service Coverage Ratio (in times) | Net profit after taxes + Non cash operating expenses + interest | Interest + principal repayments | 19.14 | 33.90 | -43.52 | Refer note (a) below |
| 4. | Return on Equity Ratio (in %) | Net Profit after taxes | Average Shareholder's Equity | 2.10 | 3.77 | -44.28 | Refer note (a) below |
| 5. | Inventory turnover ratio (in days) | Average Inventory | Revenue from operations per day | NA | NA | NA | Refer note (b) below |
| 6. | Trade Receivables turnover ratio (in days) | Average Trade Receivables | Revenue from operations per day | 10.94 | 9.62 | 13.69 | — |
| 7. | Trade Payables turnover ratio (in days) | Average Trade Payables | Total expense other than payroll cost, finance cost and depreciation per day | 34.10 | 33.07 | 3.09 | — |
| 8. | Net Capital turnover ratio (in times) | Net Sales | Average Working Capital | 13.60 | 164.04 | -91.71 | Refer note (c) below |
| 9. | Net Profit Ratio (in %) | Net Profit after tax | Total Income | 7.70 | 13.79 | -44.13 | Refer note (d) below |
| 10. | Return on capital employed (in %) | Earning before interest and taxes | Average Capital Employed | 2.34 | 4.41 | -46.86 | Refer note (d) below |
| 11. | Return on Investment (in %) | Income from invested funds | Average investment | 7.72 | 5.12 | 50.61 | Refer note (e) below |

(a) Variance in ratio is due to decrease in profitability.

(b) The company has not presented the Inventory turnover ratio since the Company holds inventory for consumption in the service of food and beverages and the proportion of such inventory is insignificant to Total Assets.

(c) Variance in ratio is due to increase in turnover and increased working capital.

(d) Variance in ratio is due to increase in operating and other general expenses and increased employee benefit expenses.

(e) Variance is on account of substantial increase in interest income. Further, during the year, the current investments have increased substantially.

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NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS

62. Previous year figures:

Previous year's figures have been reclassified / regrouped wherever necessary to conform to current year's classification / grouping. Figures in brackets are in respect of the previous year.

Signature to Notes 1 to 62

As per our separate report of even date

For **A.T. Jain & Co.**
Chartered Accountants
Firm Registration No. 103886W

Sd/-
SUSHIL JAIN
Partner (Membership No. 033809)

Place: Mumbai
Dated: May 30, 2024

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

Sd/-
ROMIL RATRA
Whole Time Director
(DIN:06948396)

Sd/-
F.L. GOYAL
Chief Financial Officer

Sd/-
GAURAV GHAI
Managing Director
(DIN:00074857)

Sd/-
JALPA H. SALVI
Company Secretary

GRAVISS HOSPITALITY LIMITED

Independent Auditors' Report

To,
The Members of Graviss Hospitality Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Graviss Hospitality Limited** ("the Parent"), and its subsidiaries, (the parent and its subsidiaries together referred to as "the Group") which comprise the Consolidated Balance Sheet as at 31st March 2024, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and a summary of material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2024, and their consolidated profit, their consolidated total comprehensive income, their consolidated changes in equity and their consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have not determined any key audit matters to be communicate in our report.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholders Information but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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Management's Responsibility for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statement by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the Companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

GRAVISS HOSPITALITY LIMITED

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the group to express an opinion on consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statement of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audit carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on our audit and on the consideration of report of the subsidiary companies incorporated in India, as required in paragraph 3(xxi) of the Order, we report that there are no qualifications or adverse remarks in the CARO reports of the companies included in the consolidated financial statements.
2. (A) As required by Section 143(3) of the Act, based on our audit, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books except for the matters stated in the paragraph 2C(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
 - (e) On the basis of the written representations received from the directors of the Parent as on 31st March, 2024 taken on record by the Board of Directors of the Company and the reports of the statutory auditors

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of its subsidiary companies incorporated in India, none of the directors of the Group companies is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164(2) of the Act.

- (f) The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2C(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- (g) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors reports of the Parent and subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of those companies.

- (B) With respect to the other matter to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/ provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act;

- (C) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- (a) The consolidated financial statements disclose the impact of pending litigation on its financial position as at 31st March, 2024 in its consolidated financial statements - Refer Note No.36 to the consolidated financial statements.

- (b) The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

- (d) (i) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or its subsidiaries to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

- (ii) The management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been received by the Company or its subsidiaries from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

- (iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d)(i) and (d)(ii) above contain any material mis-statement.

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- (e) No dividend has been declared or paid during the year by the company.
- (f) Based on our examination, which included test checks, the holding and subsidiary Companies, in respect of financial year commencing on April 1, 2023, have used accounting softwares for maintaining their books of account which has feature of recording audit trail (edit log). The same has been operated throughout the year for all relevant transactions recorded in the respective softwares except for the instances mentioned below:
- (i) The holding company, in respect of an accounting software used for maintaining accounts for one of its hotel unit and banquet divisions wherein the audit trail feature has not been operated throughout the year for all the relevant transactions recorded in that software.
- (ii) The subsidiary companies, has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log), however the same has not been operated throughout the year for all the relevant transactions recorded in the software.

Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with on accounting softwares where this feature is enabled.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, thus reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For **A.T. JAIN & CO.**
Chartered Accountants
Firm Registration No. 103886W

Sd/-
SUSHIL JAIN
Partner

Membership No.: 033809
UDIN: 24033809BKARYH6583

Place: Mumbai
Dated: May 30, 2024

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ANNEXURE “A”

To the Independent Auditor’s Report of even date on the Consolidated Financial Statements of GRAVISS HOSPITALITY LIMITED for the year ended 31st March, 2024

Report on the Internal Financial Controls with reference to the aforesaid Consolidated Financial Statement under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2024, we have audited the internal financial controls over financial reporting of Graviss Hospitality Limited (hereinafter referred to as “Parent”) and its subsidiary companies, which are companies incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Parent, its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Parent, its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Parent and its subsidiary companies, which are incorporated in India.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

GRAVISS HOSPITALITY LIMITED

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanation given to us, the Parent, its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on “the criteria for internal financial control over financial reporting established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”.

For **A.T. JAIN & CO.**
Chartered Accountants
Firm Registration No. 103886W

Sd/-
SUSHIL JAIN
Partner
Membership No.: 033809
UDIN: 24033809BKARYH6583

Place: Mumbai
Dated: May 30, 2024

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Consolidated Balance Sheet as at 31st March, 2024

| Particulars | Note No. | As at 31/03/2024 (Rs. in lacs) | As at 31/03/2023 (Rs. in lacs) |
|--|----------|--------------------------------------|--------------------------------------|
| ASSETS | | | |
| Non-current Assets | | | |
| Property, plant and equipment | 6 | 18,211.47 | 18,390.94 |
| Capital Work-in-Progress | 6 | 1,447.48 | 734.68 |
| Right of Use Asset | 6.1 | 7.27 | 10.90 |
| Financial Assets | | | |
| Investments | 7 | 10.47 | 9.49 |
| Trade receivables | 12 | — | 53.78 |
| Other Financial Assets | 8 | 70.64 | 66.24 |
| Other Non-current assets | 9 | 152.21 | 126.24 |
| Total Non-current assets | | 19,899.54 | 19,392.26 |
| Current assets | | | |
| Inventories | 10 | 85.84 | 71.19 |
| Financial Assets | | | |
| Investments | 11 | 1,000.37 | 1,012.87 |
| Trade receivables | 12 | 163.80 | 188.55 |
| Cash and cash equivalents | 13 | 149.08 | 183.67 |
| Other Balances with Banks | 14 | 61.68 | 33.04 |
| Loans | 15 | 17.33 | 6.48 |
| Income Tax assets (Net) | | 32.99 | 51.69 |
| Other current assets | 16 | 109.24 | 116.66 |
| Total current assets | | 1,620.33 | 1,664.15 |
| Total Assets | | 21,519.86 | 21,056.41 |
| EQUITY AND LIABILITIES | | | |
| Equity: | | | |
| Equity Share capital | 17 | 1,410.39 | 1,410.39 |
| Other Equity | 18 | 16,895.06 | 16,592.87 |
| Total Equity | | 18,305.45 | 18,003.26 |
| Liabilities: | | | |
| Non-current Liabilities: | | | |
| Financial Liabilities: | | | |
| Borrowings | 19 | 79.81 | 109.43 |
| Lease Liabilities | | 3.90 | 7.33 |
| Provisions | 20 | 70.56 | 40.99 |
| Deferred tax liabilities (Net) | 21 | 1,658.93 | 1,582.90 |
| Total Non-current liabilities | | 1,813.20 | 1,740.64 |
| Current Liabilities: | | | |
| Financial Liabilities: | | | |
| Borrowings | 22 | 205.19 | 294.64 |
| Lease Liabilities | | 3.43 | 3.18 |
| Trade payables | | | |
| Total outstanding dues of Micro and Small Enterprises | 23 | — | — |
| Total outstanding dues of creditors other than Micro and Small Enterprises | 24 | 405.67 | 280.31 |
| Other Financial Liabilities | 25 | 564.54 | 440.97 |
| Other Current liabilities | 25 | 211.76 | 284.55 |
| Provisions | 26 | 10.61 | 8.87 |
| Total current liabilities | | 1,401.20 | 1,312.52 |
| Total Liabilities | | 3,214.41 | 3,053.16 |
| Total Equity and Liabilities | | 21,519.86 | 21,056.41 |

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND
OTHER NOTES TO THE FINANCIAL STATEMENTS

1 TO 62

As per our separate report of even date

For **A.T. Jain & Co.**
Chartered Accountants
Firm Registration No. 103886W

Sd/-
SUSHIL JAIN
Partner (Membership No. 033809)

Place: Mumbai
Dated: May 30, 2024

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

Sd/-
ROMIL RATRA
Whole Time Director
(DIN:06948396)

Sd/-
F.L. GOYAL
Chief Financial Officer

Sd/-
GAURAV GHAI
Managing Director
(DIN:00074857)

Sd/-
JALPA H. SALVI
Company Secretary

GRAVISS HOSPITALITY LIMITED

Consolidated Statement of Profit and Loss Account for the year ended 31st March, 2024

| Particulars | Note No. | For the Year ended 31/03/2024 (Rs. in lacs) | For the Year ended 31/03/2023 (Rs. in lacs) |
|--|----------|--|--|
| INCOME | | | |
| Revenue from operations | 27 | 5,414.08 | 6,545.87 |
| Other Income | 28 | 107.30 | 167.27 |
| TOTAL INCOME | | <u>5,521.37</u> | <u>6,713.14</u> |
| EXPENSES | | | |
| Cost of material consumed | 29 | 604.86 | 1,827.29 |
| Employee benefits expense | 30 | 1,054.64 | 945.58 |
| Finance costs | 31 | 13.45 | 10.36 |
| Depreciation and amortisation expenses | 32 | 384.55 | 411.20 |
| Other expenses | 33 | 3,086.18 | 2,721.44 |
| TOTAL EXPENSES | | <u>5,143.68</u> | <u>5,915.87</u> |
| PROFIT/(LOSS) BEFORE TAX | | <u>377.70</u> | <u>797.28</u> |
| Tax expense: | | | |
| Current tax | | — | — |
| Short provision of tax of earlier years | | (0.54) | (22.42) |
| Deferred tax (Net) (Refer Note "21") | | (75.77) | (179.88) |
| Total tax expenses | | <u>(76.31)</u> | <u>(202.29)</u> |
| PROFIT /(LOSS) AFTER TAX | | <u>301.39</u> | <u>594.98</u> |
| Other comprehensive income: | | | |
| | 34 | | |
| (i) Items that will not be reclassified to profit or loss | | 1.07 | 4.47 |
| (ii) Income tax relating to items that will not be reclassified to profit or loss | | (0.27) | (1.12) |
| (iii) Items that will be reclassified to profit or loss | | — | — |
| (iv) Income tax relating to items that will be reclassified to profit or loss | | — | — |
| Other comprehensive income for the year | | <u>0.80</u> | <u>3.34</u> |
| Total comprehensive income for the year | | <u>302.19</u> | <u>598.33</u> |
| Earning per equity share – Rs. | | | |
| | 35 | | |
| (a) Basic | | 0.43 | 0.85 |
| (b) Diluted | | 0.43 | 0.85 |
| SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER NOTES TO THE FINANCIAL STATEMENTS | 1 TO 62 | | |

