

Date: 28/06/2012

Bombay Stock Exchange Ltd.  
Phiroz Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400 001.

Dear Sir,

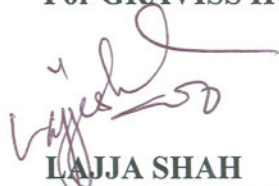
**Sub: Clause 35 A of Listing Agreement**  
**Ref: Company Code no. 509546**

Pursuant to clause 35A of the Listing Agreement, we enclose herewith the details of Annual General Meeting dated 27<sup>th</sup> June, 2012.

Kindly take the above on record acknowledge the receipt of the same.

Thanking you.

Yours truly,  
**For GRAVISS HOSPITALITY LIMITED**



**LAJJA SHAH**  
**COMPANY SECRETARY**  
**Encl: as above**

**Name of the Company : Graviss Hospitality Ltd.**

**Date of the AGM/~~EGM~~: 27<sup>th</sup> June 2012**

**Total number of shareholders on record date: 1449**

**No. of shareholders present in the meeting either in person or through proxy:**

**Promoters and Promoter Group: 7**

**Public: 7**

**No. of Shareholders attended the meeting through Video Conferencing**

**Promoters and Promoter Group: Nil**

**Public: Nil**

### **Details of the Agenda:**

**Resolution required: Ordinary**

1. To receive, consider and adopt the Balance Sheet as at 31<sup>st</sup> March 2012 and Profit and Loss Account for the year ended on that date together with the schedules annexed thereto as well as the reports of the Board of Directors and Auditors' attached thereon.

**Mode of voting: Show of hands**

**Resolution required: Ordinary**

2. To confirm the payment of Interim Dividend, being final dividend.

**Mode of voting: Show of hands**

**Resolution required: Ordinary**

3. To appoint a Director in place of Mr. Gulshan Bijlani, who retires by rotation and being eligible, offers himself for re-appointment.

**Mode of voting: Show of hands**

**Resolution required: Ordinary**

4. To appoint a Director in place of Mr. Harindra Singh, who retires by rotation and being eligible, offers himself for re-appointment.

Mode of voting: Show of hands

**Resolution required: Ordinary**

5. **Appointment of Statutory Auditors of the Company:**

**"RESOLVED THAT** Pursuant to the provisions of section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. V. Sankar Aiyer & Co., Chartered Accountants (Firm Reg No.0027855), be and are hereby re-appointed as the Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration, taxes and out of pocket expenses, as may be fixed by the Board of Directors of the Company;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to implement this resolution."

Mode of voting: Show of hands

**Resolution required: Ordinary**

6. **Appointment of Mr. Dalip Sehgal as Director of the Company:**

**"RESOLVED THAT** pursuant to the provisions of section 257 and all other applicable provisions, if any, of the Companies Act, 1956, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Dalip Sehgal who was appointed as an Additional Director, pursuant to section 260 of the Companies Act, 1956, be and is hereby appointed as Director of the Company subject to retirement of rotation under the provisions of the Articles of Association of the Company."

**Resolution required: Special**

7. **Appointment of Mr. Ravi Ghai as the Managing Director of the Company.**

**"RESOLVED THAT** in accordance with provision of Section 198, 269, 309 and 310 read with Schedule XIII and other applicable provision of the Companies Act, 1956 and any statutory modification and re-enactment thereof for the time being in force and the Articles of



Association of the Company, the Company hereby accords its approval for the re-appointment of Mr. Ravi Ghai as Managing Director of the Company effective from 1<sup>st</sup> April, 2012 for a further period of five years till 31<sup>st</sup> March 2017 on the existing terms and conditions mentioned below:

- A. Salary : not exceeding Rs. 36 lacs per annum
- B. Performance based incentive/commission: Amount not exceeding 50 % of the total salary and perquisites.
- C. Allowances and Perquisites: not exceeding Rs. 12 lacs per annum.
- D. The total remuneration including the salary, allowances, perquisites and commission shall not exceed the limits specified in Schedule XIII of the Companies Act, 1956.

