

GRAVISS HOSPITALITY LIMITED

Notice of Sixty Fourth Annual General Meeting

NOTICE is hereby given that the 64th Annual General Meeting (AGM) of the members of GRAVISS HOSPITALITY LIMITED will be held on Thursday, September 25, 2025 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 of the Company for the financial year ended March 31, 2025 along with the notes and schedules forming part thereof and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Gaurav Ravi Ghai (DIN: 00074857), Managing Director who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To appoint Martinho Ferrao & Associates, Practicing Company Secretaries (Proprietorship concern) as the Secretarial Auditor 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 Section 204(1) of the Companies Act 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 and [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Members be and is hereby accorded to the appointment of Martinho Ferrao & Associates, Practicing Company Secretaries (Proprietorship concern) having COP: 5676 and FCS: 6221 (Peer Review Unique Identification No.12003MH393700), as the Secretarial Auditor of the Company for the period of 5 (five) years from conclusion of this Annual General Meeting until the conclusion of the 69th Annual General Meeting of the Company, to be held for the financial year 2029-30, at such remuneration as may be determined by the Board of Directors.

RESOLVED FURTHER THAT Company Secretary of the Company be and is hereby authorized to provide the necessary assistance for conducting the said Secretarial Audit."

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, 2025

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

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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, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 (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, October 7, 2023 and subsequent circulars issued in this regard, the latest being October 3, 2024 ('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 64th Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC / OAVM on Thursday, September 25, 2025, 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. CHANGE IN NAME OF REGISTRAR AND TRANSFER AGENT (RTA):

The name of Registrar and Transfer Agent of the Company is changed to MUFG Intime India Private Limited (RTA) from Link Intime India Private Limited, with effect from December 31, 2024. This is pursuant to acquisition of Link Group by Mitsubishi UFJ Trust & Banking Corporation, by way of scheme of arrangement.

D. 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 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 Tuesday, September 23, 2025.

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.

E. ELECTRONIC COPY OF ANNUAL REPORT AND NOTICE OF ANNUAL GENERAL MEETING AND LETTER TO SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED:

- (a) In terms of Listing Regulations, relevant MCA Circulars and the SEBI Circulars, the Company is sending this AGM Notice along with the Annual Report for financial year ended 2024-2025 in electronic form only to those Members whose email addresses are registered with the Company/ RTA/ NSDL and/or Central Depository Services (India) Limited (CDSL), (NSDL and CDSL collectively 'Depositories'). A letter is also being sent to the shareholders whose email addresses are not registered, stating the web-link where the Annual Report is uploaded on the website. The Company shall send the physical copy of the Annual Report for financial year ended 2024-2025 only to those Members who specifically request for the same at investors.relations@gravissgroup.com mentioning their Folio numbers/DP ID and Client ID.
- (b) Members may note that the Annual Report 2024-25 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 MUFG Intime India Private Limited (formerly Link Intime India Private Limited) i.e. <https://instavote.linkintime.co.in>

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F. UPDATION OF PAN AND OTHER DETAILS:

Pursuant to SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 issued to the Registrar and Transfer Agents and SEBI Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, as amended, SEBI has mandated that, with effect from April 1, 2024, dividend to the security holders holding shares in physical mode shall be paid only through electronic mode. Such payment to the eligible shareholders holding physical shares shall be made only after they have furnished their PAN, Contact Details (Postal Address with PIN and Mobile Number), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company or its RTA. The said forms are available on the website of the RTA at <https://web.in.mpms.web.in.mpms,mufg.com/KYC-downloads.html>.

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 <https://web.in.mpms.web.in.mpms,mufg.com/KYC-downloads.html> 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.

G. 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 MUFG Intime India Private Limited (formerly Link Intime India Private Limited) 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.

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REMOTE E-VOTING : IMPORTANT DATES		
Cut-Off date [for determining the Members entitled to vote on the resolutions set forth in this notice]	Thursday, September 18, 2025	
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. Monday, September 22, 2025
	End at	5.00 p.m. Wednesday, September 24, 2025 [Remote e-voting module shall be disabled for voting thereafter by LIIPL]
URL for remote e-voting :	https://instavote.linkintime.co.in	