As per our separate report of even date

For **A.T. Jain & Co.**
Chartered Accountants
Firm Registration No. 103886W

Sd/-
SUSHIL JAIN
Partner (Membership No. 033809)

Place: Mumbai
Dated: May 30, 2024

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

Sd/-
ROMIL RATRA
Whole Time Director
(DIN:06948396)

Sd/-
F.L. GOYAL
Chief Financial Officer

Sd/-
GAURAV GHAI
Managing Director
(DIN:00074857)

Sd/-
JALPA H. SALVI
Company Secretary

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Consolidated Cash Flow Statement for the Year Ended 31st March, 2024

| Particulars | As at 31/03/2024 (Rs. in lacs) | As at 31/03/2023 (Rs. in lacs) | |
|--|--------------------------------------|--------------------------------------|------------|
| A. CASH FLOWS FROM OPERATING ACTIVITIES | | | |
| Net profit before taxation, and extraordinary item | 377.70 | 797.28 | |
| Less: Remeasurement of Employees Benefits Adjusted in OCI | 1.07 | 4.47 | |
| Net profit before Tax After Adjustment in OCI | 378.77 | 801.74 | |
| Adjustments for: | | | |
| Non Cash Items | | | |
| Depreciation and Amortisation Expenses | 384.55 | 411.20 | |
| Finance Cost | 13.45 | 10.36 | |
| Interest Income | (26.63) | (39.01) | |
| Dividend Income | (0.06) | (0.06) | |
| (Profit) / loss on sale of fixed assets | — | (1.51) | |
| Mark to market gain on equity shares | (55.24) | (31.95) | |
| (Profit) / loss on sale of investments | (1.77) | (3.83) | |
| | 314.29 | 345.21 | |
| Operating profit before working capital changes | 693.06 | 1,146.95 | |
| Adjustments for: | | | |
| Trade receivables | 78.53 | (52.32) | |
| Inventories | (14.66) | 1,222.43 | |
| Loans | (10.84) | (2.62) | |
| Other financial assets | (33.04) | 113.02 | |
| Other current assets | 7.42 | (14.05) | |
| Lease liabilities | (3.18) | (0.39) | |
| Other Financial Liabilities | 123.57 | 60.96 | |
| Other Current Liabilities | (41.47) | (187.28) | |
| Other Non Current Liabilities | — | — | |
| Trade and other payables | 125.37 | (71.18) | |
| | 231.70 | 1,068.58 | |
| Cash generations from operations | 924.76 | 2,215.53 | |
| Direct taxes paid | 18.16 | (1.44) | |
| | 942.92 | 2,214.09 | |
| Net cash flow from Operating Activities | | | |
| B. CASH FLOWS FROM INVESTING ACTIVITIES | | | |
| Purchase of fixed assets, including intangible assets, CWIP and capital advances | (940.22) | (127.33) | |
| Sale of Fixed Assets | — | 2.31 | |
| (Purchase)/Sales of Investments | 68.53 | (768.47) | |
| Interest Income | 26.63 | 39.01 | |
| Dividend Income | 0.06 | 0.06 | |
| | (845.00) | (854.43) | |
| Net cash used in Investing Activities | | | |
| C. CASH FLOWS FROM FINANCING ACTIVITIES | | | |
| Proceeds from Long-term borrowings | — | 28.45 | |
| Repayment of Long-term borrowings | (29.62) | (24.67) | |
| Short Term borrowings (Net) | (89.45) | (1,373.20) | |
| Finance Cost | (13.45) | (10.36) | |
| | (132.52) | (1,379.78) | |
| Net cash used in financing activities (C) | | | |
| Net Increase / (Decrease) in Cash and cash equivalents (A+B+C) | (34.59) | (20.13) | |
| Opening Cash and Cash Equivalents | 183.67 | 203.80 | |
| Closing Cash and Cash Equivalents | 149.08 | 183.67 | |
| | 34.59 | 20.13 | |
| Breakup of Opening Cash and Cash Equivalents | | | |
| Balances with Banks | | | |
| In Current Accounts | 156.46 | 175.59 | |
| Cash on Hand | 27.21 | 28.21 | |
| Cash and Cash Equivalents | 183.67 | 203.80 | |
| Breakup of Closing Cash and Cash Equivalents | | | |
| Balances with Banks | | | |
| In Current Accounts | 136.08 | 156.46 | |
| Cash on Hand | 13.00 | 27.21 | |
| Cash and Cash Equivalents | 149.08 | 183.67 | |
| Disclosure as per Ind AS – 7 as below: | | | |
| Particulars | 01/04/2023 | Cash Flows | 31/03/2024 |
| Long Term Borrowings | 109.43 | (29.62) | 79.81 |
| Short Term Borrowings | 294.64 | (89.45) | 205.19 |
| Total Liabilities from financing activities | 404.07 | (119.07) | 284.99 |

As per our separate report of even date

For **A.T. Jain & Co.**
Chartered Accountants
Firm Registration No. 103886W

Sd/-
SUSHIL JAIN
Partner (Membership No. 033809)

Place: Mumbai
Dated: May 30, 2024

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

Sd/-
ROMIL RATRA
Whole Time Director
(DIN:06948396)

Sd/-
GAURAV GHAI
Managing Director
(DIN:00074857)

Sd/-
F.L. GOYAL
Chief Financial Officer

Sd/-
JALPA H. SALVI
Company Secretary

GRAVISS HOSPITALITY LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH 2024

A. Equity Share Capital

(Rs. in lacs)

| | Opening balance | Changes during the year | Closing balance |
|-----------------------|-----------------|-------------------------|-----------------|
| As at 31st March 2024 | 1,410.39 | — | 1,410.39 |
| As at 31st March 2023 | 1,410.39 | — | 1,410.39 |

B. Other Equity

(Rs. in lacs)

| | Reserves and Surplus | | | | | | | Other Comprehensive Income | Total |
|---|----------------------|-----------------|--------------------|----------------------------|-----------------|----------------------------|---------------------------|----------------------------|-----------|
| | Retained Earnings | General Reserve | Warrants Forfeited | Securities Premium Reserve | Capital Reserve | Capital Redemption Reserve | Goodwill on consolidation | | |
| Balance as at 01st April 2023 | (5,122.08) | 11,320.29 | 850.01 | 9,183.07 | 7.78 | 318.52 | (5.24) | 40.52 | 16,592.87 |
| Additions during the year | — | — | — | — | — | — | — | — | — |
| Surplus in the Statement of profit and loss | 301.39 | — | — | — | — | — | — | 0.80 | 302.19 |
| Balance as at 31 March 2024 | (4,820.69) | 11,320.29 | 850.01 | 9,183.07 | 7.78 | 318.52 | (5.24) | 41.32 | 16,895.06 |

C. Nature of reserves

Securities Premium collected on issue of securities are accumulated as part of securities premium.

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NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

1. Group Overview:

The consolidated financial statements relate to Graviss Hospitality Limited and its subsidiary companies (referred collectively as the "Group") as at 31st March, 2024. Graviss Hospitality Limited was incorporated in 1959. The Registered Office of the Group is located at Satara. Its shares are listed in Bombay Stock Exchange (BSE). The Group and its subsidiaries are engaged in the hospitality business.

2. Basis for preparation, Principles of Consolidation:

The consolidated financial statements of Graviss Hospitality Limited and its subsidiary companies (referred collectively as the "Group") have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (Act) read with Rule 4A of Companies (Accounts) Second Amendment Rules, 2015, Companies (Indian Accounting Standards) Rules, 2015; and the other relevant provisions of the Act and Rules thereunder. The consolidated financial statements have been prepared under historical cost convention basis except for certain financial assets and financial liabilities which have been measured at fair value.

The Financial Statements of the Group have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating the intra group balances and intra group transactions and unrealized profits or losses resulting from intra group transactions. The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible in the same manner as the Group's separate financial statements. The Financial Statements of the Subsidiary Companies used in the consolidation are drawn up to the same reporting date as that of the Group, i.e 31st March, 2024.

The Group's presentation and functional currency is Indian Rupees (?) and all values are rounded off to the nearest lacs (INR 00,000), except when otherwise indicated.

The consolidated financial statements were authorized for issue in accordance with a resolution of the directors on 30-05-2024.

3. Companies included in Consolidation:

| <u>Subsidiaries</u> | <u>Country of incorporation</u> | <u>% Holding</u> |
|----------------------------------|---------------------------------|------------------|
| Graviss Catering Private Limited | India | 100 |
| Graviss Hotels & Resorts Limited | India | 100 |

4. Use of Judgement, Assumptions and Estimates:

The preparation of the Group's financial statements requires management to make informed judgements, reasonable assumptions and estimates that affect the amounts reported in the financial statements and notes thereto. Uncertainty about these could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in the future periods. These assumptions and estimates are reviewed periodically based on the most recently available information. Revisions to accounting estimates are recognized prospectively in the Statement of Profit & Loss in the period in which the estimates are revised and in any future periods affected.

In the assessment of the Group, the most significant effects of use of judgments and/or estimates on the amounts recognized in the financial statements relate to the following areas:

- Financial instruments;
- Useful lives of property, plant & equipment
- Valuation of inventories
- Measurement of recoverable amounts of assets / cash-generating units;
- Assets and obligations relating to employee benefits
- Evaluation of recoverability of deferred tax assets; and
- Provisions and Contingencies.

GRAVISS HOSPITALITY LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

5. SIGNIFICANT ACCOUNTING POLICIES

A. Property, plant & equipment

- a) The cost of an item of property, plant and equipment is recognized as an asset only if it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably.
- b) Property, plant and equipment are stated at cost net of tax / duty credit availed, less accumulated depreciation and accumulated impairment loss, if any.
- c) The initial cost of an asset comprises its purchase price or construction cost (including import duties and non-refundable taxes), any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation (if any) and the applicable borrowing cost till the asset is ready for its intended use.
- d) Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.
- e) An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds if any and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.
- f) Direct expenses incurred during construction period on capital projects are capitalised.

B Right of Use Asset

The Holding Company had leasehold land which is a finance lease. The carrying amount representing the fair value (revalued before the date of transition to Ind AS) of the leased land, was recognized under Right-of-Use asset and was treated as deemed cost on adoption of Ind AS. The Right-of-Use assets are stated at cost, less accumulated depreciation and accumulated impairment loss, if any.

C Depreciation

- a) Depreciation on property, plant and equipment is provided on the straight line basis, over the useful lives of assets (after retaining the residual value of up to 5%). The useful lives determined are in line with the useful lives as prescribed in the Schedule II of the Act except in case of following assets which are depreciated over their useful life as determined by a Chartered Engineer and Valuer:

| <u>Asset Description</u> | <u>Useful Life (Years)</u> |
|--|----------------------------|
| Building | 30 |
| Air-conditioning plant, cooking machinery, security and fire fighting equipments | 15 |
| Furniture & Fixtures including interior design | 8 |

- b) Residual value of building and vehicles is estimated at 5% of the original cost and at nil value for all other assets.
- c) Items of property, plant and equipment costing not more than Rs.5,000 each are depreciated at 100 percent in the year in which they are capitalised.
- d) Expenditure on major repairs and overhauls which qualify for recognition in the item of Property, Plant and Equipment and which result in additional useful life, is depreciated over the extended useful life of the asset as determined by technical evaluation.
- e) Depreciation is charged on additions / deletions on pro-rata monthly basis including the month of addition / deletion.
- f) Leasehold Land is amortised over the lease term.
- g) Freehold Land is not depreciated.

