

January 05, 2024

To,
The Corporate Relationship Dept.
BSE Limited 1st Floor,
P.J.Towers Dalal Street,
Fort Mumbai – 400 001.

Scrip Code: 509546

Dear Sir/Madam,

Sub: Intimation regarding Dispatch of Notice of Postal Ballot

We would like to inform you that the Company has on 05th January, 2024 completed electronic transmission of Postal Ballot Notice to the members whose names appear in the Register of Members/List of Beneficial Owners as on the cut-off date i.e. 30th December, 2023.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice being sent to the Members of the Company.

In compliance with the circulars of the Ministry of Corporate Affairs, the Notice is being sent to all the Members, whose name appears in the Register of Members/ list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company/ Depositories as on Saturday, 30th December, 2023. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

The remote e-voting shall commence on Tuesday, January 09, 2024 (9:00 A.M. IST) and end on Thursday, February 08, 2024 (5.00 P.M. IST) (both days inclusive).

Request you to take the above information on record.

For Graviss Hospitality Limited,



Jalpa G. Modi,
Company Secretary and Compliance Officer
Encl: a/a



GRAVISS HOSPITALITY LIMITED

Registered Office: Plot No. A4 & A5, Khandala MIDC Phase II Kesurdi, Tal.Khandala, Satara, Maharashtra, 412801;

Tel: 8828831331/ +91 2262513131

E-mail: investors.relations@gravissgroup.com;

Website: www.gravisshospitality.com

Corporate Identity Number: L55101PN1959PLC012761

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given , that the Resolutions as set out in this Notice are proposed for consideration by the members of Graviss Hospitality Limited (“the Company”)for passing by means of Postal Ballot by way of voting through electronic means (‘remote e-voting’) only, pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the ‘Act’) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time (‘Management Rules’) read with the Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022,11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (‘MCA’) (hereinafter collectively referred to as ‘MCA Circulars’) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (‘SEBI Listing Regulations’) read with SEBI Circular Nos. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, rules, circulars and notifications issued thereunder (including any statutory modifications or re- enactment thereof for the time being in force and as amended from time to time.

The explanatory statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached herewith.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company/Depositories/Registrar and Share Transfer Agent (‘RTA’) as on the cut-off date of Saturday 30th December, 2023. If your e-mail address is not registered with the Company/Depositories/ RTA, please follow the process provided in the Notes to receive this Postal Ballot Notice, login ID, and password for remote e-voting. The communication of the assent or dissent by the shareholders would only take place through remote e-voting.

The Board of Directors of the Company have appointed Mr. Martinho Ferrao, (Membership No. FCS 6221 C.P. No. 5676), Proprietor of M/s. Martinho Ferrao & Associates, Practicing Company Secretaries, Mumbai, as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

In compliance with the provisions of the Act read with Rules thereunder and SEBI LODR Regulations and the MCA Circulars as referred above, the Company has provided remote electronic voting ("remote e-voting") facility to the Members of the Company and for this purpose has engaged the services of Link Intime India Private Limited. Please refer the instructions for remote e-voting given after the proposed resolutions for the process and manner in which remote e-voting is to be carried out.

Remote e-voting period shall commence on Tuesday, January 09, 2024 (9:00 A.M. IST) and end on Thursday, February 08, 2024 (5.00 P.M. IST) (both days inclusive). Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting by not later than the close of working hours at 5.00 P.M. (IST) on **Thursday, February 08, 2024.**

Upon completion of remote e-voting, the Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by him in writing, who shall countersign the same. The result of the postal ballot will be announced on or before **Saturday, February 10, 2024.** The said result along with the Scrutinizer's report would be displayed on the Company's website www.gravishshospitality.com and on the website of "Link Intime" <https://www.linkintime.co.in/> and shall be communicated to the Stock Exchange, i.e. BSE Limited www.bseindia.com where the shares of the Company are presently listed.

