

June 04, 2026

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

Scrip Code: 509546
Sub: Intimation of Postal Ballot Notice

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot notice dated June 04, 2026, along with the Explanatory Statement (“Notice”) for seeking approval of the Shareholders of the Company through remote e-voting, on the following matter:

Sr No.	Description of Resolution
1	Re-appointment of Mr. Romil Ratra (DIN: 06948396) as a Whole- Time Director of the Company
2	To approve the Expansion and Development of The Mansion House (TMH), Alibaug along with the Material Related Party Transaction/s.

In accordance with the applicable laws, the Notice being sent electronically to all the Shareholders whose name appears in the Register of Members / List of Beneficial Owners and whose e-mail Ids are registered with the Company / MUFG Intime India Pvt. Ltd. (“RTA”) / Depositories as on Friday, May 29, 2026 (“cut-off date”). The same is also being made available on the website of the Company at <http://www.gravisshospitality.com/> and the Company’s RTA at <https://instavote.linkintime.co.in>.

The remote e-voting period shall commence on Friday, June 05, 2026 at 09:00 a.m. (IST) and concludes on Saturday, July 04, 2026 at 05:00 p.m. (IST). The results of the remote e-voting shall be declared on or before i.e. Tuesday, July 07, 2026.

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 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



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.gravishospitality.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]

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, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 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 LODR Regulations**”), 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 Friday, May 29, 2026. 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 MUFG India 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 Friday, June 05, 2026 (9:00 A.M. IST) and end on Saturday, July 04, 2026 (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 Saturday, July 04, 2026.

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 Tuesday, July 07, 2026. 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 “MUFG Intime” <https://instavote.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. RE-APPOINTMENT OF MR. ROMIL RATRA (DIN: 06948396) AS A WHOLE-TIME 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 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and Schedule V thereto, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of the Directors, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Romil Ratra (DIN: 06948396) as Whole-time Director of the Company, designated as “CEO & Whole-time Director” for a further period of five (5) years with effect from March 01, 2026, on the terms and conditions including remuneration for a period of three (3) years as set out in the explanatory statement annexed to this Postal Ballot Notice, with liberty to the Board of Directors (including the Nomination and Remuneration Committee) to alter and vary the terms and conditions of the said re-appointment and/or remuneration in such manner as may be deemed fit from time to time within the limits provided in Schedule V of the Act or any amendment thereto for the time being in force.

RESOLVED FURTHER THAT Mr. Romil Ratra, Whole-time Director, shall continue to exercise such powers and perform such duties as may from time to time be delegated / entrusted to him by the Board of Directors of the Company.

RESOLVED FURTHER THAT as Whole-time Director, he shall be liable to retire by rotation u/s 152(6) of the Companies Act, 2013, however, if re-appointed as Director immediately on retirement by rotation, he shall continue to hold his office of Whole-time Director and such re-appointment as Director shall not be deemed to constitute a break in his appointment as Whole-time Director;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of Mr. Romil Ratra as a Whole-time Director of the Company, the remuneration as approved by this resolution shall be payable as minimum remuneration to him as per the provisions of Schedule V of the Companies Act, 2013;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and / or any Committee of the Board / Person authorised by the Board/Company Secretary, be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient and desirable for the purpose of giving effect to this Special Resolution, without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

2. TO APPROVE THE EXPANSION AND DEVELOPMENT OF THE MANSION HOUSE (TMH), ALIBAUG ALONG WITH THE MATERIAL RELATED PARTY TRANSACTION/S.

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

RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 188 of the Companies Act, 2013 and other applicable provisions, if any, read with the rules made thereunder including the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable laws / statutory provisions (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), basis the approval of the Audit Committee and Board of Directors and read with the previous Audit Committee and Board approvals, consent of the members be and is hereby accorded to do the following:

- Sell, convey, transfer and dispose of the agricultural land owned by the Company’s materially unlisted wholly owned subsidiary- Graviss Hotels and Resorts Limited (“**GHRL**”), situated at Sasawane, Alibaug bearing Gat 342 admeasuring 2760 square meters (“**said Land**”) to Hotel Kanakeshwar LLP (**HKLLP**) (formerly known as Hotel Kanakeshwar Private Limited (HKPL)) by way of sale at a consideration of ₹1,80,00,000/- (Indian Rupees One Crore Eighty Lakhs Only)
- Enter into Management Agreement with HKLLP on similar terms of the existing management agreement dated January 01, 2019 in order for the Company to manage and operate TMH;

RESOLVED FURTHER THAT the transaction(s) shall be undertaken on an arm’s-length basis, in compliance with applicable laws and subject to receipt of all requisite statutory, regulatory, and contractual approvals, as applicable.

RESOLVED FURTHER THAT any Director, Chief Financial Officer or Company Secretary, as may be authorised by the Board be and are hereby severally authorised to negotiate, finalise, execute, and register necessary agreements, deeds, conveyances, valuation confirmations, filings, and to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution.”