D Accounting for Leases

The Group as a Lessee

On Inception of a Contract, the Group (as a lessee) assesses whether a contract contains a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

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NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. The lease term includes periods subject to extension options which the Group is reasonably certain to exercise and excludes the effect of early termination options where the Group is not reasonably certain that it will exercise the option. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives received. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying assets useful life. The Group applies Ind AS – 36 to determine whether a Right-of-Use asset is impaired and accounts for any identified impairment loss.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates that the Group would have to pay to borrow funds. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Lease liabilities and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Group as a lessor

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

E Inventories

Inventories are stated at cost or net realizable value, whichever is lower. Cost of inventories comprises of expenditure incurred in the normal course of business in bringing inventories to their present location, including appropriate overheads apportioned on a reasonable and consistent basis and is determined on the following basis:

- a. Food and Beverages on weighted average basis.
- b. Stores and other operating supplies on weighted average basis.

Obsolete, slow moving, surplus and defective stocks are identified and where necessary, provision is made for such stocks.

F Revenue Recognition

Sale of goods: Revenue from the sale of goods is recognised when the performance obligation is satisfied by transferring the related goods to the customer. The performance obligation is considered to be satisfied when the customer obtains control of the goods.

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable (after including fair value allocations related to arrangements involving more than one performance obligation), net of returns, taxes or duties collected on behalf of the Government and applicable trade discounts or rebates.

Interest income is recognised using Effective Interest Rate (EIR) method.

Dividend income is recognized when the right to receive payment is established.

GRAVISS HOSPITALITY LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

G Employee Benefits

Short term employee benefits are recognized as an expense at an undiscounted amount in the Statement of Profit & Loss for the year/period in which the related services are rendered.

The Group's post-employment benefit consists of provident fund and gratuity. The Group also provides for leave encashment which is in the nature of long term benefit.

Group's contributions to provident fund which is a defined contribution plan, are recognised as an expense in the Statement of Profit & Loss for the year/period in which the services are rendered. The Group's contribution to the Provident Fund is remitted to government provident fund authority based on a fixed percentage of the eligible employee's salary and charged to Statement of Profit and Loss.

The Group operates defined benefit plan for Gratuity and Leave Encashment. The cost of providing such defined benefit is determined using the projected unit credit method of actuarial valuation made at the end of the year.

Actuarial gains and losses are recognised in other comprehensive income for gratuity and leave encashment.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- a The date of the plan amendment or curtailment, and
- b The date that the Group recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- a Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- b Net interest expense or income

H Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs that are attributable to the acquisition or construction of qualifying assets (i.e. an asset that necessarily takes a substantial period of time to get ready for its intended use) are capitalized as a part of the cost of such assets till the month in which the asset is ready for use. All other borrowing costs are charged to the Statement of Profit & Loss.

I Foreign Currency Transactions

Monetary items:

Transactions in foreign currencies are initially recorded at their respective exchange rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit & Loss.

Non – Monetary items:

Non-monetary items that are measured in terms of historical cost are recorded at the exchange rates at the dates of the initial transactions.

J Provisions, Contingent Liabilities and Contingent assets

- a) Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of

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NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

the amount of the obligation. The expenses relating to a provision are recognised in the Statement of Profit & Loss net of any reimbursement.

- b) If the effect of time value of money is material, provisions are shown at present value of expenditure expected to be required to settle the obligation, by discounting using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.
- c) Contingent liabilities are possible obligations arising from past events and whose existence will only be confirmed by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group, or present obligations where it is not probable that an outflow of resources will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. Contingent liabilities are not recognized in the financial statements but are disclosed unless the possibility of an outflow of economic resources is considered remote.
- d) Contingent Assets are not recognised but reviewed at each balance sheet date and disclosure is made in the Notes in respect of possible effects that arise from past events and whose existence is confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group and where inflow of economic benefit is probable.

K Fair Value measurement

- a) The Group measures financial instruments at fair value at each balance sheet date.
- b) Fair value is the price that would be received on selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group has access at that date.
- c) While measuring the fair value of an asset or liability, the Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure the fair value using observable market data as far as possible and minimising the use of unobservable inputs. Fair values are categorised into 3 levels as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices that are observable for the assets or liability, either directly (i.e. as prices for similar item) or indirectly (i.e. derived from prices)

Level 3: inputs that are not based on observable market data (unobservable inputs)

L Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in the following categories

Financial Assets at amortised cost

Financial assets at fair value through profit or loss (FVTPL)

Financial Assets at amortised cost

A financial assets is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows,
and
- b) Contractual terms of the asset give rise on specified dates to cash flows, if any, that are solely payments of principal and interest, if applicable (SPPI) on the principal amount outstanding.

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After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

Financial assets which are considered as receivable on demand at any time, are not discounted on initial recognition and on subsequent measurement.

Financial assets at FVTPL

Any financial asset, which does not meet the criteria for categorization as at amortized cost is classified as at FVTPL.

Equity investments in subsidiaries

Investment in subsidiaries are accounted for at cost in standalone financial statements.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the balance sheet) when:

- a) Rights to receive cash flows from the asset have expired, or
- b) The group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement? and either (a) the group has transferred substantially all the risks and rewards of the asset, or (b) the group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the group continues to recognise the transferred asset to the extent of the group's continuing involvement. In that case, the group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the group could be required to repay.

Financial liabilities

Initial recognition and measurement.

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, loans and borrowings.

Subsequent measurement

Financial liabilities are measured subsequently at fair value through profit or loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method.

Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings.

Financial liabilities which are considered as repayable on demand at any time, are not discounted on initial recognition and on subsequent measurement.

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Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

M Classification of Assets and Liabilities as Current and Non-Current:

All assets and liabilities are classified as current if they are expected to be realised / settled within twelve months after the reporting period. All other assets and liabilities are considered as non-current.

N Impairment

Financial Assets

Loss allowance for expected credit losses is recognised for financial assets. The Group recognises life time expected credit losses for all trade receivables that do not constitute a financing transaction. For financial assets whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit losses is recognised. Loss allowance equal to the lifetime expected credit losses is recognised if the credit risk on the financial instruments has significantly increased since initial recognition.

Non-financial Assets

At each Balance Sheet date, an assessment is made of whether there is any indication of impairment. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of the asset's or Cash-Generating Unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

O Taxes on Income

Current Tax

Income-tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, by the end of reporting period.

Deferred tax

Deferred tax (both assets and liabilities) is calculated using the balance sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. The amount of deferred tax assets is reviewed at each reporting date.

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Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Current tax and Deferred Tax items are recognised in correlation to the underlying transaction either in the Statement of Profit & Loss, other comprehensive income or directly in equity.

P Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period, adjusted for the effect of all dilutive potential equity shares.

Q Cash and Cash equivalents

Cash and cash equivalents include cash at bank, cash, cheques and draft on hand. The Group considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

R Cash Flows

Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

S Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is treated as deferred income and released to the statement of profit and loss over the expected useful lives of the assets concerned.

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NOTE '6' – PROPERTY, PLANT AND EQUIPMENT:

(Rs. in lacs)

| DESCRIPTION OF ASSETS | GROSS BLOCK | | | | ACCUMULATED DEPRECIATION | | | | NET BLOCK | |
|-----------------------|---------------------|-------------------------------------|----------------------------------|---------------------|--------------------------|-----------------|-----------------|---------------------|---------------------|---------------------|
| | As at 01/04/2023 | Additions and other transfers | Sales and other deductions | As at 31/03/2024 | As at 01/04/2023 | For the year | On Disposals | As at 31/03/2024 | As at 31/03/2024 | As at 31/03/2023 |
| Land* | 13,776.47 | — | — | 13,776.47 | — | — | — | — | 13,776.47 | 13,776.47 |
| Building | 5,013.01 | — | — | 5,013.01 | 1,327.70 | 206.85 | — | 1,534.55 | 3,478.46 | 3,685.32 |
| Premises | 43.93 | — | — | 43.93 | 43.93 | — | — | 43.93 | — | — |
| Plant and Machinery | 444.76 | 2.82 | — | 447.58 | 212.29 | 18.94 | — | 231.24 | 216.35 | 232.46 |
| Furniture & Fixtures | 1,465.97 | 132.77 | — | 1,598.74 | 1,190.30 | 84.09 | — | 1,274.39 | 324.35 | 275.67 |
| Office Equipments | 489.00 | 32.41 | — | 521.41 | 318.81 | 21.90 | — | 340.71 | 180.71 | 170.19 |
| Vehicles | 290.61 | — | — | 290.61 | 69.14 | 38.71 | — | 107.85 | 182.76 | 221.47 |
| Computers | 109.82 | 33.43 | — | 143.25 | 80.46 | 10.42 | — | 90.88 | 52.37 | 29.36 |
| Total | 21,633.58 | 201.44 | — | 21,835.01 | 3,242.63 | 380.91 | — | 3,623.54 | 18,211.47 | 18,390.94 |
| Previous year | 21,501.38 | 148.26 | 16.06 | 21,633.58 | 2,846.69 | 411.20 | 15.26 | 3,242.63 | 18,390.94 | |

NOTE '6.1' – RIGHT OF USE ASSET:

(Rs. in lacs)

| DESCRIPTION OF ASSETS | GROSS BLOCK | | | | ACCUMULATED DEPRECIATION | | | | NET BLOCK | |
|-----------------------|---------------------|-------------------------------------|----------------------------------|---------------------|--------------------------|-----------------|-----------------|---------------------|---------------------|---------------------|
| | As at 01/04/2023 | Additions and other transfers | Sales and other deductions | As at 31/03/2024 | As at 01/04/2023 | For the year | On Disposals | As at 31/03/2024 | As at 31/03/2024 | As at 31/03/2023 |
| Building | 10.90 | — | — | 10.90 | — | 3.63 | — | 3.63 | 7.27 | 10.90 |
| Total | 10.90 | — | — | 10.90 | — | 3.63 | — | 3.63 | 7.27 | 10.90 |
| Previous year | — | 10.90 | — | 10.90 | — | — | — | — | 10.90 | |

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| | As at 31/03/2024 (Rs. in lacs) | As at 31/03/2023 (Rs. in lacs) |
|---|--------------------------------------|--------------------------------------|
| NOTE '7' – NON CURRENT INVESTMENTS: | | |
| INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS: | | |
| Quoted investments: | | |
| 3,820 Equity Shares of Edelweiss Capital Limited of Rs. 1 each (P.Y. 3,820) | 2.43 | 2.00 |
| NON-TRADE INVESTMENTS (AT COST): | | |
| Unquoted investments: | | |
| 20 Shares of Hotel and Restaurant Co-operative Services Society Ltd of Rs. 50 each (P.Y. 20) | 0.01 | 0.01 |
| NON-TRADE INVESTMENTS (AT FAIR VALUE): | | |
| Unquoted investments: | | |
| 154 Zero coupon optionally convertible debentures of Hotel Kankeshwar Private Limited of Rs. 10 each (P.Y. 154) | 8.03 | 7.47 |
| | <u>10.47</u> | <u>9.49</u> |
| Aggregate value of unquoted investments | 0.01 | 0.01 |
| Aggregate value of quoted investments | 2.43 | 2.00 |
| Market value of quoted investments | 2.43 | 2.00 |
| NOTE '8' – OTHER NON-CURRENT FINANCIAL ASSETS: | | |
| Margin Money Deposit with Bank | 14.26 | 13.48 |
| Security and other Deposits | 50.03 | 45.63 |
| Deferred Fair Value Loss on financial assets carried at FVTPL | 6.34 | 7.13 |
| | <u>70.64</u> | <u>66.24</u> |
| NOTE '9' – OTHER NON-CURRENT ASSETS: | | |
| Capital advances | 152.21 | 126.24 |
| NOTE '10' – INVENTORIES (Valued at lower of cost and net realisable value): | | |
| Food and Beverages | 80.22 | 64.04 |
| Stores and Other Operating Supplies | 5.62 | 7.15 |
| | <u>85.84</u> | <u>71.19</u> |
| NOTE '11' – CURRENT INVESTMENTS: | | |
| Investments at fair value through profit or loss: | | |
| 246,859 units in ICICI Prudential Liquid Fund – Direct Plan (Growth) (P.Y. 2,57,643) | 882.29 | 858.43 |
| 546,421 units in ICICI Prudential Equity Savings Fund – Direct Plan (Cumulative) (P.Y. 5,46,421) | 118.08 | 105.46 |
| — units in Axis Liquid Fund – Regular Growth (P.Y. 1,972) | — | 48.98 |
| | <u>1,000.37</u> | <u>1,012.87</u> |