SPECIAL BUSINESS:

1. APPOINTMENT OF MR. KRISHNAKANT VASANTLAL MINAWALA (DIN-00754535) AS A NON-EXECUTIVE- INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the Regulation 17(1C) and other applicable regulations, if any, of the SEBI Listing Regulations, as amended from time to time, the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Krishnakant Vasantlal Minawala (DIN-00754535), who was appointed as Additional Director (Non-Executive Independent) with effect from 23.11.2023 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable for retirement by rotation, for a period of five years till 22.11.2028.

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

2. APPOINTMENT OF MRS. USHA CHANDANI (DIN:08616558) AS A NON-EXECUTIVE- INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the Regulation 17(1C) and other applicable regulations, if any, of the SEBI Listing Regulations, as amended from time to time, the Articles of Association of the Company, approval and

recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mrs.Usha Chandani (DIN: 08616558), who was appointed as an Additional Director (Non-Executive Independent) with effect from 23.11.2023 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable for retirement by rotation, for a period of five years till 22.11.2028.

RESOLVED FURTHER THAT any Director of the Company or Company secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By Order of the Board of Directors for
Graviss Hospitality Limited**

**Sd/-
RomilRatra
CEO & Whole Time Director
DIN: 06948396
Date: 23rd November, 2023**

NOTES

1. An Explanatory Statement pursuant to Section 102 & 110 of the Companies Act, 2013 in respect of all the business specified above is annexed hereto.
2. The Board vide Resolution passed on Thursday,23rd November, 2023 has appointed Mr. Martinho Ferrao, FCS No. 6221, CP No. 5676 Practising Company Secretaries, as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members/List of Beneficial Owners as on Saturday 30th December, 2023, and whose e-mail IDs are registered with the Issuer/ RTA/ Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No.10.
4. Pursuant to the MCA Circulars, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members. For this purpose, the Company has engaged the services of M/s. Link Intime India Private Limited (Intime) for facilitating e-voting to enable the Members to cast their votes electronically.
6. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.gravisshospitality.com, websites of the Stock Exchange i.e. The BSE Limited (BSE) at www.bseindia.com and on the Link Intime website at <https://www.linkintime.co.in/>.
7. All the material documents referred in the Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on investors.relations@gravissgroup.com. Members who wish to inspect the documents are requested to send an email to investors.relations@gravissgroup.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.

8. The Notice is being sent to all the Members, whose names appeared in the Register of Members/ Record of Depositories on Saturday 30th December, 2023. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on that date. A person who is not a member as on the cut-off should treat this Notice of Postal Ballot for information purpose only.
9. The voting period commences on **Tuesday, January 09, 2024 (9:00 A.M. IST) and end on Thursday, February 08, 2024 (5.00 P.M. IST)**. The e-Voting module will be disabled by Link Intime for voting thereafter.
10. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at investors.relations@gravissgroup.com and at rnt.helpdesk@linkintime.co.in along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport etc.) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register/ update their email addresses with relevant depository participants. In case of any queries/ difficulties in registering the e-mail address, Members may write to investors.relations@gravissgroup.com and rnt.helpdesk@linkintime.co.in.
11. The Scrutinizer will submit his report after completion of the scrutiny, addressed to the Chairman on or before **Saturday, February 10, 2024**. The Chairman will or in his absence any other person so authorized by him will announce the result of voting by postal ballot on or before **Saturday, February 10, 2024**. The results of the Postal Ballot along with the scrutinizer's report will be displayed on the website of the Company besides being communicated to the stock exchanges on which the shares of the Company are listed.
12. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

13. 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 vide postal ballot, by electronic means.
- (b) The Company has engaged the services of Link Intime India Private Limited ("Intime") to provide the remote e-voting facility on InstaVote.
- (c) The Company has appointed Mr. Martinho Ferrao, (holding membership no. FCS 6221), Proprietor of M/s. Martinho Ferrao & Associates, Practicing Company Secretaries, to act as the Scrutinizer and to scrutinize the entire e-voting process in a fair and transparent manner.