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

**Sd/-
Jalpa G. Modi
Company Secretary & Compliance Officer
Date: June 04, 2026**

NOTES

1. An Explanatory Statement pursuant to Section 102 & 110 of the Companies Act and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice.
2. The Board of Directors has appointed Mr. Martinho Ferrao – Proprietor of Martinho Ferrao & Associates, Practising Company Secretaries (FCS No. 6221, CP No. 5676) as Scrutiniser for conducting the Postal Ballot, through 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. The Scrutiniser’s decision on the validity of the votes cast in the Postal Ballot shall be final.
3. This Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members / register of beneficial owners as on Friday, May 29, 2026 (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. 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.
4. The Company has engaged the services of M/s. MUFG Intime India Private Limited for providing e-voting facility to Members to cast their votes electronically.
5. This Postal Ballot Notice will also be available on the Company’s website at www.gravisshospitality.com, websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com and on the website of MUFG Intime India Private Limited at <https://instavote.linkintime.co.in>.
6. All the material documents referred in the Explanatory Statement, 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.
7. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
8. The e-voting period commences on Friday, June 05, 2026 (9:00 A.M. IST) and end on Saturday, July 04, 2026 (both days inclusive). The e-Voting module will be disabled by MUFG Intime India Private Limited for voting thereafter.
9. 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 investor.helpdesk@in.mpms.mufg.com 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 at investor.helpdesk@in.mpms.mufig.com.

10. The Scrutinizer will submit his report after completion of the scrutiny, addressed to the Chairman on or before Tuesday, July 07, 2026. 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 Tuesday, July 07, 2026. 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.

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 LODR 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 MUFG Intime India Private Limited to provide the remote e-voting facility on InstaVote.
- (c) The Company has appointed Mr. Martinho Ferrao, Proprietor of M/s. Martinho Ferrao & Associates (FCS No. 6221, CP No. 5676) 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]	Friday, May 29, 2026	
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:	Friday, June 05, 2026
	End at	Saturday, July 04, 2026 [Remote e-voting module shall be disabled for voting thereafter by MUFG Intime]
URL for remote e-voting :	https://instavote.linkintime.co.in/	

REMOTE E-VOTING INSTRUCTIONS

REMOTE E-VOTING : PROCEDURE

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) 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.
- e) Click on “MUFUG 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.

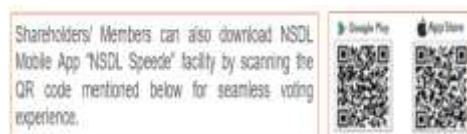
METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- b) Enter IDeAS User ID, Password, Verification code & click on “Log-in”.
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFUG 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.

Shareholders not registered for IDeAS facility:

- a) 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>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate ‘OTP’
- d) Post successful registration, user will be provided with Login ID and password.
- e) Follow steps given above in points (a-d).



METHOD 3 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.

- d) 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.
- e) 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 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. 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.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

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.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, 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.

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 and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Login**” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
 - A. User ID: Enter User ID
 - B. Password: Enter existing Password
 - C. Enter Image Verification (CAPTCHA) Code
 - D. Click “Submit”.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.JN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no, registered with the Company

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Sign Up**” under ‘SHARE HOLDER’ tab & register with details as under:
 - A. User ID: Enter User 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 format)
 - D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - o Shareholders, holding shares in **NSDL form**, shall provide ‘point 4’ above.
 - o Shareholders, holding shares in **CDSL form**, shall provide ‘point 3’ or ‘point 4’ above.
 - o Shareholders, holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
 - E. 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).
 - F. Enter Image Verification (CAPTCHA) Code.
 - G. Click “Submit” (You have now registered on InstaVote).
Post successful registration, click on “**Login**” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.JN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no, registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. 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’.
- E. 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.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

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:

- 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
- 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
- 3) ‘Investor PAN’ - Enter your 10-digit PAN.
- 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: 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.

D. 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 – Steps to cast vote for Resolutions through InstaVote

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.”.
- 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). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “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.
- h) (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at [registered email address](mailto:registered_email_address) with a copy marked to RTA at enotices@in.mpms.muvg.com and the company at [registered email address](mailto:registered_email_address).

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.mufg.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.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with 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 with 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:

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 “**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 “**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.*

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”.

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

Item No. 1:

Mr. Romil Ratra (DIN: 06948396), Whole-time Director of the Company, has been associated with the Company since 2020 and is responsible for overseeing the day-to-day business affairs and overall operations of the Company. He possesses nearly 30 years of rich and diverse experience in the hospitality industry and has made significant contributions towards the growth and development of the Company through his leadership, strategic vision, and operational expertise.

Mr. Romil Ratra is a graduate of the Institute of Hotel Management, Catering Technology and Applied Nutrition, Mumbai. He commenced his professional career with the Taj Group in 1995 and, within a short span, was entrusted with heading the Food & Beverage operations at the Taj Group's flagship property, The Taj Mahal Palace Hotel. Thereafter, he ventured into entrepreneurship in 2002 and successfully established and managed his own hospitality ventures. Over the course of his extensive career, he has held several leadership positions across reputed hospitality organizations and has gained comprehensive experience in hospitality operations, business growth, turnaround strategies, and development of new hospitality concepts.

In his previous assignments, Mr. Ratra has been associated with reputed hospitality groups including Graviss Group, IHG Hotels & Resorts, Marriott International, and Starwood Hotels & Resorts. He also led the hospitality vertical of The Phoenix Mills Limited, where he was instrumental in the successful turnaround of the region's first The St. Regis Mumbai and in the opening of the Courtyard by Marriott Agra.

