GRAVISS HOSPITALITY LIMITED

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

1. PREAMBLE

Graviss Hospitality Limited ("Company" or "GHL") believes that responsible corporate citizenship is an integral part of its business philosophy. The Company is committed to contributing towards sustainable social development and creating a positive impact on the communities and society in which it operates.

This Corporate Social Responsibility Policy ("CSR Policy") has been formulated in accordance with Section 135 of the Companies Act, 2013 ("Act"), Schedule VII to the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time ("CSR Rules").

2. OBJECTIVES

The objectives of the CSR Policy are:

a. To undertake CSR activities for the benefit of society and communities;
b. To contribute towards inclusive and sustainable development;
c. To support activities falling within the areas specified under Schedule VII of the Act;
d. To promote education, healthcare, environmental sustainability and community development;
e. To undertake CSR activities in a manner that creates measurable and sustainable social impact; and
f. To ensure effective utilisation, monitoring and reporting of CSR expenditure in accordance with applicable law.

3. CSR VISION

The Company shall endeavour to undertake CSR initiatives that contribute meaningfully towards the social, economic and environmental well-being of communities, with particular emphasis on sustainable development and areas where the Company can create a meaningful impact.

4. CSR AREAS

The Company may undertake CSR activities falling within the activities specified under Schedule VII of the Companies Act, 2013, as amended from time to time.

The areas may include, inter alia:

1. Eradicating hunger, poverty and malnutrition and promoting healthcare, including preventive healthcare and sanitation and making available safe drinking water;
2. Promoting education, including special education and employment-enhancing vocation skills, especially among children, women, elderly and differently abled persons;
3. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans, and supporting senior citizens and other vulnerable groups;
4. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, conservation of natural resources and maintaining the quality of soil, air and water;
5. Protection of national heritage, art and culture;
6. Measures for the benefit of armed forces veterans, war widows and their dependants;

7. Training to promote rural sports, nationally recognised sports, Paralympic sports and Olympic sports;
8. Contribution to specified funds set up by the Central Government for socio-economic development and welfare of specified categories of persons;
9. Promoting rural development projects;
10. Slum area development;
11. Disaster management, including relief, rehabilitation and reconstruction activities; and
12. Such other activities as may be included in Schedule VII from time to time.

5. GEOGRAPHICAL AREA

The Company shall give preference to undertaking CSR activities in and around the areas in which it operates, while retaining the flexibility to undertake CSR activities anywhere in India, subject to the provisions of applicable law.

6. CSR COMMITTEE

The CSR Committee of the Board shall be constituted and operate in accordance with Section 135 of the Act and the CSR Rules, as applicable to the Company.

The CSR Committee shall, inter alia:

a. Formulate and recommend the CSR Policy to the Board;
b. Recommend the amount of CSR expenditure to be incurred;
c. Monitor the CSR Policy from time to time;
d. Formulate and recommend to the Board an Annual Action Plan in accordance with the CSR Rules;
e. Review the progress of CSR projects and programmes; and
f. Perform such other functions as may be prescribed under applicable law.

Where the Company is not required to constitute a CSR Committee under Section 135 of the Act, the functions of the CSR Committee shall be discharged by the Board of Directors in accordance with applicable law.

7. ROLE OF THE BOARD

The Board of Directors shall:

a. Approve the CSR Policy;
b. Approve the Annual Action Plan recommended by the CSR Committee, wherever applicable;
c. Ensure that the CSR activities undertaken by the Company are in conformity with this Policy and applicable law;
d. Ensure that the Company spends the prescribed CSR amount in accordance with Section 135 of the Act;
e. Satisfy itself regarding the utilisation of CSR funds;
f. Ensure appropriate monitoring of CSR projects and programmes;
g. Disclose the prescribed CSR particulars in the Board’s Report and on the Company's website, as applicable; and

h. Ensure compliance with all other applicable provisions of the Act and CSR Rules.

8. ANNUAL ACTION PLAN

The Company shall prepare an Annual Action Plan for each financial year in accordance with the CSR Rules.

The Annual Action Plan may include:

a. List of CSR projects and programmes to be undertaken;
b. Manner of execution of such projects;
c. Modalities of utilisation of CSR funds;
d. Implementation schedules;
e. Monitoring and reporting mechanisms;
f. Details of need and impact assessment, wherever applicable; and
g. Such other particulars as may be prescribed under applicable law.