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| | As at 31/03/2024 (Rs. in lacs) | As at 31/03/2023 (Rs. in lacs) |
|---|--------------------------------------|--------------------------------------|
| NOTE '12' – TRADE RECEIVABLES: | | |
| Non Current: | | |
| (a) Trade receivable from others | | |
| i Secured, Considered Good | — | — |
| ii Unsecured, Considered Good | — | 53.78 |
| iii Which have significant increase in Credit Risk | — | — |
| iv Unsecured, Considered Doubtful | — | — |
| | <u>—</u> | <u>53.78</u> |
| Current: | | |
| (b) Trade receivable from others | | |
| i Secured, Considered Good | — | — |
| ii Unsecured, Considered Good | 163.80 | 177.39 |
| iii Which have significant increase in Credit Risk | — | — |
| iv Unsecured, Considered Doubtful | — | — |
| | <u>163.80</u> | <u>177.39</u> |
| (c) Trade receivable from related parties | | |
| i Secured, Considered Good | — | — |
| ii Unsecured, Considered Good | — | 11.16 |
| iii Which have significant increase in Credit Risk | — | — |
| iv Unsecured, Considered Doubtful | — | — |
| | <u>—</u> | <u>11.16</u> |
| | <u>163.80</u> | <u>242.33</u> |
| NOTE '13' – CASH AND CASH EQUIVALENTS: | | |
| Current accounts | 136.08 | 156.46 |
| Cash on hand | 13.00 | 27.21 |
| | <u>149.08</u> | <u>183.67</u> |
| NOTE '14' – OTHER BALANCES WITH BANKS: | | |
| Fixed Deposit with banks maturing within one year | 61.68 | 33.04 |
| | <u>61.68</u> | <u>33.04</u> |
| NOTE '15' – SHORT-TERM LOANS AND ADVANCES: | | |
| Loans / Advances to employees: | | |
| i Secured, Considered Good | — | — |
| ii Unsecured, Considered Good | 17.33 | 6.48 |
| iii Which have significant increase in Credit Risk | — | — |
| iv Credit Impaired | — | — |
| | <u>17.33</u> | <u>6.48</u> |
| NOTE '16' – OTHER CURRENT ASSETS: | | |
| Advance to suppliers | 13.82 | 15.24 |
| Prepaid expenses | 90.92 | 97.43 |
| Balances with statutory/government authorities | 3.45 | 2.95 |
| Deferred Fair Value Loss on financial assets carried at FVTPL | 0.79 | 0.80 |
| Security and other deposits | 0.25 | 0.25 |
| | <u>109.24</u> | <u>116.66</u> |

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| | As at 31/03/2024 (Rs. in lacs) | As at 31/03/2023 (Rs. in lacs) |
|--|--------------------------------------|--------------------------------------|
| NOTE '17' – SHARE CAPITAL: | | |
| a Authorised: | | |
| 230,000 Preference shares of Rs. 100 each to be issued on such terms and conditions including rate of dividend and redemption of the shares as the Company shall from time to time decide as per Clause 4 (ii) of the amended Articles of Association of the Company | 230.00 | 230.00 |
| 113,500,000 Equity shares of Rs. 2 each | 2,270.00 | 2,270.00 |
| | 2,500.00 | 2,500.00 |
| b Issued, Subscribed and fully paid-up: | | |
| 70,519,135 Equity shares of Rs. 2 each for cash | 1,410.39 | 1,410.39 |
| | 1,410.39 | 1,410.39 |
| c Reconciliation of the number of equity shares at the beginning and end of the year: | | |
| Opening | 70,519,135 | 70,519,135 |
| Add: Issued during the year | — | — |
| Closing | 70,519,135 | 70,519,135 |
| d Shares held by each shareholder holding more than 5% shares: | | |
| Equity shares of Rs. 2 each fully paid | | |
| Graviss Holdings Private Limited – 30.93% (30.93%) | 21,813,970 | 21,813,970 |
| Satinetta Trading LLP – 32.57% (32.57%) | 22,967,844 | 22,967,844 |
| Inter Continental Hotels Corporation, USA – 6.22% (6.22%) | 4,385,235 | 4,385,235 |
| Gaurav Ravi Ghai – 5.59% (5.59%) | 3,937,286 | 3,937,286 |
| Tresad Limited – 5.13% (5.13%) | 3,616,932 | 3,616,932 |
| e Disclosure of shareholding of promoters and promoter group: | | |
| Equity shares of Rs. 2 each fully paid | | |
| Promoter | | |
| Gaurav Ravi Ghai – 5.59% (5.59%) | 3,937,286 | 3,937,286 |
| Ravi Ghai – 3.29% (3.29%) | 2,316,345 | 2,316,345 |
| Promoter group | | |
| Graviss Holdings Private Limited – 30.93% (30.93%) | 21,813,970 | 21,813,970 |
| Satinetta Trading LLP – 32.57% (32.57%) | 22,967,844 | 22,967,844 |
| Amphitrite Trading LLP – 2.14% (2.14%) | 1,509,840 | 1,509,840 |
| Oregon Realties LLP – 0.27% (0.27%) | 191,000 | 191,000 |

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| | As at 31/03/2024 (Rs. in lacs) | As at 31/03/2023 (Rs. in lacs) |
|--|--------------------------------------|--------------------------------------|
| NOTE '18' – OTHER EQUITY: | | |
| A Reserves and Surplus | | |
| i Capital Reserves: | | |
| Subsidy from the Central Government under 15% Central Subsidy Scheme 1971 for Aurangabad – As per last account | 7.78 | 7.78 |
| ii Warrants Forfeited Account: | | |
| As per last account | 850.01 | 850.01 |
| iii Securities Premium Account: | | |
| As per last account | 9,183.07 | 9,183.07 |
| | <u>9,183.07</u> | <u>9,183.07</u> |
| iv Capital Redemption Reserve Account: | | |
| As per last account | 318.52 | 318.52 |
| | <u>318.52</u> | <u>318.52</u> |
| v General Reserve: | | |
| As per last account | 11,320.29 | 11,320.29 |
| | <u>11,320.29</u> | <u>11,320.29</u> |
| vi Retained Earnings: | | |
| Opening balance | (5,122.08) | (5,717.07) |
| Add : Net profit after tax transferred from Statement of Profit and Loss | 301.39 | 594.98 |
| Balance in Profit and Loss account | (4,820.69) | (5,122.08) |
| Goodwill on consolidation | (5.24) | (5.24) |
| | <u>16,853.74</u> | <u>16,552.35</u> |
| B Other Comprehensive Income | | |
| As per last account | 40.52 | 37.17 |
| Addition during the year | 0.80 | 3.34 |
| Closing balance | 41.32 | 40.52 |
| | <u>16,895.06</u> | <u>16,592.87</u> |

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| | As at 31/03/2024 (Rs. in lacs) | As at 31/03/2023 (Rs. in lacs) |
|--|--------------------------------------|--------------------------------------|
| Non-current Liabilities: | | |
| NOTE '19' – BORROWINGS: | | |
| a) Term loans from Bank : (Refer Note "22") | | |
| Axis Bank – Vehicle Loan | 49.96 | 64.90 |
| Repayable in 60 equated monthly installments. Last installment falling due on 01/02/2027. The interest rate is 7.00% p.a. and loan is secured against the hypothecation of vehicle. | | |
| Less: Current maturities shown in Short Term Borrowings | <u>(16.02)</u> | <u>(14.94)</u> |
| | 33.95 | 49.96 |
| New India Co-Operative Bank – Vehicle Loan | 34.16 | 40.75 |
| Repayable in 84 equated monthly installments. Last installment falling due on 25/03/2028. The interest rate is 7.94% p.a. and loan is secured against the hypothecation of vehicle. | | |
| Less: Current maturities shown in Short Term Borrowings | <u>(7.39)</u> | <u>(6.89)</u> |
| | 26.77 | 33.86 |
| New India Co-Operative Bank – Vehicle Loan | 14.06 | 17.45 |
| Repayable in 60 equated monthly installments. Last installment falling due on 22/06/2027. The interest rate is 7.50% p.a. and loan is secured against the hypothecation of vehicle. | | |
| Less: Current maturities shown in Short Term Borrowings | <u>(3.87)</u> | <u>(3.62)</u> |
| | 10.20 | 13.83 |
| HDFC Bank – Vehicle Loan | 11.77 | 14.41 |
| Repayable in 60 equated monthly installments. Last installment falling due on 05/11/2027. The interest rate is 8.26% p.a. and loan is secured against the hypothecation of vehicle. | | |
| Less: Current maturities shown in Short Term Borrowings | <u>(2.87)</u> | <u>(2.65)</u> |
| | 8.90 | 11.77 |
| | 79.81 | 109.43 |
| NOTE '20' – LONG-TERM PROVISIONS | | |
| Provision for leave benefits | 10.38 | 7.05 |
| Gratuity obligation | <u>60.18</u> | <u>33.94</u> |
| Deferred Income | <u>70.56</u> | <u>40.99</u> |

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NOTE '21' – DEFERRED TAX LIABILITIES (NET):

(Rs. in lacs)

In compliance of Ind AS 12 on "Income Taxes", the item wise details of Deferred Tax Liabilities (Net) are as under:

| Particulars | Opening Balance | Recognised in P&L | Recognised in OCI | Closing Balance |
|--|-----------------|-------------------|-------------------|-----------------|
| For The Year Ended 31st March 2024 | | | | |
| Deferred Tax Liabilities | | | | |
| Difference between accounting and tax depreciation | 207.86 | 17.49 | — | 225.36 |
| On revaluation of leasehold land | 2,351.14 | (64.19) | — | 2,286.95 |
| Total Deferred Tax Liabilities | 2,559.00 | (46.70) | — | 2,512.31 |
| Deferred Tax Assets | | | | |
| Expenses Allowed on Payment Basis | 90.61 | 4.87 | (0.27) | 95.21 |
| Unabsorbed Depreciation | 885.49 | (127.33) | — | 758.16 |
| Total Deferred Tax Assets | 976.10 | (122.46) | (0.27) | 853.37 |
| Deferred Tax Liabilities (Net) | 1,582.90 | 75.77 | 0.27 | 1,658.93 |
| For The Year Ended 31st March 2023 | | | | |
| Deferred Tax Liabilities | | | | |
| Difference between accounting and tax depreciation | 192.07 | 15.80 | — | 207.86 |
| On revaluation of leasehold land | 2,351.14 | — | — | 2,351.14 |
| Total Deferred Tax Liabilities | 2,543.21 | 15.80 | — | 2,559.00 |
| Deferred Tax Assets | | | | |
| Expenses Allowed on Payment Basis | 85.25 | 6.48 | (1.12) | 90.61 |
| Unabsorbed Depreciation | 1,056.06 | (170.56) | — | 885.49 |
| Total Deferred Tax Assets | 1,141.31 | (164.08) | (1.12) | 976.10 |
| Deferred Tax Liabilities (Net) | 1,401.90 | 179.88 | 1.12 | 1,582.90 |

Deferred Tax Asset on unabsorbed depreciation, unabsorbed business losses and other temporary differences available as per the Income Tax Act, 1961 has been recognized, since it is probable that taxable profit will be available to adjust them in the future years. Unabsorbed depreciation which forms major portion of the Deferred Tax Asset can be carried forward and set off against the profits for unlimited number of years under the Indian Income Tax Act, 1961 and profitability projections based on current margins show sufficient profits for set-off in future.