**RESOLVED FURTHER** that the Board be and is hereby authorized to do all such acts, deeds and things as the Board may consider necessary or expedient to give effect to this Resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to vary, alter or modify the different components of the above-stated remuneration as may be agreed to between the Board of Directors and Mr.Ravi Ghai.

**RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay Mr. Ravi Ghai, the remuneration by way of salary, perquisites, commission or any other allowances as specified above and in accordance with the limits specified under para 2 of Section II,Part II of Schedule XIII under the Companies Act, 1956 or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.

**RESOLVED FURTHER THAT** in terms of Article 118 of the Articles of Association of the Company, Mr. Ravi Ghai shall continue to hold office of director, without being subject to retire by rotation, so far as he continues to be the Managing Director.”

**Mode of voting: Show of hands**

**Resolution required: Ordinary**

**8. Appointment of Mr.Gaurav Ghai as the Joint Managing Director of the Company**

“**RESOLVED THAT** in accordance with provision of Section 198, 269, 309 and 310 read with Schedule XIII and other applicable provision of the Companies Act, 1956 including any statutory modification and re-enactment thereof for the time being in force and the Articles of Association of the Company, the Company hereby accords its approval for the re-appointment of Mr. Gaurav Ghai as Joint Managing Director of the Company effective from 11<sup>th</sup> May, 2012 for a further period of five years on the existing terms and conditions mentioned below:



- A. Salary not exceeding Rs.30 Lacs per annum with authority granted to the Board of Directors (hereinafter referred to as "the Board" which term shall include a Committee of Directors) to determine the salary and grant increases from time to time within the aforesaid limit.
- B. Perquisites: He will be entitled to perquisites, allowances, benefits, facilities and amenities (collectively "allowances & perquisites") such as rent free furnished residential accommodation or house rent allowance in lieu thereof, maintenance of such accommodation, gas, electricity & power, water, furnishings, utility allowance, medical reimbursement, foreign travel, leave travel assistance / allowance, membership fees for clubs, hospitalization and accident insurance, security at residence and any other "allowances & perquisites" as per the policy / rules of the Company in force and / or as may be approved by the Board from time to time provided that aggregate value of such allowances & perquisites shall not exceed Rs. 16 lacs per annum. Allowances & Perquisites to be valued as per the Income-tax rules, wherever applicable and at actual cost to the Company in other cases.

In addition to the above, he will also be entitled to the following benefits as per policy / rules of the Company in force or as may be approved by the Board from time to time:

(i) Company maintained car(s) with driver(s); (ii) Telephone(s) and fax at residence; (iii) Company's contribution to the provident Fund and Superannuation Fund; (iv) Payment of gratuity and other retrial benefits and (v) Encashment of leave

- C. Performance based incentive/commission: Amount not exceeding 50 % of the total salary and perquisites.
- D. The total remuneration including salary, allowances, perquisites and commission shall not exceed the limits specified in Schedule XIII to the Companies Act, 1956
- E. Subject to superintendence, control and direction of the Board and Managing Director, he shall perform such duties and functions as would be commensurate with his position as Joint Managing Director of the Company and as may be delegated to him from time to time.
- F. The Company or he shall be entitled to terminate his appointment by giving 12 months notice in writing or such shorter notice as may be mutually agreed between him and Company.

**RESOLVED FURTHER** that the Board of Directors be and is hereby authorized to take such steps as the Board may consider necessary or expedient to give effect to this Resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to vary, alter or modify the different components of the above-stated remuneration as may be agreed to between the Board of Directors and Mr. Gaurav Ghai.

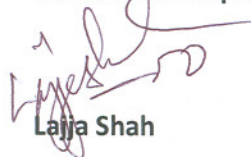
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**RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay Mr. Gaurav Ghai, the remuneration by way of salary, perquisites, commission or any other allowances as specified above and in accordance with the limits specified under para 2 of Section II, Part II of Schedule XIII under the Companies Act, 1956 or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.

**RESOLVED FURTHER** that in terms of Article 118 of the Articles of Association of the Company, Mr. Gaurav Ghai shall continue to hold office of director, without being subject to retire by rotation, so far as he continues to be the Joint Managing Director.”

**Mode of voting: Show of hands**

**For Grayiss Hospitality Ltd**



**Lajja Shah**

**Company Secretary**