The Board may modify the Annual Action Plan during the financial year based on the recommendation of the CSR Committee, where required, and subject to applicable law.

9. CSR BUDGET AND EXPENDITURE

The Company shall endeavour to spend, in every financial year, the amount prescribed under Section 135 of the Act towards CSR activities.

The CSR expenditure shall be incurred only on activities falling within the scope of Schedule VII and in accordance with the CSR Rules.

The Board shall ensure that administrative overheads and other expenditure are treated in accordance with the limits and conditions prescribed under applicable law.

10. IMPLEMENTATION

The Company may undertake CSR activities:

a. On its own;
b. Through eligible implementing agencies registered with the Ministry of Corporate Affairs, wherever required;
c. In collaboration with other companies, subject to applicable law; or
d. Through any other mode permitted under the Act and CSR Rules.
The Company shall ensure that implementing agencies satisfy the eligibility and registration requirements prescribed under applicable law.

11. SELECTION OF CSR PROJECTS

CSR projects shall be selected after considering, wherever appropriate:

a. The needs of the community;
b. Social and environmental impact;
c. Sustainability of the project;
d. Availability of resources;
e. Alignment with Schedule VII;
f. Capability and track record of implementing agencies; and
g. The Company's CSR objectives and Annual Action Plan.

Preference may be given to projects capable of generating measurable and sustainable social impact.

12. MONITORING AND EVALUATION

The Company shall establish an appropriate mechanism for monitoring CSR projects and utilisation of CSR funds.

The CSR Committee and/or Board shall periodically review:

a. Progress of approved CSR projects;
b. Utilisation of CSR funds;
c. Achievement against project objectives;
d. Implementation timelines; and
e. Compliance with applicable CSR requirements.

Where applicable under the CSR Rules, the Company shall undertake impact assessment of qualifying CSR projects through an independent agency in accordance with the prescribed requirements.

13. TREATMENT OF UNSPENT CSR AMOUNT

Any unspent CSR amount shall be dealt with strictly in accordance with Section 135 of the Companies Act, 2013 and the CSR Rules.

Where the unspent amount relates to an ongoing project, the same shall be transferred to the designated account within the prescribed period and utilised in accordance with applicable law.

Any other unspent CSR amount shall be dealt with in accordance with the provisions of Section 135 and the applicable rules.

14. SURPLUS ARISING FROM CSR ACTIVITIES

Any surplus arising out of CSR activities shall not form part of the business profits of the Company and shall be dealt with in accordance with the provisions of the CSR Rules.

Excess amount spent towards CSR can be carry forwarded/set off upto immediate succeeding three financial years.

15. EXCLUSIONS

The Company shall not undertake or claim expenditure as CSR expenditure for activities that are excluded under the CSR Rules, including:

a. Activities undertaken in pursuance of the normal course of business of the Company, except to the extent specifically permitted under applicable law;
b. Activities undertaken outside India, except those specifically permitted under the CSR Rules;
c. Contributions to political parties under Section 182 of the Act;
d. Activities benefitting employees of the Company;
e. Activities undertaken as sponsorship activities for deriving marketing benefits for products or services; and
f. Activities undertaken for fulfilment of any other statutory obligation under any law in force in India.

16. CSR GOVERNANCE AND TRANSPARENCY

The Company shall maintain appropriate records and documentation relating to CSR activities, including project approvals, expenditure, implementation, monitoring and utilisation of funds.

The Company shall make such disclosures relating to CSR as may be prescribed under the Act, CSR Rules, applicable SEBI regulations and other applicable laws.

17. REVIEW OF THE POLICY

The CSR Policy shall be reviewed periodically by the CSR Committee and/or the Board.

The Company may amend or modify this Policy from time to time to ensure that it remains aligned with amendments to the Companies Act, 2013, Schedule VII, CSR Rules, SEBI regulations and other applicable laws.

18. INTERPRETATION

In case of any conflict between this Policy and the provisions of the Companies Act, 2013, the CSR Rules or any other applicable statutory or regulatory requirements, the provisions of the applicable law shall prevail.

19. EFFECTIVE DATE

This Policy shall become effective from the date of its approval by the Board of Directors of the Company and shall remain in force until amended or superseded by the Board.

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