GRAVISS
HOSPITALITY
QUALITY·PASSION·INNOVATION

25th May, 2026

To,
**Bombay Stock Exchange Limited ("BSE"),**
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001.

**Scrip Code: 509546**

Dear Sir/Madam,

**Sub: Submission of Annual Secretarial Compliance Report for the year ended 31st March 2026.**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are attaching herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March 2026.

You are requested to take the above information on record.

Yours truly,
For **GRAVISS HOSPITALITY LIMITED**

GRAVISS HOSPITALITY LTD.

**Jalpa G. Modi**
**Company Secretary and Compliance Officer.**

GRAVISS HOSPITALITY LTD.
(FORMERLY KNOWN AS THE GL HOTELS LIMITED)
CIN: L55101PN1959PLC012761
REGISTERED OFFICE: PLOT NO. A/ 4-5, KHANDALA MIDC PHASE II, KESURDI, KHANDALA, SATARA - 412801
ADMIN OFFICE: STRAND CINEMA, 1st Floor, Arthur Bunder Road, Colaba, Mumbai - 400 005.
T 91.22.6251 3131 E: graviss.corporate@gravissgroup.com
www.gravissgroup.com

## SECRETARIAL COMPLIANCE REPORT

**of**

**GRAVISS HOSPITALITY LIMITED**

**for the year ended 31st March 2026**

**We, Martinho Ferrao & Associates have examined:**

(a) all the documents and records made available to us and explanation provided by Graviss Hospitality Limited ("the listed entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the financial year ended on 31st March 2026 ("Review Period") in respect of compliance with the provisions of:

  (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

  (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

**The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -**

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR);

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not applicable during the year under review**

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SAST);

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable during the year under review**

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014: **Not Applicable as the Company has not provided any share-based benefits to the employees during the year.**

(f) 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.**

(g) 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.**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

**and based on the above examination, and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India,**

**We hereby report that, during the Review Period:**

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

| Sr. No. | Compliance Requirement (Regulations/ circulars/ guide- lines including specific clause) | Regulation / Circular No. | Deviations | Action Taken by | Type of Action Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc. | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---|---|---|---|---|---|---|---|---|---|---|
| 1 | Composition of Board of Directors | Regulation 17(1) of SEBI (LODR) Regulations, 2015 | Non-compliance with board composition requirements for Q2 FY 2023-24 (Sep-23 quarter) | BSE Limited (via Standard Operating Procedure - SOP) | Fine | Fine levied by BSE for non-compliance with board composition requirements (Reg 17(1)) for the quarter ended September 2023. BSE issued fine notice ref. SOP-Review/Sep23-Q/21-11-2023 dated 21.11.2023. Company filed waiver application on 24.11.2023 along with clarification that company appointed Mr. Saharsh Daga, Mr. Vikram R. Seth and Mr. Shivaan Ghai as Additional Directors (Non — Executive Non Independent) on the Board of the Company with effect from 25 August, 2023. Hence the aforesaid appointments resulted in a vacancy being created in the office of Independent Directors on the Board. The Company pursuant to provisions of Regulation 17 of SEBI (LODR) Regulations 2015, was therefore simultaneously in the process of appointing suitable Independent Directors on the Board of the Company in order to align the composition of the Board of Directors to be in compliance of the said regulation, within the timeline prescribed as per proviso to Regulation 17(1E) of the SEBI (LODR) Regulations. The Company further explained that as on the date of waiver filed, the Board composition was in compliance with Reg | Rs. 1,85,000/- | The Company pursuant to provisions of Regulation 17 of SEBI (LODR) Regulations 2015, was therefore simultaneously in the process of appointing suitable Independent Directors on the Board of the Company in order to align the composition of the Board of Directors to be in compliance of the said regulation, within the timeline prescribed as per proviso to Regulation 17(1E) of the SEBI (LODR) RegulationsWaiver application was filed. | The said appointment of additional Non-Executive Directors, resulted in a vacancy being created in the office of Independent Directors on the Board. The Company pursuant to provisions of Regulation 17 of SEBI (LODR) Regulations 2015, was therefore simultaneously in the process of appointing suitable Independent Directors on the Board of the Company in order to align the composition of the Board of Directors to be in compliance of the said regulation, within the timeline prescribed as per proviso to Regulation 17(1E) of the | Fine paid. Part of total settlement of Rs. 7,95,320/- paid to BSE as communicated on April 27, 2026. |