A passionate food enthusiast and avid traveller, Mr. Ratra strongly believes that travel and cultural exposure enrich hospitality experiences and innovation. Being a gastronome by nature, he has successfully conceptualized and launched more than 40 restaurants during his career and has received several prestigious industry recognitions and awards, both personally and for the hospitality assets managed under his leadership.

Mr. Ratra joined the Company as Chief Executive Officer during the financial year 2020–21. Since his appointment, the Company has witnessed considerable operational and financial growth under his leadership. At the time of his joining, the Company's standalone revenue was approximately INR 39 crores, which has increased substantially to approximately INR 62 crores as of March 2026. His strategic initiatives, operational efficiencies, and customer-centric approach have significantly contributed to strengthening the Company's market position and profitability.

Mr. Ratra has also played a pivotal role in enhancing the Company's hospitality portfolio through innovative concepts and premium customer experiences, including the successful launch of "SOBO 20," a contemporary restaurant offering French-inspired cuisine. The said venture has further strengthened the Company's brand presence and premium dining offerings.

Considering his extensive experience, proven leadership abilities, dedicated efforts, and significant contribution towards the growth, expansion, and improved performance of the Company, the remuneration paid/payable to Mr. Romil Ratra is commensurate with his responsibilities, expertise, and industry standing.

The brief resume of Mr. Romil Ratra and other information as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India have been annexed to this Notice. Mr. Romil Ratra is not related to any Director of the Company.

Considering his experience, leadership qualities, valuable contribution, and continued association with the Company, the Nomination and Remuneration Committee recommended, and the Board of Directors at their respective meetings held on 14th May 2026 approved, the re-appointment of Mr. Romil Ratra as Whole-time Director of the Company for a further period of five (5) years with effect from 1st March 2026, subject to the approval of the Members of the Company through Postal Ballot.

As recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their meeting held on 14th May, 2026, the consent of the Members be and is hereby sought by way of special resolution for the re-appointment of Mr. Romil Ratra as Whole-time Director for a period of five (5) years commencing from 1st March, 2026. In view of the Company's inadequate profits and in compliance with the requirements of Schedule V of the Companies Act, 2013, approval of remuneration is being sought only for a period of three (3) years, as detailed in Annexure 1 & Annexure 2 of the accompanying Notice, although the tenure of appointment shall continue for five years.

Annexure 1 i.e. Information of Director being proposed to be re-appointed pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard On General Meetings (SS-2) issued by the ICSI and Annexure 2 i.e. The details as required under Clause (iv) to second proviso of Section II B of Part II of Schedule V of the Companies Act, 2013 form a part of the Notice and the Explanatory Statement. Mr. Romil Ratra fulfils the conditions for eligibility of the reappointment as contained in Part I of Schedule V of the Act. Further, his re-appointment as Whole-time Director, will be considered as Key Managerial Personnel in compliance of the provisions of Section 203 of the Act. Mr. Romil Ratra has given his consent to act as Whole-time Director, of the Company. Mr. Romil Ratra is not debarred from holding the office of Director pursuant to any SEBI order or any such statutory authority. The Company has received all statutory disclosures / declarations in respect of his re-appointment including declarations under 152, 164 and 184 of the Companies Act, 2013.

Mr. Romil Ratra shall continue on the terms and conditions, including remuneration, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, as detailed in **Annexure 1** and **Annexure 2** hereto, with liberty to the Board of Directors (including the Nomination and Remuneration Committee) to revise the remuneration and terms of re-appointment from time to time within the limits prescribed under the Companies Act, 2013 and Schedule V thereto including the Annual increment which shall be at the Board's (including Nomination and Remuneration Committee) discretion as per industry standards.

Except Mr Romil Ratra who is concerned or interested in the Resolution relating to his reappointment, none of the other Directors and Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested in the resolution. Mr Romil Ratra does not hold any equity shares in the Company and is not related to any other Directors or Key Managerial personnel of the Company.

The Board of Directors recommends the Special Resolution as set out in item No.1 of the notice for the approval of the shareholders of the Company.

Item No. 2:

The members of the Company are hereby informed that in continuation of the previous approvals of the Audit Committee and the Board of Directors in relation to the expansion of the hotel – The Mansion House (“**TMH**”), Alibaug, granted at their meetings held on 13th August 2024, 11th November 2024, 12th February 2025, 27th January, 2026, 12th February, 2026 and based on market data collected over the years, the Management is of the opinion that TMH, Alibaug requires to expand its room inventory through the addition of up to 100 rooms along with food and beverage facilities, which would enable TMH to cater to higher footfalls and enhance the long-term viability of the business.

The Members are further informed that, in order to qualify for the incentives offered by the Government of Maharashtra under the Tourism Policy, 2024, it is mandatory for the Company to undertake the proposed extension of TMH on adjoining land parcels, namely Gat No. 341 and Gat No. 342, Sasawane, Alibaug. This structure would also enable Hotel Kanakeshwar LLP (“**HKLLP**”) to secure statutory permissions on the combined land parcel, thereby maximizing the permissible Floor Space Index (FSI) and ensuring that the approval and permission process remains cost effective.