Cut – Off date [for determining the Members entitled to vote on the resolutions set forth in this notice]	Saturday, 30 th December, 2023	
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, January 09, 2024
	End at	5.00 p.m., on Thursday, February 08, 2024 [Remote e-voting module shall be disabled for voting thereafter by Link Intime]
URL for remote e-voting :	www.instavote.linkintime.co.in	

REMOTE E-VOTING INSTRUCTIONS

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 shareholder	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. User can visit the e-Services website of NSDL viz... https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> • Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon &

	<p>New System Myeasi Tab and then use your existing my easi username & password.</p> <ul style="list-style-type: none"> • After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. • If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. • Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Login method for Individual shareholders holding securities in physical form</p>	<ol style="list-style-type: none"> A. Open the internet browser and launch the URL: https://instavote.linkintime.co.in B. 2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -: - <ol style="list-style-type: none"> a. User ID: b. 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. 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. c. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY

	<p>format) t)</p> <p>Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <p><i>*Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</i></p> <p><i>*Shareholders holding shares in NSDL form, shall provide 'D' above</i></p> <ul style="list-style-type: none"> ❖ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). ❖ Click “confirm” (Your password is now generated). <p>C. Click on ‘Login’ under ‘SHARE HOLDER’ tab</p> <p>D. 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</p> <p>Cast your vote electronically:</p> <ol style="list-style-type: none"> a. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. b. E-voting page will appear. 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). 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>	<ul style="list-style-type: none"> • Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at https://instavote.linkintime.co.in and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

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Type of shareholder	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

➤ Individual Shareholders holding securities in Physical mode has forgotten the password:

- a) If an Individual Shareholders holding securities in Physical 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 ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
 - Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.
- b) *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 minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.*
- c) 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
 - **Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**
 - a) 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.
 - b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - c) For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - d) During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTIONS 102
and 110 OF THE COMPANIES ACT, 2013**

Item No. 1:

The Nomination & Remuneration Committee at its Meeting held on 23rd November, 2023 has recommended to the Board appointment of Mr.Krishnakant Vasantlal Minawala (DIN-00754535) as Non-Executive Independent Director for a term of 5 years commencing from 23rd November, 2023 to 22nd November, 2028. Based on the above, the Board has approved the appointment of Mr.Krishnakant Vasantlal Minawala, as an additional director in the designation of Non- Executive Independent Director, to hold office for a term of five consecutive years commencing from 23rd November, 2023 to 22nd November, 2028, without being liable to retire by rotation. The Company has received a notice in writing pursuant to section 160 of the Companies Act, 2013 from a Member proposing the candidacy of Mr.Krishnakant Vasantlal Minawala, for his appointment to the office of Independent Director. Mr.Krishnakant Vasantlal Minawala has given his consent to act as a Director of the Company and a declaration to the Board that he meets the criteria of independence as provided in section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. In terms of proviso to sub-section (5) of section 152, the Board of Directors is of the opinion that Mr. Krishnakant Vasantlal Minawala, fulfils the conditions specified in the Act for appointment as an Independent Director and in their opinion he is Independent of the Management. Mr. Krishnakant Vasantlal Minawala, is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013, as amended from time to time.

The Board recommends the Special Resolution for appointment of Mr.Krishnakant Vasantlal Minawala at Item No. 1 of this notice for your approval. None of the Directors, Key Managerial Personnel and their relatives except Mr.Krishnakant Vasantlal Minawala himself and his relatives may be deemed to be concerned or interested in the resolution.

Item No. 2:

The Nomination & Remuneration Committee at its Meeting held on 23rd November, 2023 has recommended to the Board appointment of Mrs.Usha Chandani (DIN: 08616558) as Non-Executive Independent Director for a term of 5 years commencing from 23rd November, 2023 to 22nd November, 2028. Based on the above, the Board has approved the appointment of Mrs.Usha Chandani, as additional director in the designation of Non- Executive Independent Director, to hold office for a term of five consecutive years commencing from 23rd November, 2023 to 22nd November, 2028, without being liable to retire by rotation. The Company has received a notice in writing pursuant to section 160 of the Companies Act, 2013 from a Member proposing the candidacy of Mrs. Usha Chandani, for her appointment to the office of Independent Director. Mrs. Usha Chandani has given her consent to act as a Director of the Company and a declaration to the Board that she meets the criteria of independence as provided in section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. In terms of proviso to sub-section (5) of section 152, the Board of Directors is of the opinion that Mrs. Usha Chandani, fulfils the conditions specified in the Act for appointment as an Independent Director and in their opinion she is Independent of the Management. Mrs. Usha Chandani, is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013, as amended from time to time.