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| | | | | | | 17(1) (comprising 8 directors including 4 independent directors). 2015. | | | SEBI (LODR) Regulations | |
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| 2 | Composition of Board of Directors including woman director | Regulation 17(1) of SEBI (LODR) Regulations, 2015 | Non-compliance with board composition requirements for Q3 FY 2023-24 (Dec-23 quarter) | BSE Limited (via Standard Operating Procedure - SOP) | Fine (Subsequently Withdrawn by BSE) | Fine levied by BSE for non-compliance with board composition requirements (Reg 17(1)) for the quarter ended December 2023 vide ref. SOP-CReview/Dec23-Q/22-02-2024 dated 22.02.2024. The Company responded on 26.02.2024 with a clarification and waiver application (ref. SOP-CReview/Dec23-Q/22-02-2024) explaining that Mrs. Usha Chandani was appointed as the Additional Director (Non-Executive Independent) of the Company with effect from November 23, 2023. The appointment was also approved by the shareholders vide postal ballot resolution dated February 08, 2024 ie. within prescribed time. Further, the Company had also intimated the Exchange regarding the resignation of Mrs. Tina Pardal as the Non-Executive Independent Director of the Company on November 24, 2023. Please also note that the said resignation was w.e.f. November 24, 2023 i.e. after the appointment of Mrs. Usha Chandani — a woman director on board.BSE, vide email dated 26.02.2024 from Mr. Rohan Kallan, subsequently withdrew the fine notice. The fine was thus not payable by the Company. | Rs. 2,75,000/- ) | The fine for the Dec-23 quarter was withdrawn by BSE vide their email 26.02.2024 upon the Company's clarification and waiver application as the board was in compliance, the fine for Dec-23 quarter was not sustained by BSE. However, the Company received an email from BSE dated 06.03.2026 wherein the fine for the aforesaid matter was again levied. | The Company submitted its clarification on 26.02.2024 with evidence that board composition was compliant. BSE accepted the explanation and withdrew vide email dated 26.02.2024. | Fine paid. Part of total settlement of Rs. 7,95,320/- paid to BSE as communicated on April 27, 2026. |

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| 3 | Appointment of Non-Executive Chairperson as per Reg 17(1A) | Regulation 17(1A) of SEBI (LODR) Regulations, 2015 | Non-compliance with requirements relating to appointment of Non-Executive Chairperson for Q2 FY 2024-25 (Sep-24 quarter) | BSE Limited (via Standard Operating Procedure - SOP) | Fine (Partial Waiver Granted) | BSE levied fine for non-compliance with Regulation 17(1A) (pertaining to Non-Executive Chairperson requirements) for the quarter ended September 2024. BSE issued notice on 21.11.2024. Background: Mr. Ravi Ghai (DIN: 00074612), Non-Executive Chairman, had been appointed w.e.f. January 1, 2022. The Board, at its meeting on August 13, 2024, took note of his vacation of office under Section 167 of the Companies Act, 2013 due to absence from board meetings for a period of twelve months. This resulted in a vacancy in the Non-Executive Chairperson position for the Sep-24 quarter. The Company responded with a Clarification Letter on 22.11.2024 along with annexures and filed a waiver application. BSE granted a partial waiver vide their email dated 06.03.2026 of Rs. 7,080/- out of the outstanding penalty of Rs. 2,17,120/- (inclusive of GST on base fine of Rs. 1,84,000/-), resulting in a residual penalty payable of Rs. 2,10,040/-. | Rs. 1,84,000/- (Base Fine); Total outstanding incl. 18% GST: Rs. 2,17,120/-; Partial Waiver: Rs. 7,080/-; Net Residual Fine: Rs. 2,10,040/- | The vacancy arose due to automatic vacation of Mr. Ravi Ghai's directorship under Sec. 167 of the Companies Act, 2013 (absence for 12 consecutive months). The Company proactively submitted a detailed clarification letter with annexures on 22.11.2024 and applied for waiver. BSE granted a partial waiver of Rs. 7,080/- on the outstanding penalty of Rs. 2,17,120/- (inclusive of GST). Net residual penalty of Rs. 2,10,040/- is payable / paid. | The Company has submitted that the vacancy in the chairperson's office arose due to legal provisions relating to vacation of office and was not a deliberate non-compliance. Also, Mr. Ravi Ghai was appointed as an Additional Director and Chairman (Non-Executive and Non-Independent) w.e.f 01.06.2024. The partial waiver granted by BSE reflects the good faith and cooperative approach of the Company. | Partial waiver of Rs. 7,080/- granted by BSE (communicated via BSE email dated March 06, 2026 from Shraddha Bagwe, BSE Limited). Outstanding penalty including 18% GST was Rs. 2,17,120/- on base fine of Rs. 1,84,000/-. Net residual penalty of Rs. 2,10,040/- paid as part of total settlement communicated to BSE on April 27, 2026. |