In view of the above, the Management has proposed that Gat No. 342, owned by GHRL, be transferred and amalgamated with Gat No. 341, owned by HKLLP, so as to create a single, contiguous land parcel for the extension of up to 100 rooms. Gat No. 342 is proposed to be transferred to HKLLP by way of sale, in which case the consideration payable by HKLLP to GHRL would be INR. 1,80,00,000/- (Indian Rupees One Crore Eighty Lakhs Only).

The Board is further informed that, in furtherance of the aforesaid approvals and in line with the approved valuation methodology for the aforesaid sale, the Company has received a valuation report dated 31st January, 2026 from an Independent Registered Valuer i.e. M/s. Anmay Infra Projects (bearing IIBI registration number: IBBI/02/2021/13783), for the proposed sale/transfer. The valuation report states the following:

- a. Methodology: International valuation standards issued by IVSC as required by Rule 8 (1) of Companies (Registered Valuer and Valuation) Rules, 2017 has been used as guidance in preparation of this report. The standard of value being used in the analysis is ‘Fair Value’ which is often defined as the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion
- b. Market Price Approach has been adopted: The Market Approach is based on market conditions and recent transactions. The market value is determined by comparing recent sales/quoted prices of assets located nearby and adjusting these comparable to the asset to be valued based on factors like size, condition, specifications, type of sale etc. There are two methods under market approach of valuation
1) Comparable Property Method 2) Development Method
- c. Basis of Valuation: The asset is a marketable asset. We have used the prevailing market rates as the basis of our valuation. The valuation of the subject land has been primarily based on Index II data of

comparable agricultural lands in the vicinity. The adopted land rate has been derived from recent Index II data, supported by market enquiries to assess reasonableness

- d. Valuation working: The value of the subject assets has been assessed based on a market survey and analysis of previous sales transactions. Based on the market survey, the market value of agricultural land ranges from ₹ 3,000 to ₹ 4,000 per square meter & Non-Agricultural land ranges from ₹ 9,000 to ₹ 10,000 per square meter. The said value range is further corroborated by the Index II data as well. The following is the summary of the Index II data

S.No	GAT Number	377/2	391	391
1	Document Number	ALG-6559-2025	ALG-239-2025	ALG-975-2025
2	Date of Transaction	11-12-2025	16-01-2025	28-02-2025
3	Land use	Agriculture	Agriculture	Agriculture
4	Area	1570 Sqm	3700 Sqm	3800 Sqm
5	Transaction Amount as per the Index II	₹ 60,00,000	₹ 1,20,00,000	₹ 1,20,00,000
6	Land Rate (Per Square Meter)	₹ 3,821.66	₹ 3,243.24	₹ 3,157.89
7	Guideline Rate (Per Square Meter)	₹ 3,750	₹ 3,750	₹ 3,750

- e. Valuation working – Market approach:

S.No	Parameter	Value
1	GAT Number	342
2	Land Use	Agriculture
3	Area (Square Meters)	2760
4	Base Rate of Land (Per Square Meter)	₹ 3821.66
5	Location Premium	10%
6	Time Factor	Not Applicable
7	Adopted Rate	₹ 4,203.83
8	Market Value of the Land	₹ 1,16,02,559.76
9	Guideline Value of the Land	₹ 1,03,50,000

- f. In accordance with the above details in accordance with the said Valuation Report, the fair market value of the said land is INR. 1,16,02,559.76/- (Indian Rupees One Crore Sixteen Lakh Two Thousand Five Hundred Fifty-Nine and Seven Six Paise Only)
- g. Kindly note that the Book Value of the said land (as on 31st March 2025) is INR. 1,76,57,000/- (Indian Rupees One Crore Seventy-Six Lakhs Fifty-Seven Thousand Only)
- h. In view of the above, the management recommends the sale consideration for the said land (Gat 342) is proposed to be INR. 1,80,00,000/- (Indian Rupees One Crore Eighty Lakhs Only) which is higher than both the Book value and the Market rate.

The members may note that the Audit Committee and the Board of Directors of the Company, at their respective meetings held on 27th January, 2026, accorded their approvals in relation to the proposed transfer of agricultural land bearing Gat No. 342, admeasuring 2,760 square meters, situated at Sasawane, Alibaug, owned by the Company's materially unlisted wholly-owned subsidiary, GHRL to HKLLP.

Subsequently, and in furtherance of the approved expansion strategy basis the approvals of the Audit Committee and the Board of Directors of the Company, at their respective meetings held on 27th January, 2026, the Company proposes to enter into a management arrangement with HKLLP, on terms similar to the existing management agreement dated 01st January, 2019 for TMH, Alibaug, for the management and operation of the additional rooms on both land parcels, namely Gat Nos. 341 and 342, Sasawane, Alibaug.

The Management Agreement dated 01st January, 2019 is based on the following terms:

- a. Term: 20 (twenty) years
- b. The Company shall manage the extension of TMH as being done for the existing 25 rooms.
- c. Management is offered on an exclusive basis to the Company
- d. Fees are based on Revenue Share arrangement as existing

GHRL is the company's materially unlisted wholly owned subsidiary and HKLLP is an entity which is owned by Mr. Gaurav Ghai, promoter of the Company and hence the proposed transactions are treated as "related party transactions." Further, in accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI Master Circular on Related Party Transactions and the Related Party Transactions Industry Standards, the Company has prepared minimum information disclosures in respect of the proposed related party transaction(s). The said disclosures have been placed before and approved by the Audit Committee, Board of Directors and form a part of the background material for the proposed transactions viz.