Reconciliation of effective tax rate as a numerical reconciliation between tax expense and the product of account profit multiplied by the applicable tax rate.

| Particulars | 2023-24 | 2022-23 |
|---|---------------|---------------|
| Profit Before Tax | 377.70 | 797.28 |
| Applicable Tax Rate | 25.17% | 25.17% |
| Tax Using the Applicable Tax Rate | 95.06 | 200.66 |
| Tax Effect of: | | |
| Add: Origination and reversal of temporary differences | (19.29) | (20.78) |
| Tax Expense Recognized in the Statement of Profit & Loss | 75.77 | 179.88 |
| Weighted Average Tax Rate | 20.06% | 22.56% |

The tax rate of 25.168% is applicable to the next financial year as well.

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Tax Expenses recognized in the Statement of Profit & Loss / Other Comprehensive Income (OCI) are as below:

| Particulars | 2023-24 | 2022-23 |
|--|---|---|
| A. Current Tax Expense | — | — |
| B. Deferred Tax Expense / (Asset) relating to | | |
| — Origination and reversal of temporary differences | 75.77 | 179.88 |
| Tax Expenses recognized in the Statement of Profit & Loss | 75.77 | 179.88 |
| Deferred Tax Liability / (Asset) relating to re-measurement of the defined benefit plan (gratuity) recognized in OCI | 0.27 | 1.12 |
| | As at 31/03/2024 (Rs. in lacs) | As at 31/03/2023 (Rs. in lacs) |
| Current Liabilities: | | |
| NOTE '22' – SHORT-TERM BORROWINGS: | | |
| Current maturities of long term borrowings: (Refer Note "19") | 30.14 | 28.09 |
| From Others (Unsecured): | | |
| Ice Holding Private Limited | 175.05 | 266.55 |
| | <u>205.19</u> | <u>294.64</u> |
| NOTE '23' – TRADE PAYABLES | | |
| Total outstanding dues of Micro and Small Enterprises | — | — |
| Total outstanding dues of creditors other than Micro and Small Enterprises | 405.67 | 280.31 |
| | <u>405.67</u> | <u>280.31</u> |
| NOTE '24' – OTHER CURRENT FINANCIAL LIABILITIES: | | |
| Interest Accrued but not due | 0.45 | 0.56 |
| Expenses payable | 552.53 | 426.05 |
| Interest free security deposits | 6.87 | 6.87 |
| Liability for capital expenditure | 4.68 | 7.50 |
| | <u>564.54</u> | <u>440.97</u> |
| NOTE '25' – OTHER CURRENT LIABILITIES: | | |
| Advance from customers | 107.05 | 182.34 |
| Statutory dues payable* | 100.81 | 99.05 |
| Other Payables | 3.89 | 3.16 |
| | <u>211.76</u> | <u>284.55</u> |
| *Statutory dues primarily include payables in respect of service tax, VAT, GST, TDS, PF, PT, ESIC etc.) | | |
| NOTE '26' – SHORT-TERM PROVISIONS: | | |
| Provision for leave benefits | 1.87 | 1.97 |
| Gratuity obligation | 8.74 | 6.90 |
| | <u>10.61</u> | <u>8.87</u> |
| NOTE '27' – REVENUE FROM OPERATIONS: | | |
| Sales-Rooms | 2,940.88 | 2,607.63 |
| Sales-Food and Beverages | 2,380.75 | 2,595.64 |
| Sale of services | 92.44 | 68.78 |
| Sale of Apartments | — | 1,273.82 |
| | <u>5,414.08</u> | <u>6,545.87</u> |

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NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

| | For the year ended 31/03/2024 (Rs. in lacs) | For the year ended 31/03/2023 (Rs. in lacs) |
|---|--|--|
| NOTE '28' – OTHER INCOME: | | |
| Interest on deposits with banks | 24.21 | 25.18 |
| Interest on income tax refund | 2.42 | 13.82 |
| Unwinding of interest on financial assets carried at amortised cost | 0.12 | — |
| Dividend income | 0.06 | 0.06 |
| Profit on sale of investments | 1.77 | 3.83 |
| Mark to Market gain on investments carried at FVTPL | 55.24 | 31.95 |
| Unclaimed Credit balances written back | 21.21 | 22.23 |
| Profit on Sale of Assets | — | 1.51 |
| Exchange Rate Difference | 1.70 | 1.80 |
| Unwinding of interest on financial assets carried at FVTPL | 0.56 | — |
| Miscellaneous receipts | — | 66.89 |
| | <u>107.30</u> | <u>167.27</u> |
| NOTE '29' – COST OF MATERIAL CONSUMED: | | |
| (A) Food and Beverages consumed | | |
| Opening stock | 64.04 | 86.52 |
| Add: Purchases | <u>621.04</u> | <u>607.79</u> |
| | 685.08 | 694.31 |
| Less: Closing stock | <u>80.22</u> | <u>64.04</u> |
| | <u>604.86</u> | <u>630.27</u> |
| (B) Cost of Apartments Sold | | |
| | — | 1,197.02 |
| | <u>604.86</u> | <u>1,827.29</u> |
| NOTE '30' – EMPLOYEE BENEFITS EXPENSE: | | |
| (refer Note "37") | | |
| Salaries and wages (including bonus and gratuity) | 965.72 | 866.30 |
| Contributions to : | | |
| Provident, Family Pension and other Funds | 43.89 | 42.02 |
| Staff welfare expenses | <u>45.03</u> | <u>37.25</u> |
| | <u>1,054.64</u> | <u>945.58</u> |
| NOTE '31' – FINANCE COSTS: | | |
| Interest expense | 10.03 | 10.15 |
| Interest on Lease Liabilities | 0.66 | — |
| Other Borrowing cost | <u>2.76</u> | <u>0.21</u> |
| | <u>13.45</u> | <u>10.36</u> |
| NOTE '32' – DEPRECIATION AND AMORTISATION EXPENSES: | | |
| Depreciation of tangible assets | 380.91 | 411.20 |
| Depreciation of right of use assets | <u>3.63</u> | — |
| | <u>384.55</u> | <u>411.20</u> |

GRAVISS HOSPITALITY LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

| | For the year ended 31/03/2024 (Rs. in lacs) | For the year ended 31/03/2023 (Rs. in lacs) |
|---|--|--|
| NOTE '33' – OTHER EXPENSES: | | |
| Operating Expenses: | | |
| Power, Fuel and Water | 298.42 | 275.98 |
| Repairs and Maintenance: | | |
| Building | 70.91 | 52.78 |
| Machinery | 17.61 | 15.07 |
| Others | 287.27 | 277.05 |
| Stores and Supplies including Linen and Uniforms | 112.99 | 118.35 |
| Washing and Laundry expenses | 65.17 | 59.39 |
| Business Operating expenses | 260.78 | 230.45 |
| Music and other Operating expenses | 99.94 | 45.42 |
| General Expenses: | | |
| Rent | 8.49 | 10.28 |
| Rates and Taxes | 203.57 | 168.25 |
| Insurance | 53.76 | 42.94 |
| Hire charges | 2.90 | 20.37 |
| Advertisement and Sales Promotion | 282.56 | 230.40 |
| Credit Card charges | 78.60 | 168.00 |
| Agency Commission | 122.17 | 108.99 |
| Travelling and Conveyance | 324.25 | 331.39 |
| Printing and Stationery | 16.13 | 13.02 |
| Postage and Telephones | 27.17 | 25.03 |
| Other expenses | 87.53 | 75.85 |
| Payments to Auditors (Note "40") | 11.84 | 12.34 |
| Legal and Professional charges | 351.89 | 272.80 |
| Donation | 97.65 | — |
| Franchise and Corporate Service fees | 181.35 | 161.30 |
| Net Fair Value (Gain)/Loss on financial assets carried at FVTPL | 0.79 | — |
| Directors Sitting fees | 9.00 | 6.00 |
| Bad Debts written off | 8.45 | — |
| Advance written off | 5.00 | — |
| | 3,086.18 | 2,721.44 |
| NOTE '34' – OTHER COMPREHENSIVE INCOME: | | |
| Items that will not be reclassified to profit or loss | | |
| Remeasurement of Defined Benefit Plans | 1.07 | 4.47 |
| Income tax relating to items that will not be reclassified to profit or loss | | |
| Remeasurement of Defined Benefit Plans | (0.27) | (1.12) |
| | 0.80 | 3.34 |
| NOTE '35' – EARNINGS PER EQUITY SHARE (BASIC AND DILUTED): | | |
| Net profit after Taxation (in Rs.) | 302.19 | 598.33 |
| Weighted average number of equity shares | 70,519,135 | 70,519,135 |
| Earnings per equity shares (in Rs.) | 0.43 | 0.85 |
| Nominal value per share (Rs.) | 2.00 | 2.00 |

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NOTE '36' – CONTINGENT LIABILITIES:

- Bank Guarantees given to the extent of Rs. 7 lacs (previous year Rs. 7 lacs).
- In the matter of VAT demand, interest and penalty aggregating to Rs. 48.69 lacs for the year 2010-11, the Company is hopeful of getting the orders in its favour and hence has not made provision for the same in the financial statements.

Note: Commitments which are material and which will result in a penalty disproportionate to the benefits involved, based on the judgement of the management are only disclosed.

NOTE '37' – RETIREMENT BENEFIT:

Disclosure pursuant to Indian Accounting Standard – 19 (Revised) "Employee Benefits":

The Group has classified the various benefits provided to employees as under:

(a) Defined Contribution Plans:

The Group has recognized contribution to Provident & other funds of Rs 43.89 lacs in the Profit & Loss Account for F.Y. 2023-24 (Rs. 42.02 lacs for F.Y. 2022-23).