REMOTE E-VOTING : PROCEDURE

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

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	METHOD 1 – Individual Shareholders registered with NSDL IDeAS facility: Shareholders who have registered for NSDL IDeAS facility: - Visit URL: https://eservices.nsdl.com and click on “Beneficial Owner” icon under “Login”. - Enter User Id and Password Click on “Login” - 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. - Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
	OR Shareholders who have not registered for NSDL IDeAS facility: - 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 successful registration, user will be provided with Login ID and password. - After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services. - Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	METHOD 2 – Individual Shareholders directly visiting the e-voting website of NSDL: - 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 will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services. - Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with CDSL	METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility Shareholders who have registered/ opted for CDSL Easi/ Easiest facility: - Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. - Click on New System Myeasi Tab - Login with existing my easi username and password - After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period. - Click on “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. OR Shareholders who have not registered for CDSL Easi/ Easiest facility: - 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 username and password. - After successful login, user able to see e-voting menu. - Click on “LINKINTIME” / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. METHOD 2 – Individual Shareholders directly visiting the e-voting website of CDSL. - Visit URL: https://www.cdslindia.com - Go to e-voting tab. - Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”. - System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account. - After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with Depository Participant	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. • Login to DP website • After Successful login, user shall navigate through “e-voting” option. • Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature. • After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company's Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
Login method for Individual shareholders holding securities in physical form	Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under: (a) Visit URL: https://instavote.linkintime.co.in Shareholders who have not registered for INSTAVOTE facility: (b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: A. User ID: NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID. CDSL demat account – User ID is 16 Digit Beneficiary ID. Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company. 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 format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. *Shareholders holding shares in NSDL form, shall provide ‘D’ above **Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above • 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). • Enter Image Verification (CAPTCHA) Code • Click “Submit” (You have now registered on InstaVote).

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Type of shareholders	Login Method
Login method for Individual shareholders holding securities in physical form	Shareholders who have registered for INSTAVOTE facility: (c) Click on “Login” under ‘SHARE HOLDER’ tab. A. User ID: Enter your User ID B. Password: Enter your Password C. Enter Image Verification (CAPTCHA) Code D. Click “Submit” (d) Cast your vote electronically: A. After successful login, you will be able to see the “Notification for e-voting”. B. Select ‘View’ icon. C. E-voting page will appear. D. 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). E. 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.
Guidelines for Institutional shareholders	Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”): STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration (a) Visit URL: https://instavote.linkintime.co.in (b) Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund” (c) Fill up your entity details and submit the form. (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. (e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote) STEP 2 – Investor Mapping (a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials. (b) Click on “Investor Mapping” tab under the Menu Section (c) Map the Investor with the following details: (a) ‘Investor ID’ – (i) NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678 (ii) CDSL demat account – User ID is 16 Digit Beneficiary ID. (b) ‘Investor’s Name – Enter Investor’s Name as updated with DP. (c) ‘Investor PAN’ – Enter your 10-digit PAN. (d) ‘Power of Attorney’ – Attach Board resolution or Power of Attorney.

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Type of shareholders	Login Method
Guidelines for Institutional shareholders	<i>*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.</i> (e) Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”. STEP 3 – Voting through remote e-voting The corporate shareholder can vote by two methods, during the remote e-voting period. METHOD 1 – VOTES ENTRY (a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials. (b) Click on ‘Votes Entry’ tab under the Menu section. (c) Enter the “Event No.” for which you want to cast vote. Event No. can be viewed on the home page of InstaVote under “On-going Events”. (d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote. (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). (f) 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. OR METHOD 2 – VOTES UPLOAD: (a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials. (b) After successful login, you will be able to see the “Notification for e-voting”. (c) Select “View” icon for “Company’s Name / Event number”. (d) E-voting page will appear. (e) Download sample vote file from “Download Sample Vote File” tab. (f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “Upload Vote File” option. (g) 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).

HELPDESK

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.muvg.com or contact on: – Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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Login type	Helpdesk details
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
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

FORGOT PASSWORD:

(a) **Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>.

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

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. 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:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>.

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

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. 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.*

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

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H. 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

INSTAMEET VC INSTRUCTIONS FOR SHAREHOLDERS

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated September 19, 2024, the Companies can conduct their AGMs/ EGMs on or before September 30, 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- (a) Visit URL: <https://instameet.in.mpms.mufig.com> & click on “Login”.
- (b) Select the “Company Name” and register with your following details:
- (c) Select Check Box – **Demat Account No. / Folio No. / PAN**

Shareholders holding shares in NSDL/ CDSL demat account shall select check box – Demat Account No. and enter the 16-digit demat account number.

Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.

Shareholders shall select check box – PAN and enter 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 by MUFG Intime, if applicable.

Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- (a) Shareholders who would like to speak during the meeting must register their request with the company.
- (b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- (c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- (d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

* *Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

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Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

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

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.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

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.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: – Tel: 022 – 4918 6000 / 4918 6175.