The Board recommends the Special Resolution for appointment of Mrs. Usha Chandani at Item No. 2 of this notice for your approval. None of the Directors, Key Managerial Personnel and their relatives except Mrs. Usha Chandani herself and her relatives may be deemed to be concerned or interested in the resolution.

**By Order of the Board of Directors for,
Graviss Hospitality Limited,
Sd/-
Romil Ratra
CEO & Whole Time Director
DIN: 06948396
Date: 23rd November, 2023**

DETAILS OF DIRECTOR SEEKING APPOINTMENT

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on the General Meetings (“SS-2”)

Name of the Director	Mr. Krishnakant Vasantlal Minawala	Mrs. Usha Chandani
Director Identification Number (DIN)	00754535	08616558
Date of Birth	15.03.1962	10.10.1968
Age in Years	62	56
Date of Appointment	23.11.2023	23.11.2023
Date of first appointment on the Board	23.11.2023	23.11.2023
A brief resume of the director	<p>Mr. Krishnakant Minawala has been in the Jewellery Business since year 1982. After completing his matriculation from St. Xavier's Boys' Academy, Mumbai, he joined the family business at Danabhai Jewellers at a young age and since then has gained a rich experience in all aspects of Business and Management for the past 40 years. He is an established figure in the Indian Corporate world and is known for his sharp wit and business acumen. Currently he is on the Board of four private limited companies.</p>	<p>Mrs. Usha Chandani is Bachelor of Arts Graduate from KC College, Mumbai. A fashion designer by profession, she is a partner in a Hospitality Firm since 2019 and has been actively working in the Retail and Hospitality industry since then. She has a varied experience in the Hospitality and Retail Industry and has a keen sense for new business opportunities in the sector.</p>
Nature of Expertise in specific functional area	Business and Management	Hospitality and Retail
Number of Equity Shares held in the Company	NIL	NIL
Board Meetings attended from the date of appointment until date of postal ballot	0	0
Names of other listed entities in which the person holds the directorship	NIL	NIL
Chairmanships of Committees in other Companies	NIL	NIL
Memberships of Committees in other Companies	NIL	NIL
Listed entities from which the person has resigned in the past three years	NIL	NIL
Relationships between the Directors of the Companies inter-se	NIL	NIL

<p>Terms and conditions of appointment / reappointment along with details of remuneration sought to be paid and remuneration last drawn by such person.</p>	<p>Appointment as an Independent Director for a period of 5 years commencing from 23rd November, 2023 to 22nd November, 2028. He shall be entitled to payment of Sitting Fees for attending Board Meetings as per Nomination & Remuneration Policy of the Company read with the provisions of the Act.</p>	<p>Appointment as an Independent Director for a period of 5 years commencing from 23rd November, 2023 to 22nd November, 2028. She shall be entitled to payment of Sitting Fees for attending Board Meetings as per Nomination & Remuneration Policy of the Company read with the provisions of the Act.</p>
<p>Details of remuneration last drawn from the Company</p>	<p>NIL</p>	<p>NIL</p>
<p>Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements as per SS-2</p>	<p>The Board of Directors of the Company (“Board”) is of the opinion that Mr. Krishnakant Minawala is a person of integrity, and considering his extensive knowledge and rich experience of more than four decades in the matters of Business Management, his appointment is in the interest of the Company.</p>	<p>The Board of Directors of the Company (“Board”) is of the opinion that Mrs. Usha Chandani is a person of integrity, and considering her qualifications, diverse knowledge, and rich experience in the matters of Hospitality and Retail, her appointment is in the interest of the Company.</p>