1. Sell, convey, transfer and dispose of the agricultural land owned by the Company's materially unlisted wholly owned subsidiary- Graviss Hotels and Resorts Limited ("GHRL"), situated at Sasawane, Alibaug bearing Gat 342 admeasuring 2760 square meters ("said Land") to Hotel Kanakeshwar LLP (HKLLP) (formerly known as Hotel Kanakeshwar Private Limited (HKPL)) by way of sale at a consideration of ₹1,80,00,000/- (Indian Rupees One Crore Eighty Lakhs Only)
2. Enter into Management Agreement with HKLLP on similar terms of the existing management agreement dated 01st January, 2019 in order for the Company to manage and operate TMH;

Further, the members are requested to note that all land and building approvals will be coordinated and paid for by HKLLP.

The minimum information disclosures as required under the SEBI Listing Regulations pertaining to the above proposed transactions are annexed to this Notice as **Annexure 3** having 2 columns wherein details under "Information provided by the management GHRL" pertain to the information in respect of the proposed transaction listed out at point 1 above and details under "Information provided by the management HKLLP" pertain to the information in respect of the proposed transaction listed out at point 2 above.

The proposed transactions constitute related party transactions and shall be undertaken on an arm's-length basis, in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015, and are subject to approval of the Members, wherever applicable.

The said proposed related party transactions require shareholder's approval by way of an ordinary resolution pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 188 of the Companies Act, 2013 read along with the rules framed thereunder.

Mr. Gaurav Ghai and his relatives and/or entities forming part of the Promoter Group are deemed to be concerned or interested in the said resolution. None of the other Director(s) and/or Key Managerial Personnel(s) of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

The Board of Directors have approved and recommended the said resolution set out at Item No. 2 of the Notice for approval by the Members of the Company.

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

**Sd/-
Jalpa G. Modi
Company Secretary & Compliance Officer
Date: June 04, 2026**

ANNEXURE -1

INFORMATION OF DIRECTOR BEING PROPOSED TO BE RE-APPOINTED PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE ICSI, ARE AS FOLLOWS:

Name of the Director	Mr. Romil Ratra
Designation	Whole-time Director & CEO
Director Identification Number (DIN)	6948396
Date of Birth	10-04-1974
Age in Years	52 years
Date of Appointment	01/03/2021
Date of first appointment on the Board	01/03/2021
A brief resume of the director	As given out in the explanatory statement
Nature of Expertise in specific functional area	Hospitality Sector
Number of Equity Shares held in the Company	NIL
Board Meetings attended from the date of appointment until date of postal ballot	F.Y 2020-21- 1 out of 5 (as an invitee) F.Y 2021-22- 6 out of 6 F.Y 2022-23- 5 out of 5 F.Y 2023-24- 6 out of 6 F.Y 2024-25- 4 out of 4 F.Y 2025-26- 5 out of 5
Names of other listed entities in which the person holds the directorship	NIL
Chairmanships of Committees in other Companies	NIL
Memberships of Committees in other Companies	NIL
Listed entities from which the person has resigned in the past three years	NIL
Relationships between the Directors of the Companies inter-se	NIL
Terms and conditions of appointment/reappointment along with details of remuneration sought to be paid and remuneration last drawn by such person.	Re-appointment as Whole-time Director of the Company for a period of 5 (five) years and approval of remuneration for a period of 3 (three) years with effect from 01st March, 2026. Remuneration to be paid as detailed in Item 5 of part II of Annexure 2 of the said notice. Last drawn Remuneration as detailed in Item 2 of part II of Annexure 2 of the said notice.
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	As given out in the explanatory statement

ANNEXURE – 2

DETAILS IN TERMS OF SCHEDULE V OF THE COMPANIES ACT, 2013 RELATING TO REMUNERATION PAYABLE TO MANAGERIAL PERSONNEL ARE GIVEN BELOW:

II. INFORMATION ABOUT THE APPOINTEE																		
1	Background details	Mr. Romil Ratra is a graduate of the Institute of Hotel Management, Catering Technology and Applied Nutrition, Mumbai. He is a hospitality professional and has over 3 decades of rich experience in hotel operations, strategy and has made significant contributions towards the growth and development of the Company through his leadership, strategic vision, and operational expertise. He is associated with our Company since 2020.																
2	Past Remuneration	Rs. 243.50 lacs per annum																
3	Recognition or awards	-																
4	Job profile and his suitability	As given out in Explanatory Statement																
5	Remuneration proposed	<table border="1"> <thead> <tr> <th align="center">Particulars</th> <th align="center">Rs. In Lacs/annum</th> </tr> </thead> <tbody> <tr> <td align="center">Basic Salary</td> <td align="center">126.00</td> </tr> <tr> <td align="center">HRA</td> <td align="center">27.00</td> </tr> <tr> <td align="center">SPC Allowance</td> <td align="center">27.00</td> </tr> <tr> <td align="center">Gross</td> <td align="center">180.00</td> </tr> <tr> <td align="center">Ex Gratia</td> <td align="center">10.50</td> </tr> <tr> <td align="center">Variable</td> <td align="center">53.00</td> </tr> <tr> <td align="center">Total CTC</td> <td align="center">243.50</td> </tr> </tbody> </table> <p>Performance criteria shall be based on Revenue and GOP Targets as per agreed Annual Operating Plan.</p>	Particulars	Rs. In Lacs/annum	Basic Salary	126.00	HRA	27.00	SPC Allowance	27.00	Gross	180.00	Ex Gratia	10.50	Variable	53.00	Total CTC	243.50
Particulars	Rs. In Lacs/annum																	
Basic Salary	126.00																	
HRA	27.00																	
SPC Allowance	27.00																	
Gross	180.00																	
Ex Gratia	10.50																	
Variable	53.00																	
Total CTC	243.50																	
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering his rich experience, the terms of the remuneration payable to Mr. Romil Ratra is considered fair, just and reasonable and is at par with the standards of the industry in which the Company operates.																
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	NA																
III. OTHER INFORMATION																		

1	Reasons of loss or inadequate profits	While at an operating level the business did well and all key operating metrics were as per industry benchmarks, did The Company has faced inadequate profits during the year primarily due to us taking a shutdown of some rooms to do work on the façade in Q1, to prepare for the monsoons as we noticed repairs were needed. Further, the ageing infrastructure needed certain capital expenditure and refurbishment works during the year, which consequently resulted in an increase in depreciation expense of approximately Rs. 140 lakhs.
2	Steps taken or proposed to be taken for improvement	The Company has initiated several corrective measures to improve operational efficiency and profitability. These include: (i) Stricter control measures across all operating areas carefully calibrated to ensure that there is no quality loss (ii) Creation of new F&B concepts in ensure superior returns from existing areas that are underutilised. (iii) Focussed efforts on optimisation of distribution across digital channels. (iv) Strengthening sales efforts in key source markets and within key target industries to increase occupancies and ADR's.
3	Expected increase in productivity and profits in measurable terms	Revenue growth from expanded services and new market penetration is expected to contribute an increase of 20% in topline over the next two years. All the control measure being implemented are expected to achieve an improvement in operating margins by between 2 -3% over the coming 24months. These measures are anticipated to collectively restore profitability to sustainable levels and strengthen the Company's financial position.

Interest of Director

Except Mr Romil Ratra who is concerned or interested in the Resolution relating to his reappointment, none of the other Directors and Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested in the resolution. Mr Romil Ratra does not hold any equity shares in the Company and is not related to any other Directors or Key Managerial personnel of the Company.

ANNEXURE 3

Minimum information to be provided to the Audit Committee in accordance with the Industry Standards vide SEBI Circular dated 26th June, 2025

A(1)

Basic details of the related party

S. No.	Particulars of the information	Information provided by the management	Information provided by the management
1	Name of the related party	Graviss Hotels & Resorts Limited (“GHRL”)	Hotel Kanakeshwar LLP (“HKLLP”)
2	Country of incorporation of the related party	India	India
3	Nature of business of the related party	Hotels & Hospitality Business	Business of Hotels, Restaurants, etc

A(2).

Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management (GHRL)	Information provided by the management (HKLLP)
1.	Relationship between the listed entity/subsidiary ¹ (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: <ul style="list-style-type: none">Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Materially unlisted Wholly-owned Subsidiary of the Company 100% NA -	Entity under Common Control, where Promoter being the partner, thereby qualifying as a related party. - NA -

A(3).**Details of previous transactions with the related party**

S. No.	Particulars of the information	Information provided by the management (GHRL)			Information provided by the management (HKLLP)
		S. No.	Nature of Transactions	FY 2024-2025 (INR)	
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.				None
		1	Loan given	17,63,000/-	
		2	Repayment received	51,00,000/-	
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Loan given of Rs. 9,05,000/- Repayment received of Rs. 15,00,000/- (upto 31st December, 2025)			None
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None			None

A(4).**Amount of the proposed transaction(s)**

S. No.	Particulars of the information	Information provided by the management (GHRL)	Information provided by the management (HKLLP)																
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 1,80,00,000/- (Rupees One Crore Eighty-Lakhs)	On revenue sharing basis in the ratio of 90:10 between Company and HKLLP respectively.																
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	No	As on date or of as on date of approval, the proposed transaction does not qualify as a material related party transaction However, as the proposed transaction is on revenue sharing basis, the materiality threshold might be exceeded in future.																
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	2.94%	Not Applicable as the amount is on future revenue sharing basis.																
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	0 (As the subsidiary's annual standalone turnover is NIL)	Not Applicable, as HKLLP is not a subsidiary of the Company.																
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not Applicable, as GHRL does not have any subsidiary/ies and hence, consolidation is not required for GHRL. Further, the turnover of GHRL for the financial year 2024-25 is INR 0/-	Not Applicable, as HKLLP does not have any subsidiary/ies and hence, consolidation is not required for HKLLP.																
6.	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-25 (Rs. In lacs)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>0</td> </tr> <tr> <td>Profit after tax</td> <td>(135.72)</td> </tr> <tr> <td>Networth</td> <td>(1541.15)</td> </tr> </tbody> </table>	Particulars	FY 2024-25 (Rs. In lacs)	Turnover	0	Profit after tax	(135.72)	Networth	(1541.15)	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-25 (Rs.)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>0</td> </tr> <tr> <td>Profit after tax</td> <td>(4,10,212)</td> </tr> <tr> <td>Networth</td> <td>25,10,219</td> </tr> </tbody> </table>	Particulars	FY 2024-25 (Rs.)	Turnover	0	Profit after tax	(4,10,212)	Networth	25,10,219
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Networth	25,10,219																		