I. SPEAKER REGISTRATION FOR THE AGM:

- 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. Thursday, September 18, 2025 mentioning their name, demat account number/folio number, e-mail ID, mobile number at investors.relations@gravissgroup.com.
- Only those shareholders who have registered themselves as a speaker will be allowed to express their views/ ask questions during the meeting.
- Shareholders will get confirmation on first cum first basis.
- Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
- 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.

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- (f) 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. Thursday, September 18, 2025 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 enotices@in.mpms.mufg.com or contact on: – Tel: 022-49186175.

J. 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. Thursday, September 18, 2025 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. Thursday, September 18, 2025.
- (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 or <https://instavote.linkintime.co.in> write an e-mail to enotices@in.mpms.mufg.com 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).

K. 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. <https://www.gravishospitality.com/investor-relations.html> and website of MUFG i.e. <https://instavote.linkintime.co.in>; and
- (ii) Communication to BSE Limited thereby enabling them to disseminate the same on their respective websites.

L. 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.

GRAVISS HOSPITALITY LIMITED

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.

M. 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.

N. 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.gravishhospitality.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. MUFG Intime India Private Limited (formerly Link Intime India Private Limited), 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.

O. 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@in.mpms.mufg.com for assistance in this regard.

P. 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'), given hereunder sets out all material facts relating to the Appointment of Secretarial Auditor mentioned at Item No. 3 of the accompanying Notice dated August 13, 2025.

1. Pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, every listed company shall annex with its Board's report made in terms of subsection (3) of section 134, a secretarial audit report, given by a Company Secretary in practice, in such form as may be prescribed.
2. In addition to the requirements of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated December 12, 2024 mandates that every listed entity and its material unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity. Besides, such appointment shall be approved by the Members of the Company at the Annual General Meeting.
3. In compliance with the applicable laws and based on the recommendations of the Audit and Compliance Committee, the Board of Directors, at their meeting held on May 22, 2025, approved the appointment of Martinho Ferrao & Associates, Practicing Company Secretaries (Proprietorship concern) as the Secretarial Auditor of the Company to hold office for a term of 5 (five) consecutive years from conclusion of the 64th Annual General Meeting until the conclusion of the 69th Annual General Meeting of the Company, to be held for the financial year 2029-30, subject to the approval of the Members at the forthcoming Annual General Meeting.
4. Martinho Ferrao & Associates (MFA), is a concern of Practicing Company Secretaries with over 21 years of excellence in Corporate Governance and Compliance. MFA has its expertise in Secretarial Audits, Compliance Audits, and Due Diligence within wide spectrum of industries and also Associations registered under Section 8. The concern offers all kinds of advisory and compliance services under Corporate Laws, SEBI Regulations, FEMA Regulations, Shipping laws, restructuring including Merger & Acquisition, Drafting of agreements and Legal documentation. In accordance with Regulation 24A of SEBI Listing Regulations, the concern holds a valid certificate issued by the Institute of Company Secretaries of India. The concern has been providing professional services to listed companies and has a proven track record of maintaining high standards of governance and regulatory compliance.
5. Upon the recommendation of the Audit Committee, the Board has approved and recommended to the members, a fee of Rs. 60,000/- (Rupees Sixty Thousand Only) for secretarial audit services for the financial year 2025-2026. This does not include fees which may be paid for other statutory reports / certifications and other permissible professional services which may be availed from MFA. The Board of Directors, in consultation with the Audit Committee, may decide, alter and vary the terms and conditions of appointment, including remuneration for the remaining part of the tenure, in such manner and to such an extent as may be mutually agreed with MFA.
6. Martinho Ferrao & Associates have given their consent to be appointed as Secretarial Auditors of the Company confirming that they do not incur any disqualification specified under SEBI Circular No. SEBI/HO/CFD/CFD-PoD/CIR/P/2024/185 dated December 31, 2024 and that they shall not render any restricted services stated therein to the Company, its subsidiary companies to ensure independence and avoid conflict of interest.
7. Based on the recommendation of the Audit Committee, the Board of Directors have approved and recommended the aforesaid proposal for approval of members taking into account the eligibility of the firm's qualification, experience, independent assessment & expertise of the partners in providing secretarial audit related services and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.
8. In compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, consent of the members is being sought for passing an Ordinary Resolution for the appointment of Martinho Ferrao & Associates as the Secretarial Auditors of the Company to hold office for a term of 5 (five) consecutive years from conclusion of the 64th Annual General Meeting until the conclusion of the 69th Annual General Meeting of the Company, to be held for the financial year 2029-30.
9. The Board recommends the Ordinary Resolution set out at item No.3 in the accompanying notice for approval by the members.
10. None of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in anyway, concerned or interested, in the Resolution set out at item No.3 of the notice.