(b) Defined Benefit Plans:

| | Gratuity Funded | | Leave Encashment | |
|--|--------------------------|--------------------------|--------------------------|--------------------------|
| | 2023-24 (Rs. in lacs) | 2022-23 (Rs. in lacs) | 2023-24 (Rs. in lacs) | 2022-23 (Rs. in lacs) |
| Changes in the Present Value of Obligation | | | | |
| Present Value of Obligation at beginning of period | 40.84 | 44.19 | 9.01 | — |
| Interest Cost | 2.72 | 2.12 | 0.59 | — |
| Current Service Cost | 27.81 | 8.06 | 8.23 | 9.01 |
| Benefits Paid | (1.38) | (9.06) | (1.86) | (2.23) |
| Actuarial (Gain)/Loss on obligation | (1.07) | (4.47) | (3.72) | 2.23 |
| Present Value of Obligation at end of period | 68.93 | 40.84 | 12.25 | 9.01 |
| Amount Recognized in the Balance Sheet and statement of profit and loss account | | | | |
| Present Value of Obligation at end of period | 68.93 | 40.84 | 12.25 | 9.01 |
| Fair Value of Plan Assets at end of period | — | — | — | — |
| Funded Status | — | — | — | — |
| Net Asset / (Liability) recognized in the balance sheet | 68.93 | 40.84 | 12.25 | 9.01 |
| Expenses Recognized in the statement of Profit and Loss Account | | | | |
| Current Service Cost | 27.81 | 8.06 | 8.23 | 9.01 |
| Net Interest | 2.72 | 2.12 | 0.59 | — |
| Immediate Recognition of (Gains) / Losses – Other Long Term Benefits | — | — | (3.72) | 2.23 |
| Expenses Recognized in the statement of Profit and Loss Account | 30.53 | 10.18 | 5.10 | 11.24 |
| Other Comprehensive Income (OCI) | | | | |
| Actuarial (Gain) / Loss recognized for the period | (1.07) | (4.47) | — | — |
| Return on Plan Assets excluding net interest | — | — | — | — |
| Total Actuarial (Gain) / Loss recognized in (OCI) | (1.07) | (4.47) | — | — |
| Assumptions as at | | | | |
| Mortality | IALM(2012-14) Ultimate | | IALM(2012-14) Ultimate | |
| Interest / Discount Rate | 7% | | 7% | |
| Rate of increase in compensation | 10% | | 10% | |
| Sensitivity Analysis on PVO | | | | |
| Delta effect of 1% increase in rate of discounting | (4.95) | (1.71) | (0.82) | (0.37) |
| Delta effect of 1% decrease in rate of discounting | 5.85 | 1.86 | 0.96 | 0.40 |
| Delta effect of 1% increase in rate of rate of salary escalation | 5.96 | 1.98 | 0.98 | 0.43 |
| Delta effect of 1% decrease in rate of rate of salary escalation | (5.17) | (1.86) | (0.86) | (0.40) |
| Projected benefits payable in future years from the date of reporting | | | | |
| 1st following year | 8.74 | 6.90 | 1.87 | 1.97 |
| Sum of years 2 to 5 | 30.82 | 22.87 | 5.43 | 4.87 |
| Sum of years 6 to 10 | 26.64 | 19.03 | 4.51 | 3.49 |
| Above 10 years | 85.70 | 10.88 | 13.51 | 2.90 |

GRAVISS HOSPITALITY LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

NOTE '38' – EMPLOYEES' REMUNERATION AND BENEFITS INCLUDES REMUNERATION PAID TO THE MANAGING DIRECTOR, JOINT MANAGING DIRECTOR AND WHOLE TIME DIRECTOR & CEO:

| | 2023-24 (Rs. in lacs) | 2022-23 (Rs. in lacs) |
|--------------------------------|--------------------------|--------------------------|
| Salary | 173.58 | 147.65 |
| Contribution to provident fund | — | — |
| Other Perquisites | — | — |
| | 173.58 | 147.65 |

NOTE '39' – PAYMENTS TO AUDITORS

| | 2023-24 (Rs. in lacs) | 2022-23 (Rs. in lacs) |
|-------------------------------|--------------------------|--------------------------|
| Audit Fee | 8.09 | 7.59 |
| Certification charges and fee | 1.75 | 1.25 |
| Other service | 2.00 | 3.50 |
| | 11.84 | 12.34 |

NOTE '40'

- (i) Particulars of Trade Receivables and Loans and Advances for debts due from companies under the same management are as follows (related parties):

| | 2023-24 (Rs. in lacs) | 2022-23 (Rs. in lacs) |
|--|--------------------------|--------------------------|
| Trade Receivables (Current) | | |
| Graviss Holdings Private Limited | — | 1.12 |
| Graviss Food Solutions Private Limited | — | 4.07 |
| Crossword Beverages Private Limited | — | 4.07 |
| Famed Properties Private Limited | — | 1.90 |
| | — | 11.16 |

- (ii) Confirmations of balances from some of sundry debtors and creditors have not been received.

NOTE '41'

Information relating to Related Party Disclosures as per Ind AS issued by the Institute of Chartered Accountants of India, is given below:

A. List of Related Parties (relied on the details provided by the management):

i. Holding Company

Graviss Hospitality Limited

ii. Directors

| | |
|--|---|
| Mr Ravi Ghai | Non Executive Non Independent Director & Chairman |
| Mr Gaurav Ghai (from 14-02-2024) | Executive Non Independent Managing Director |
| Mr. Romil Ratra | Whole Time Director & CEO |
| Mr. Harsh Varma | Non Executive Non Independent Director |
| Mr. Vikram Seth (from 25-08-2023) | Non Executive Non Independent Director |
| Mr. Shivaan Ghai (from 25-08-2023 upto 24-11-2023) | Non Executive Non Independent Director |
| Mr. Saharsh Daga (from 25-08-2023 upto 24-11-2023) | Non Executive Non Independent Director |
| Mr. Gulshan Bijlani | Non Executive Independent Director |
| Mr. Mahendra V Doshi | Non Executive Independent Director |
| Ms. Tina Pardal (upto 24-11-2023) | Non Executive Independent Director |
| Ms. Usha Chandani (from 23-11-2023) | Non Executive Independent Director |
| Mr. Krishnakant Minawala (from 23-11-2023) | Non Executive Independent Director |
| Mr. Bhavnesh K Sawhney (from 14-02-2024) | Non Executive Independent Director |

iii. Other Related parties:

Cross Word Beverages Private Limited, Graviss Foods Private Limited, ICE Holdings Private Limited
Sumita Ghai, Sunera Ghai (from 25-08-2023 upto 24-11-2023 and from 14-02-2024)
*Graviss Holdings Private Limited, Graviss Foods Private Limited, Hotel Kankeshwar Private Limited, Graviss Restaurants Private Limited
*Famed Properties Private Limited (merged with Graviss Food Solutions Private Limited w.e.f. 01-04-2022)
*Graviss Brands Private Limited, Ice Hospitality Private Limited, Graviss Fast Foods Private Limited
*Satinetta Trading LLP, Amphitrite Trading LLP,
*Oregon Realty LLP, Perfect Livestock LLP, Kwaliti Fantasy Limited, Kwaliti Real Estate Private Limited, West Hills Realty Private Limited
*QSR Concepts Private Limited

(* no transactions during the year)

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iv Key Managerial Personnel

| | |
|-----------------------------------|---------------------------|
| Mr. Gaurav Ghai (from 14-02-2024) | Managing Director |
| Mr. Romil Ratra | Whole Time Director & CEO |
| Mr. F.L. Goyal | Chief Financial Officer |
| Ms. Jalpa Salvi | Company Secretary |

B. Transactions with Related Parties:

| | 2023-24 (Rs. in lacs) | 2022-23 (Rs. in lacs) |
|--|--------------------------|--------------------------|
| i Sales | | |
| Graviss Holdings Private Limited | — | 1.12 |
| Graviss Foods Private Limited | 0.84 | — |
| Crossword Beverages Private Limited | 0.10 | 5.63 |
| Graviss Foods Solutions Private Limited | — | 1.03 |
| Mrs. Sumita Ghai | — | 14.24 |
| ii Expenditure and other services fees paid | | |
| Directors (Non-Executives) Sitting Fee | | |
| Mr. Harsh Kumar Varma Non Independent | 1.00 | — |
| Mr. Vikram Seth Non Independent | 0.50 | — |
| Mr. Gulshan Bijlani Independent | 1.50 | 2.00 |
| Mr. Mahendra V Doshi Independent | 3.00 | 2.00 |
| Ms. Tina Pardal Independent | 2.50 | 2.00 |
| Mr. Krishna Kant Minawala Independent | 0.50 | — |
| Professional Fees | | |
| Mr. Harsh Varma | — | 27.67 |
| Other related parties | | |
| Graviss Foods Private Limited | 0.63 | 1.25 |
| Hotel Kankeshwar Private Limited | — | 9.45 |
| Crossword Beverages Private Limited | 6.00 | 5.69 |
| Mrs. Sumita Ghai | 13.33 | 13.33 |
| Mrs. Sunera Ghai | 15.26 | — |
| Mr. Ravi Ghai | 75.00 | — |
| iii Key Managerial Personnel | | |
| Mr. Gaurav Ghai (from 14-02-2024) | 3.88 | — |
| Mr. Romil Ratra | 169.70 | 147.65 |
| Mr. F.L. Goyal | 24.94 | 23.55 |
| Ms. Jalpa Salvi | 20.05 | 18.17 |
| iv Bad Debts written off | | |
| Graviss Holdings Private Limited | 0.85 | — |
| Graviss Food Solutions Private Limited | 1.63 | — |
| Crossword Beverages Private Limited | 4.07 | — |
| Famed Properties Private Limited | 1.90 | — |
| v Investment in Zero Coupon Optionally Convertible Debentures | | |
| Hotel Kankeshwar Private Limited | 15.40 | 15.40 |
| vi Repayment of unsecured loan | | |
| ICE Holdings Private Limited | 91.50 | 1,380.00 |
| vii Outstanding of Unsecured Loans taken | | |
| ICE Holdings Private Limited | 175.05 | 266.55 |
| viii Debtors | | |
| Graviss Holdings Private Limited | — | 1.12 |
| Graviss Food Solutions Private Limited | — | 4.07 |
| Crossword Beverages Private Limited | — | 4.07 |
| Famed Properties Private Limited | — | 1.90 |

GRAVISS HOSPITALITY LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

| | 2023-24 (Rs. in lacs) | 2022-23 (Rs. in lacs) |
|--|--------------------------|--------------------------|
| ix Advance from Debtors | | |
| Graviss Food Solutions Private Limited | — | 1.48 |
| x Outstanding payables | | |
| Mr. Ravi Ghai | 75.00 | — |
| Mr Gaurav Ghai (from 14-02-2024) | 2.20 | — |
| Mr. Romil Ratra | 34.00 | 30.00 |
| Mr. F.L. Goyal | 1.97 | 2.11 |
| Ms. Jalpa Salvi | 1.38 | — |
| Sumita Ghai | 1.00 | 1.00 |
| Sunera Ghai | 3.60 | — |

- C. During the year, the holding company has entered into a Leave and License Agreement dated 23-02-2024 with Mrs. Sumita Ghai for taking premises / apartment situated at "Flat No. 11A, 1st floor, Maker Towers, Cuffe Parade, Colaba, Mumbai – 400005" on lease on a "bare shell" basis for a monthly lease rental of Rs.3.00 lacs starting from 01-03-2024. On 28-02-2024, the holding company has signed an amendment letter to begin the lease rental from 01-04-2024. The holding company has incurred leasehold improvement expenses of Rs.306.72 lacs upto 31-03-2024 on the said apartment which is reflecting under the head "Capital work in progress" in its balance sheet.

NOTE '42' – VALUE OF RAW MATERIALS AND STORES CONSUMED:

| | 2023-24 | | 2022-23 | |
|-----------------------|---------------------------------------|-------------------------|---------------------------------------|-------------------------|
| | Percentage of total consumption | Amount (Rs. in lacs) | Percentage of total consumption | Amount (Rs. in lacs) |
| Raw Materials: | | | | |
| Imported | — | — | — | — |
| Indigenous | 100.00 | 604.86 | 100.00 | 630.27 |
| Stores: | | | | |
| Imported | — | — | — | — |
| Indigenous | 100 | 46.35 | 100 | 76.66 |

NOTE '43' – EARNINGS IN FOREIGN EXCHANGE:

| | 2023-24 (Rs. in lacs) | 2022-23 (Rs. in lacs) |
|--|--------------------------|--------------------------|
| a) Sale of Rooms and Food and Beverages Income | 2,078.09 | 1,604.94 |
| b) Encashment of Foreign Exchange | 27.36 | 29.73 |

NOTE '44' – EXPENDITURE IN FOREIGN CURRENCIES:

| | 2023-24 | 2022-23 |
|-------------------------------|---------|---------|
| a) Travelling – Directors | 55.09 | 33.24 |
| b) Travelling – Others | 37.40 | 36.27 |
| c) Advance on Capital Account | — | 126.24 |
| d) Capital Goods | 10.27 | — |
| e) Consultancy charges | 75.00 | — |
| f) Commission / Royalty | 37.99 | 22.73 |
| g) Others | 14.84 | 11.85 |

45. Amounts if any due to Micro, Small and Medium Enterprises under Micro, Small and Medium Enterprises Development Act, 2006 could not be disclosed as such parties could not be identified from the records of the Group.