## (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Compliance Requirement (Regulations/ circulars/ guide- lines including specific clause) | Regulation / Circular No. | Deviations | Action Taken by | Type of Action Advisory/ Clarification /Fine/Show Cause Notice/ Warning, etc. | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---|---|---|---|---|---|---|---|---|---|---|
| NIL | | | | | | | | | | |

**Additional affirmations by Practicing Company Secretaries (PCS) in Annual Secretarial Compliance Report (ASCR):**

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS* |
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| 1. | **Secretarial Standards:**<br>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI),as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable. | Yes | |
| 2. | **Adoption and timely updation of the Policies:**<br>● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of thelisted entities<br>● All the policies are in conformity with SEBI Regulationsand have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI | Yes | |
| 3. | **Maintenance and disclosures on Website:**<br>● The Listed entity is maintaining a functional website<br>● Timely dissemination of the documents/ information under a separate section on the website<br>● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website | Yes | |
| 4. | **Disqualification of Director:**<br>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013as confirmed by the listed entity. | Yes | |
| 5. | **Details related to Subsidiaries of listed entities have been examined w.r.t.:**<br>(a) Identification of material subsidiary companies<br>(b) Disclosure requirement of material as well as other subsidiaries | Yes | |

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| 6. | **Preservation of Documents:**<br><br>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015. | Yes | |
| 7. | **Performance Evaluation:**<br><br>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations. | Yes | |
| 8. | **Related Party Transactions:**<br><br>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or<br><br>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained. | Yes | |
| 9. | **Disclosure of events or information:**<br><br>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | Yes | |
| 10. | **Prohibition of Insider Trading:**<br><br>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | Yes | |

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| 11. | **Actions taken by SEBI or Stock Exchange(s), if any:**<br>No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBIor by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided underseparate paragraph herein (**). | Yes | BSE Limited levied fines against the Company under its Standard Operating Procedure (SOP) pursuant to SEBI Circular No. SEBI/HO/CFD/PoD2 /CIR/P/2023/120 dated July 11, 2023, for non-compliances under Regulation 17(1) (Board Composition) for Q2 and Q3 of FY 2023-24, and under Regulation 17(1A) (Non-Executive Chairperson) for Q2 of FY 2024-25. Details of the said fines, actions taken by the Company, and the current status are disclosed in the table under point (a) above. No action has been taken by SEBI or any Stock Exchange against the promoters, directors, or subsidiaries of the Company. |
| 12. | **Resignation of statutory auditors from the listed entity or its material subsidiaries:**<br>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities. | **NA** | |
| 13. | **Additional Non-compliances, if any:**<br>No additional non-compliance observed for any SEBIregulation/circular/guidance note etc. | Yes | |

## Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For Martinho Ferrao & Associates**
**Company Secretaries**

Martinho Ferrao & Associates
F. C. S. No. 6221
C. P. No. 5676
Company Secretaries

**Martinho Ferrao**
**Proprietor**
**Membership No.: 6221**
**COP No.: 5676**
**UDIN: F006221H000401132**

Place: Mumbai
Date: 14th May 2026