A(5).**Basic details of the proposed transaction.**

S. No.	Particulars of the information	Information provided by the management (GHRL)	Information provided by the management (HKLLP)
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale / transfer of land bearing Gat 342 situated at Sasawane, Alibaug from GHRL to HKLLP	Entering into Management Agreement by the Company with HKLLP
2.	Details of each type of the proposed transaction	Same as above	Same as above
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Not Applicable, as it is a sale transaction.	The tenure of the Management Agreement will be 20 years.
4.	Whether omnibus approval is being sought?	No	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 1,80,00,000/- (Rupees One Crore Eighty-Lakhs)	On revenue sharing basis in the ratio of 90:10 between Company and HKLLP respectively.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>As the Company proposes to expand the hotel - The Mansion House ("TMH") at Alibaug by addition of upto 100 rooms along with food and beverage facilities (which presently is 25 rooms operated and managed by the Company) enabling TMH to cater to higher footfalls and business viability. The said expansion requires a larger plot of land. As HKLLP owns the adjoining land parcel bearing Gat 341 and in order for the Company to qualify for the incentives offered by the Government of Maharashtra under the Tourism Policy 2024, it is mandated for the Company to undertake the proposed extension of TMH on adjoining land parcels (Gat 341 and Gat 342).</p> <p>Hence, it is prudent to propose that Gat No. 342, owned by GHRL, be transferred and amalgamated with Gat No. 341, owned by HKLLP, so as to create a single, contiguous land parcel for the extension of up to 100 rooms which will offer the Company a larger land parcel to build additional rooms and expand TMH. This will also enable HKLLP to secure permissions on the joint land parcel so that FSI/FAR can be maximized which at Alibaug is very low in order to maintain its green,</p>	<p>The proposed management arrangement is intended to be entered by the Company with HKLLP for the development of the additional rooms by the Company on both land parcels, namely Gat 341 and Gat 342, Sasawane, Alibaug respectively and thereafter managing and operating TMH, to enable unified development and long-term operational control of the project which will facilitate integrated development, financing, and operation of the expanded hotel project.</p>

		low-rise, and serene character and the approval/permission process is cost effective. Expansion of TMH will lead to the Company's enhanced market presence, higher revenue potential, help achieve economies of scale, create efficiencies in the operational costs and diversify revenue streams.	
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.		
	a. Name of the director / KMP	Mr. Gaurav Ghai	Mr. Gaurav Ghai
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Gaurav is a promoter and shareholder of the Company and the Company holds 100% in the related party i.e. GHRL.	Mr. Gaurav Ghai is a promoter and shareholder of the Company and contributes indirectly about 99% in the related party i.e. HKLLP.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Yes	NA
9.	Other information relevant for decision making.	-	-

B(1).

Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management (HKLLP)
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not applicable
2.	Basis of determination of price.	On revenue sharing basis in the ratio of 90:10 between Company and HKLLP respectively.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	a. Amount of Trade advance	
	b. Tenure	

	c. Whether same is self-liquidating?
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B(6)

Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate

S. No.	Particulars of the information	Information provided by the management (GHRL)
1.	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.	Bidding process is not applicable. The Company's Materially unlisted wholly owned subsidiary – Graviss Hotels and Resorts Limited have appointed an Independent Registered Valuer in order to derive the valuation of the asset i.e. Gat 342 at Sasawane, Alibaug held by GHRL proposed to be sold/transferred.
2.	Basis of determination of price.	Higher of the following: a. Book Value of the land in the books of GHRL as per the audited financials of 31st March, 2025 OR b. Market Value of the land as certified by an Independent Registered Valuer
3.	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.	<p>As the Company proposes to expand the hotel - The Mansion House ("TMH") at Alibaug by addition of upto 100 rooms along with food and beverage facilities (which presently is 25 rooms operated and managed by the Company) enabling TMH to cater to higher footfalls and business viability. The said expansion requires a larger plot of land. As HKLLP owns the adjoining land parcel bearing Gat 341 and in order for the Company to qualify for the incentives offered by the Government of Maharashtra under the Tourism Policy 2024, it is mandated for the Company to undertake the proposed extension of TMH on adjoining land parcels (Gat 341 and Gat 342).</p> <p>Hence, it is prudent to propose that Gat No. 342, owned by GHRL, be transferred and amalgamated with Gat No. 341, owned by HKLLP, so as to create a single, contiguous land parcel for the extension of up to 100 rooms which will offer the Company a larger land parcel to build additional rooms and expand TMH. This will also enable HKLLP to secure permissions on the joint land parcel so that FSI/FAR can be maximized which at Alibaug is very low in order to maintain its</p>

		<p>green, low-rise, and serene character and the approval/permission process is cost effective.</p> <p>Expansion of TMH will lead to the Company's enhanced market presence, higher revenue potential, help achieve economies of scale, create efficiencies in the operational costs and diversify revenue streams.</p>			
4.	Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:				
		FY 2024-2025 (INR in lacs)	FY 2023-2024 (INR)	FY 2022-2023 (INR)	
	Turnover	0	0	1273.82	
	Net worth	(1541.15)	(1405.43)	(1298.03)	
	Net Profit	(135.72)	(107.40)	(113.27)	
5.	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking.			Not Applicable	
	a. Expected impact on turnover				
	b. Expected impact on net worth				
	c. Expected impact on net profits				

C(5).

Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate

S. No.	Particulars of the information	Information provided by the management (HKLLP)
1.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	None
2.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	None
3.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	None

4.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	None
5	Are there any other major non-financial reasons for going ahead with the proposed transaction?	<p>The proposed transaction will help the Company to qualify for the incentives offered by the Government of Maharashtra under the Tourism Policy 2024 wherein it is mandated for the Company to develop TMH extension on adjoining land parcels (Gat 341 and Gat 342). Further, it will also enable HKLLP to secure permissions on the joint land parcel so that FSI/FAR can be maximized which at Alibaug is very low in order to maintain its green, low-rise, and serene character and the approval/permission process also be cost effective.</p> <p>The proposed transaction being a part of expansion of TMH project, will ultimately lead to the Company's enhanced market presence, higher revenue potential, help achieve economies of scale, create efficiencies in the operational costs and diversify revenue streams.</p>

Minimum Information to be provided under Regulation 23 of the SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024

Particulars	Sale of Gat No. 342 from GHRL to HKLLP	Management Agreement with HKLLP
Name of the Related Party	Graviss Hotels & Resorts Limited ("GHRL")	Hotel Kanakeshwar LLP ("HKLLP")
Nature of Relationship and Interest	Material unlisted Wholly-owned Subsidiary of the Company	Entity under Common Control, where Promoter being the partner in the entirety, thereby qualifying as a related party.
Name of Director(s) or Key Managerial Personnel who is related, if any.	Mr. Gaurav Ghai	Mr. Gaurav Ghai
Justification as to how the transaction is in the interest of the Company	<p>As the Company proposes to expand the hotel - The Mansion House ("TMH") at Alibaug by addition of upto 100 rooms along with food and beverage facilities (which presently is 25 rooms operated and managed by the Company) enabling TMH to cater to higher footfalls and business viability. The said expansion requires a larger plot of land. As HKLLP owns the adjoining land parcel bearing Gat 341 and in order for the Company to qualify for the incentives offered by the Government of Maharashtra under the Tourism Policy 2024, it is mandated for the Company to undertake the proposed extension of TMH on adjoining land parcels (Gat 341 and Gat 342). Hence, it is prudent and proposed that Gat No. 342, owned by GHRL, be transferred and amalgamated with Gat No. 341, owned by HKLLP, so as to create a single, contiguous land parcel for the extension of up to 100 rooms which will offer the Company a larger land parcel to build additional rooms and expand TMH. This will also enable HKLLP to secure permissions on the joint land parcel so that FSI/FAR can be maximized which at Alibaug is very low in order to maintain its green, low-rise, and serene character and the approval/permission process is cost effective. Expansion of TMH will lead to the Company's enhanced market presence, higher revenue potential, help achieve economies of scale, create efficiencies in the operational costs and diversify revenue streams.</p>	<p>The proposed management arrangement is intended to be entered by the Company with HKLLP for the development of the additional rooms by the Company on both land parcels, namely Gat 341 and Gat 342, Sasawane, Alibaug respectively and thereafter managing and operating TMH, to enable unified development and long-term operational control of the project which will facilitate integrated development, financing, and operation of the expanded hotel project.</p>

Type, material terms and particulars of transaction	<p>Type: Sale / transfer of immovable property (land) by way of sale from GHRL(Company's materially unlisted wholly owned subsidiary) to HKLLP (related party).</p> <p>Description of Property: Land bearing Gat No. 342, situated at Village Sasawane, Taluka Alibaug, District Raigad, Maharashtra</p> <p>Nature of Transaction: Proposed sale/conveyance/transfer of the said land by way of sale.</p>	<p>Type: Entering into Management Agreement between the Company and HKLLP.</p> <p>Nature of the transaction: Entering into management arrangement with HKLLP on similar terms of the existing management agreement dated 01st January, 2019 for existing 25 rooms(managed and operated by the Company), in order for the Company to manage and operate TMH.</p>
Tenure	Not Applicable as it is a sale transaction	The tenure of the Management Agreement will be 20 years.
Value of the transaction (Rs)	Rs. 1,80,00,000/- (Rupees One Crore Eighty-Lakhs)	On revenue sharing basis in the ratio of 90:10 between Company and HKLLP respectively.
Any other information that may be relevant	-	-
Whether the Audit Committee has reviewed the Certificate provided by the CEO/Managing Director/Whole Time Director/CFO of the Company as required under the RPT Industry Standard.	Yes	Yes
Web-link through which shareholders can access the Valuation Report.	https://www.gravishshospitality.com/investor-relations.html	Not Applicable