46. The Group does not have any asset whose useful life is different from the significant part of that asset.

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47. (i) Due to brought forward losses of earlier years, no provision for current tax has been made by the Group companies.
- (ii) During the previous financial year (F.Y. 2022-23), the Holding Company has elected to exercise the option permitted under section 115BAA of the Income tax act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019.
- (iii) Excess provision for tax of earlier years has been reversed based on the assessment / appellate orders received during the year.
48. Current and non-current classification of assets and liabilities in the balance sheet has been made based on the professional judgement of the management.
49. Disclosure as required by Indian Accounting Standard (Ind AS) 108 – Operating Segments:

Operating segments of the Group:

- (a) Hospitality
(b) Real Estate

Identification of segments:

The chief operational decision maker monitors the operating results of its Business segment separately for the purpose of making decision about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the consolidated financial statements. Operating segment have been identified on the basis of nature of products and other quantitative criteria specified in the Ind AS 108.

Segment Revenue and Results:

The expenses and income which are not directly attributable to any business segment are shown as unallocable expenditure & income.

Segment Assets and Liabilities:

Segment assets include all operating assets used by the operating segment and mainly consist of property, plant and equipments, trade receivables, Inventory and other operating assets. Segment liabilities primarily includes trade payable and other liabilities. Common assets and liabilities which cannot be allocated to any of the business segment are shown as unallocable assets / liabilities.

Summary of the Segmental Information as at and for the year ended 31st March, 2024 is as follows:

| Particulars | (Rs. in lacs) | | | |
|---|---------------|-------------|-------------|-----------|
| | Hospitality | Real Estate | Unallocated | Total |
| Net Revenue | 5,414.08 | — | — | 5,414.08 |
| Segment Results before Interest and Taxes | 381.19 | (110.79) | — | 270.40 |
| Add: Other income | — | — | 107.30 | 107.30 |
| Profit before tax | 381.19 | (110.79) | 107.30 | 377.70 |
| Other information | | | | |
| Segment Assets | 21,446.47 | 73.39 | — | 21,519.86 |
| Segment Liabilities | 3,036.01 | 178.40 | — | 3,214.41 |
| Capital expenditure during the year | 201.44 | — | — | 201.44 |
| Depreciation and amortization | 384.55 | — | — | 384.55 |

Summary of the Segmental Information as at and for the year ended 31st March, 2023 is as follows:

| Particulars | (Rs. in lacs) | | | |
|---|---------------|-------------|-------------|-----------|
| | Hospitality | Real Estate | Unallocated | Total |
| Net Revenue | 5,272.05 | 1,273.82 | — | 6,545.87 |
| Segment Results before Interest and Taxes | 769.27 | (139.27) | — | 630.00 |
| Add: Other income | — | — | 167.27 | 167.27 |
| Profit before tax | 769.27 | (139.27) | 167.27 | 797.28 |
| Other information | | | | |
| Segment Assets | 20,870.50 | 185.91 | — | 21,056.41 |
| Segment Liabilities | 2,777.13 | 276.03 | — | 3,053.16 |
| Capital expenditure during the year | 148.26 | — | — | 148.26 |
| Depreciation and amortization | 411.20 | — | — | 411.20 |

GRAVISS HOSPITALITY LIMITED

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50. The accumulated losses of Graviss Catering Private Limited, a subsidiary, are more than the net worth. In the opinion of the management, having regard to the long term interest of the holding Company in the Company and considering that the Company will get regular orders of decoration and earns sufficient margin to meet the fixed costs which will enable the Company to recoup the losses incurred, the going concern assumptions are not affected.
51. The accumulated losses of Graviss Hotels and Resorts Limited, another subsidiary, are more than the net worth. The subsidiary had purchased lands at various places viz. Shirdi and Alibaug for construction of hotels. Due to change in business plans, the subsidiary is exploring to sell these lands. In assessment of the management, the market value of the lands alongwith buildings constructed so far is more than the book values and therefore the preparation of financial statements of the subsidiary (included in the preparation of the consolidated financial statements) on going concern basis is not affected.
52. In the opinion of the management, there are no indications that the assets of the group may be impaired as on the balance sheet date.
53. The Conveyance of the Agricultural lands at Alibaug and Shirdi which were purchased in 2007 for the beneficial interest of the Company in terms of the resolutions of the Board of Directors of the Company, are in the name of Mr Gaurav Ghai and Mr Ravi Ghai, the promoters of Graviss Hospitality Limited, the holding company.

NOTE '54' – TRADE RECEIVABLE AGEING SCHEDULE:

As at 31st March, 2024

(Rs. in lacs)

| Sr. No. | Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|---------|---|--|--------------------|--------------|--------------|-------------------|--------|
| | | Up to 6 months | 6 months to 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | |
| (i) | Undisputed – considered good | 107.18 | 0.06 | — | — | 56.56 | 163.80 |
| (ii) | Undisputed – which have significant increase in credit risk | — | — | — | — | — | — |
| (iii) | Undisputed – credit impaired | — | — | — | — | — | — |
| (iv) | Disputed – considered good | — | — | — | — | — | — |
| (v) | Disputed – which have significant increase in credit risk | — | — | — | — | — | — |
| (vi) | Disputed – credit impaired | — | — | — | — | — | — |

As at 31st March, 2023

(Rs. in lacs)

| Sr. No. | Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|---------|---|--|--------------------|--------------|--------------|-------------------|--------|
| | | Up to 6 months | 6 months to 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | |
| (i) | Undisputed – considered good | 99.28 | 6.21 | 4.95 | 2.53 | 129.36 | 242.33 |
| (ii) | Undisputed – which have significant increase in credit risk | — | — | — | — | — | — |
| (iii) | Undisputed – credit impaired | — | — | — | — | — | — |
| (iv) | Disputed – considered good | — | — | — | — | — | — |
| (v) | Disputed – which have significant increase in credit risk | — | — | — | — | — | — |
| (vi) | Disputed – credit impaired | — | — | — | — | — | — |

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NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

NOTE '55' – TRADE PAYABLE AGEING SCHEDULE:

As at 31st March, 2024

(Rs. in lacs)

| Sr. No. | Particulars | Outstanding for following periods from due date of payment | | | | |
|---------|------------------------|--|--------------|--------------|-------------------|--------|
| | | Less than 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | Total |
| (i) | MSME | — | — | — | — | — |
| (ii) | Others | 326.91 | 0.83 | 1.46 | 76.47 | 405.67 |
| (iii) | Disputed dues – MSME | — | — | — | — | — |
| (iv) | Disputed dues – Others | — | — | — | — | — |

As at 31st March, 2023

(Rs. in lacs)

| Sr. No. | Particulars | Outstanding for following periods from due date of payment | | | | |
|---------|------------------------|--|--------------|--------------|-------------------|--------|
| | | Less than 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | Total |
| (i) | MSME | — | — | — | — | — |
| (ii) | Others | 164.94 | 11.28 | 12.05 | 92.05 | 280.31 |
| (iii) | Disputed dues – MSME | — | — | — | — | — |
| (iv) | Disputed dues – Others | — | — | — | — | — |

NOTE '56' – DISCLOSURE OF NET ASSETS AND SHARE IN PROFIT OR LOSS:

| Sr. No. | Name of the Entity | Net Assets Total Assets minus Total Liabilities | | Share in profit or loss | | Share in Other Comprehensive Income | | Share in Total Comprehensive Income | |
|---------|--|--|----------------------------|--|----------------------------|--|----------------------------|--|----------------------------|
| | | As % of consoli- dated net assets | Amount (Rs. in lacs) | As % of consoli- dated profit or (loss) | Amount (Rs. in lacs) | As % of consoli- dated profit or (loss) | Amount (Rs. in lacs) | As % of consoli- dated profit or (loss) | Amount (Rs. in lacs) |
| 1. | Graviss Hospitality Limited – Parent | 91.68% | 16,782.99 | 138.38% | 417.08 | 100.00% | 0.80 | 138.28% | 417.88 |
| 2. | Graviss Catering Private Limited – Subsidiary | 0.00% | 0.28 | -2.75% | (8.28) | 0.00% | — | -2.74% | (8.28) |
| 3. | Graviss Hotels & Resorts Limited – Subsidiary | 8.32% | 1,522.18 | -35.64% | (107.40) | 0.00% | — | -35.54% | (107.40) |
| | | 100.00% | 18,305.44 | 100.00% | 301.39 | 100.00% | 0.80 | 100.00% | 302.19 |

GRAVISS HOSPITALITY LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

NOTE '57' – FAIR VALUE MEASUREMENTS:

The following disclosures are made as required by Ind AS-113 pertaining to Fair value measurement:

(a) **Accounting classification and fair values**

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in current transaction between willing parties, other than in a forced or liquidation sale.

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy:

(Rs. in lacs)

| Particulars | As at 31st March, 2024 | | | | As at 31st March, 2023 | | | |
|------------------------------|------------------------|-----------------|----------|-----------------|------------------------|-----------------|----------|-----------------|
| | Carrying value | Level 1 | Level 2 | Level 3 | Carrying value | Level 1 | Level 2 | Level 3 |
| Financial Assets | | | | | | | | |
| Non current | | | | | | | | |
| Investments | 10.47 | 2.43 | — | 8.04 | 9.49 | 2.00 | — | 7.49 |
| Trade Receivables | — | — | — | — | 53.78 | — | — | 53.78 |
| Other Financial Assets | 70.64 | — | — | 70.64 | 66.24 | — | — | 66.24 |
| Current | | | | | | | | |
| Investments | 1,000.37 | 1,000.37 | — | — | 1,012.87 | 1,012.87 | — | — |
| Trade Receivables | 163.80 | — | — | 163.80 | 188.55 | — | — | 188.55 |
| Loans | 17.33 | — | — | 17.33 | 6.48 | — | — | 6.48 |
| Total | 1,262.61 | 1,002.80 | — | 259.81 | 1,337.41 | 1,014.87 | — | 322.54 |
| Financial Liabilities | | | | | | | | |
| Non current | | | | | | | | |
| Borrowings | 79.81 | — | — | 79.81 | 109.43 | — | — | 109.43 |
| Lease Liabilities | 3.90 | — | — | 3.90 | 7.33 | — | — | 7.33 |
| Current | | | | | | | | |
| Borrowings | 205.19 | — | — | 205.19 | 294.64 | — | — | 294.64 |
| Lease Liabilities | 3.43 | — | — | 3.43 | 3.18 | — | — | 3.18 |
| Trade Payables | 405.67 | — | — | 405.67 | 280.31 | — | — | 280.31 |
| Other Financial Liabilities | 564.54 | — | — | 564.54 | 440.97 | — | — | 440.97 |
| Total | 1,262.54 | — | — | 1,262.54 | 1,135.86 | — | — | 1,135.86 |

(b) **Measurement of fair values:**

The following tables shows the valuation techniques used in measuring Level 2 fair values.

| Type | Valuation technique |
|-----------------------|--|
| Fixed Rate Borrowings | Discounted cash flows: The valuation model considers the present value of expected payment discounted using appropriate discounting rates. |

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NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

Financial risk management

The Group has exposure to the Credit risk, Liquidity risk and Market risk arising from financial instruments.

Risk Management Framework: The Group's Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Board of Directors has established the Risk Management Committee (RMC), which is responsible for developing and monitoring the Group's risk management policies.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits to control / monitor risks and adherence to limit. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Audit Committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to risks faced by the Group. The Audit Committee is assisted by internal audit. Internal audit undertakes reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

The Group's financial risk management is an integral part of how to plan and execute its business strategies. The Group's financial risk management policy is approved by the Board of Directors.

Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables.

Trade receivables: The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

The following table provides information about the exposure to credit risk and measurement of loss allowance using Life time expected credit loss for trade receivables:

| | (Rs. in lacs) | | | | | |
|----------------------------|-------------------|-----------------------|-----------------|-----------------|----------------------|--------|
| | Up to 6 months | 6 months to 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | Total |
| As on 31 March 2024 | | | | | | |
| Gross Carrying Amount | 107.18 | 0.06 | — | — | 56.56 | 163.80 |
| Specific Provision | — | — | — | — | — | — |
| Carrying Amount | 107.18 | 0.06 | — | — | 56.56 | 163.80 |
| As on 31 March 2023 | | | | | | |
| Gross Carrying Amount | 99.28 | 6.21 | 4.95 | 2.53 | 129.36 | 242.33 |
| Specific Provision | — | — | — | — | — | — |
| Carrying Amount | 99.28 | 6.21 | 4.95 | 2.53 | 129.36 | 242.33 |

Cash and cash equivalents:

The Group held cash and cash equivalents of Rs 149.08 lacs as at 31st March, 2024 (31st March, 2023 – Rs. 183.67). The cash and cash equivalents are held with reputed banks.

Liquidity Risk:

Liquidity risk refers to the risk that the Company cannot meet its financial obligations on time. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Management is responsible for liquidity funding as well as settlement management. In addition, processes and policies related to such risks are overseen by management.

The following table shows a maturity analysis of the anticipated cash flows for the Company's non-derivative financial liabilities on an undiscounted basis, which therefore differ from both carrying value and fair value.

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(Rs. in lacs)

| | Contractual cash flows | | | | Total |
|--------------------------------------|------------------------|--------------|-----------|-------------------|--------|
| | Carrying amount | Up to 1 year | 1-5 years | More than 5 years | |
| As on 31 March 2024 | | | | | |
| Non-derivative financial liabilities | — | — | — | — | — |
| Borrowings | 285.00 | 205.19 | 79.81 | — | 285.00 |
| Lease Liabilities | 7.33 | 3.43 | 3.90 | — | 7.33 |
| Trade payables | 405.67 | 405.67 | — | — | 405.67 |
| Other Financial Liabilities | 564.54 | 564.54 | — | — | 564.54 |
| As on 31 March 2023 | | | | | |
| Non-derivative financial liabilities | — | — | — | — | — |
| Borrowings | 404.07 | 294.64 | 109.43 | — | 404.07 |
| Lease Liabilities | 10.51 | 3.18 | 7.33 | — | 10.51 |
| Trade payables | 280.31 | 280.31 | — | — | 280.31 |
| Other Financial Liabilities | 440.97 | 440.97 | — | — | 440.97 |

Market Risk:

Market risk is the risk that changes in market price such as foreign exchange rates, interest rates and commodity prices, will affect the Group's income or value of its financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables, long term debt and commodity prices. The Group is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and commodity price risk.

Interest rate risk:

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates, in cases where the borrowings are measured at fair value through the Statement of profit and loss. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to Interest rate risk:

Group's interest rate risk arises from borrowings. The interest rate profile of the Group's interest-bearing long term financial instruments is follows:

| Particulars | 31st March 2024 (Rs. in lacs) | 31st March 2023 (Rs. in lacs) |
|--|----------------------------------|----------------------------------|
| Fixed-rate instruments | | |
| Financial liabilities – measured at amortised cost | 109.95 | 137.52 |
| Variable-rate instruments | | |
| Financial liabilities – measured at amortised cost | — | — |
| Total | 109.95 | 137.52 |

Cash flow sensitivity analysis for variable-rate instruments: A reasonably possible decrease by 100 basis points in interest rates at the reporting date would have positive impact (before tax) by Rs Nil and Rs. Nil for the outstanding balances as on 31st March 2024 and 31st March 2023. Similarly a reasonable possible increase by 100 basis points in interest would have negative impact (before tax) by same amounts.

Currency risk:

The Group is exposed to currency risk on account of its operating and financing activities. The functional currency of the Group is Indian Rupee.

To the extent the exposures on purchases and borrowings are not economically headed by the foreign currency denominated receivables, the Group uses derivative instruments, like, foreign exchange forward contracts to mitigate the risk of changes in foreign currency exchange and principal only swap rates. Group does not use derivative financial instruments for trading or speculative purposes.

The Group evaluates exchanges rate exposure arising from foreign currency transactions and the Group follows established risk management policies including the use of derivatives like foreign exchange forward contracts to hedge exposure.

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Exposure to currency risk:

The currency profile of financial assets and financial liabilities as on 31st March 2024 and 31st March 2023 are as below:

| | (Rs. in lacs) | | |
|-------------------------------------|-----------------|-----------------|----------|
| | Total | INR | USD |
| As on 31 March 2024 | | | |
| Financial assets | | | |
| Trade receivables | 163.80 | 163.80 | — |
| Other Financial Assets | 70.64 | 70.64 | — |
| Cash and Cash Equivalents | 149.08 | 149.08 | — |
| Other Balances with Banks | 61.68 | 61.68 | — |
| Loans | 17.33 | 17.33 | — |
| Exposure for assets (A) | 462.52 | 462.52 | — |
| Financial liabilities | | | |
| Long term borrowings | 79.81 | 79.81 | — |
| Lease Liabilities | 7.33 | 7.33 | — |
| Short term borrowings | 205.19 | 205.19 | — |
| Trade payables | 405.67 | 405.67 | — |
| Other financial liabilities | 564.54 | 564.54 | — |
| Exposure for liabilities (B) | 1,262.54 | 1,262.54 | — |
| Net exposure (B-A) | 800.02 | 800.02 | — |

| | (Rs. in lacs) | | |
|-------------------------------------|-----------------|-----------------|----------|
| | Total | INR | USD |
| As on 31 March 2023 | | | |
| Financial assets | | | |
| Trade receivables | 242.33 | 242.33 | — |
| Other Financial Assets | 66.24 | 66.24 | — |
| Cash and Cash Equivalents | 183.67 | 183.67 | — |
| Other Balances with Banks | 33.04 | 33.04 | — |
| Loans | 6.48 | 6.48 | — |
| Exposure for assets (A) | 531.76 | 531.76 | — |
| Financial liabilities | | | |
| Long term borrowings | 109.43 | 109.43 | — |
| Lease Liabilities | 10.51 | 10.51 | — |
| Short term borrowings | 294.64 | 294.64 | — |
| Trade payables | 280.31 | 280.31 | — |
| Other financial liabilities | 440.97 | 440.97 | — |
| Exposure for liabilities (B) | 1,135.86 | 1,135.86 | — |
| Net exposure (B-A) | 604.10 | 604.10 | — |

Sensitivity analysis:

A reasonably possible strengthening of the Indian Rupees against USD at March, 31 by Rs. NIL would have positive impact (before tax) by Rs. NIL and Rs. NIL for the net outstanding balance as on 31-03-2024 and 31-03-2023 respectively. Similarly a reasonably possible weakening of the Indian Rupee against USD would have a negative impact (before tax) by same amounts.

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NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

Capital Management

For the purpose of the Company's capital management, capital includes issued capital, convertible instruments and reserves. The primary objective of the Group's Capital Management is to maximise shareholder value. The group manages its capital structure and makes adjustments, if any, required in the light of the current economic environment and other business requirements.

58 LEASES

(a) Right of Use Assets

The Group has leases for Building. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. The Group classifies its right-of-use assets in a consistent manner to its Property, plant and equipment.

Each lease generally imposes a restriction that, unless there is a contractual right for the Company to sublease the asset to another party, the right-of-use asset can only be used by the Company.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

| Particulars | 31st March 2024 (Rs. in lacs) | 31st March 2023 (Rs. in lacs) |
|--------------------------------------|----------------------------------|----------------------------------|
| Opening Balance | 10.90 | — |
| Additions during the year | — | 10.90 |
| Depreciation charged during the year | 3.63 | — |
| Closing Balance | 7.27 | 10.90 |

Depreciation on ROU Assets is recognized on a straight line basis which is included under Depreciation and other Amortization Expenses in Statement of Profit and Loss.

(b) Lease Liability

Set out below are the carrying amounts of lease liabilities recognised and the movements during the period:

| Particulars | 31st March 2024 (Rs. in lacs) | 31st March 2023 (Rs. in lacs) |
|--|----------------------------------|----------------------------------|
| Opening Balance | 10.51 | — |
| Additions during the year | — | 10.51 |
| Finance cost accrued during the period | 0.66 | — |
| Actual Payment of lease liabilities | 3.84 | — |
| Closing Balance | 7.33 | 10.51 |

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

| Particulars | 31st March 2024 (Rs. in lacs) | 31st March 2023 (Rs. in lacs) |
|--------------------------------|----------------------------------|----------------------------------|
| Less than one year | 3.84 | 3.84 |
| One to five years | 4.03 | 7.87 |
| More than five Years | — | — |
| Total lease liabilities | 7.87 | 11.71 |

Rental payments for short term leases and assets not considered as leases under IND AS 116 was Rs.8.49 lakhs for F.Y. 2023-24 and Rs.10.28 lakhs for F.Y. 2022-23.

59. The date of implementation of the Code on Social Security, 2020 ('the Code') relating to employee benefits is yet to be notified by the Government and when implemented will impact the contributions by the group towards benefits such as Provident Fund, Gratuity etc. The group will assess the impact of the Code and give effect in the financial statements when the Code and Rules thereunder are notified.

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60. New Standards or other amendments Issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31st March, 2024, MCA has not notified any new standards or amendments to the existing standards.

61. Additional disclosure under the regulatory requirements:

(a) Reconciliation of quarterly returns / statements submitted to the banks with the books of accounts

The holding company has obtained Overdraft facility from bank against security of current assets. However, as per the terms of the sanction of facility, no quarterly return or statement of current assets is required to be filed by the holding company with banks.

(b) The Group has used funds borrowed for the specific purposes only for the purposes which it has been borrowed.

(c) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(d) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(e) There is no proceeding which has been initiated or pending against the group for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(f) The group is not declared wilful defaulter by any bank or financial institution or other lender.

(g) The Group does not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961.

(h) The Holding Company is covered under the provisions of section 135 of the Companies Act, 2013, However, it is not required to spend any amount towards CSR during the year. The Subsidiary companies are not covered under section 135 of Companies Act, 2013. Hence, they are not required to make CSR expense.

(i) The Group have not traded or invested in Crypto currency or Virtual Currency during the year.

(j) The group has not granted any loans or advances in the nature of loan to promoter, director, KMP.

62. Previous year figures:

Previous year's figures have been reclassified / regrouped wherever necessary to conform to current year's classification / grouping. Figures in brackets are in respect of the previous year.

Signature to Notes 1 to 62

As per our separate report of even date

For **A.T. Jain & Co.**
Chartered Accountants
Firm Registration No. 103886W

Sd/-
SUSHIL JAIN
Partner (Membership No. 033809)

Place: Mumbai
Dated: May 30, 2024

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

Sd/-
ROMIL RATRA
Whole Time Director
(DIN:06948396)

Sd/-
F.L. GOYAL
Chief Financial Officer

Sd/-
GAURAV GHAI
Managing Director
(DIN:00074857)

Sd/-
JALPA H. SALVI
Company Secretary



GRAVISS HOSPITALITY LIMITED

Registered Office: Plot no A4 & A5 Khandala MIDC, Phase II, Kesurdi Khandala, Satara - 412 801.

Phone no.: 8828831331 / Email: investors.relations@gravissgroup.com

Administrative Office: Strand Cinema Building, 1st floor, Arthur Bunder Road, Colaba, Mumbai 400005.

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