



GRAVITA INDIA LIMITED

[CIN: L29308RJ1992PLC006870]

Regd. Office: 'Saurabh', Chittora Road, Harsulia Mod
Diggi-Malpura Road, Tehsil Phagi, Jaipur-303904 [Rajasthan]
Phone: +91-9928070682 Email: companysecretary@gravitaindia.com
Fax: +91-141-2621491

Notice of 28th Annual General Meeting

Notice is hereby given that the 28th Annual General Meeting of the Members of Gravita India Limited [CIN–L29308RJ1992PLC006870], will be held on Saturday, 21st November, 2020 at 1:00 p.m., through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

- To receive, consider and adopt the:
 - Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2020 together with the reports of the Board of Directors and Statutory Auditors thereon.
 - Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2020 together with the report of Statutory Auditors thereon.
- To confirm the payment of interim dividend of ₹ 0.70/- (Rupees Seventy Paise only) per share on equity shares of ₹ 2/- each for the Financial Year ended 31st March, 2020 as final dividend.
- To appoint a Director in place of Dr. Mahavir Prasad Agarwal (DIN-00188179), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

- To consider and approve the revision in remuneration of Mr. Yogesh Malhotra (DIN: 05332393), Whole-time Director and Chief Executive Officer of the company:

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act and, the remuneration of Mr. Yogesh Malhotra (DIN: 05332393), Whole-time Director & CEO of the Company be and is hereby revised as under for the remaining term of his office with effect from 1st June, 2020 :-

SALARY AND PERQUISITES:

Basic – ₹ 1,52,925/- per month (Rupees One lac fifty-two thousand nine hundred and twenty-five only)

HRA, Perquisites & other allowances – ₹ 2,58,388/- per month (Rupees Two lacs fifty-eight thousand three hundred and eighty-eight only)

Special Ex-Gratia – ₹ 3,72,320/- per month (Rupees Three lacs seventy-two thousand three hundred and twenty only)

OTHER TERMS AND CONDITIONS

- The Whole-time Director shall be entitled to the facilities as are allowable to the employees of Senior Management Cadre of the Company and reimbursement of entertainment and other expenses actually and properly incurred by him in connection with the business of the Company.
- Gratuity payable as per the Rules of the Company but not exceeding 15 days salary for each completed year of service, encashment of leave at the end of the tenure and provident fund will not be included in the computation of salary to the extent the same are not taxable under the Income-Tax Act, 1961.
- Special Ex-Gratia – ₹ 3,72,320/- Per month (Rupees Three lacs seventy-two thousand three hundred and twenty only) is payable at the discretion of the management and Mr. Rajat Agrawal (DIN: 00855284), Managing Director be and is hereby authorized on behalf of Board to take decision for the same from time to time.
- All other terms and conditions shall remain same.

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of his service as Whole Time Director and Chief Executive officer, Mr. Yogesh Malhotra shall be paid the remuneration as set out in the Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 as the minimum remuneration subject to limits laid down in Schedule V of the Companies Act, 2013 or as approved by the shareholders of the Company by way of Special Resolution or otherwise as permissible by law for the time being in force.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter, vary and modify any of the terms and conditions as mentioned above including salary, allowances and perquisites in accordance with and subject to the limits prescribed in Section 196, 197 and/or Schedule V of the Companies Act, 2013 or any amendment or any statutory modifications or re-enactments thereof, subject to approvals, if any as may be required and as may be agreed between the Board of Directors and Mr. Yogesh Malhotra.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all the things, deeds, acts and matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To ratify the remuneration of Cost Auditors of the company under section 148 of Companies Act, 2013 for Financial Year 2020-21:

To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION: -

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), the remuneration of ₹ 55,000/- (Rupees Fifty-Five Thousand only) plus applicable tax and out of pocket expenses payable to M/s. K.G. Goyal and Associates (Firm Registration No. 000024), Cost Accountants who have been appointed by the Board of Directors as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2021, be and is hereby ratified and confirmed.”

By Order of the Board

Sd/-

Nitin Gupta

Company Secretary

FCS: 9984

Date: 05th August, 2020
Place: Jaipur

NOTES: -

- In view of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (“MCA Circulars”) and Securities and Exchange Board of India vide its circular dated 12th May, 2020 (“SEBI Circular”), permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue for the 28th Annual General Meeting of the Company shall be the Registered Office of the Company. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith (Refer point no. 21).**
- A member entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint a proxy to attend and vote instead of himself. The proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA Circulars dated 8th April, 2020 through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

However, pursuant to Section 113 of the Companies Act, 2013, Corporate Members (i.e. other than Individuals / HUF, NRI, etc.) can appoint their representatives to attend the AGM through VC/OAVM and vote through e-voting. They are requested to send the scanned copy (PDF/JPEG Format) of their Board or governing body Resolution/ Authorization etc., authorizing their representative such as the President of India or the Governor of a State or body corporate to attend the AGM through VC/OAVM.
- Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Members may note that the VC/OAVM Facility, provided by CDSL, allows participation of at least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come first-served basis.
5. An Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Businesses in the Notice is annexed hereto and forms part of this Notice and available for inspection in physical as well as in electronic form during business hours at the Registered Office of the company and copies thereof shall also be available for inspection in physical or electronic form at the Head Office as well as Corporate Office of the company and also at the Annual General Meeting of the company.
6. The Register of Members and Share Transfer books of the Company shall remain closed from Saturday, 14th November, 2020 to Saturday, 21st November, 2020 (both days inclusive).
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and The Register of Contract or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available electronically for inspection by the members.
8. For the purpose of payment of Interim Dividend, the Board of Directors of the company has fixed Friday, 06th March, 2020, as record date for the purpose of ascertaining the eligibility of shareholders and in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by the Depositories, viz. National Securities Depositories Limited and Central Depository Services (India) Limited as Beneficial Owners as on that date.
9. Members are requested to note that Dividends that are not claimed for a period of 7 (seven) Years from the date of transfer to the Company's Unpaid Dividend Accounts shall be transferred to the Investor Education and Protection Fund (IEPF) established under section 125 of the Companies Act, 2013. Further the shares on which dividend remains unclaimed for seven consecutive years will be transferred to IEPF suspense Account.
10. The members who have not yet encashed their dividend warrants for the below mentioned financial years, are requested to forward their claims to the Company's Registrar and Share Transfer Agents (RTA). It may be noted that once the unclaimed dividend and/or unclaimed application money is transferred to the Investor Education and Protection fund (IEPF) as above, no claims shall rest with the Company in respect of such amount. The details of unclaimed dividend are as under:

Financial Year Ended	Nature of Amount
31 st March, 2013	Interim Dividend
31 st March, 2013	Interim Dividend
31 st March, 2013	Final Dividend
31 st March, 2014	Interim Dividend
31 st March, 2014	Final Dividend
31 st March, 2015	Final Dividend
31 st March, 2016	Final Dividend
31 st March, 2017	Final Dividend
31 st March, 2018	Final Dividend
31 st March, 2019	Final Dividend
31 st March, 2020	Interim Dividend

11. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with the companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2019 on the website of the Company at <http://www.gravitaindia.com/investors/iepf-details>.

12. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its Registrar and Share Transfer Agent are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. Further, pursuant to recent General Circular 20/2020 dated 5th May, 2020 companies are directed to credit the dividend of the shareholders directly to the bank accounts of the shareholders using Electronic Clearing Service. Accordingly, Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the Registrar & Share Transfer Agent in respect of shares held in physical form.
13. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / KFin Technologies Pvt. Ltd. (RTA of the Company) quoting reference of the Registered Folio Number.
14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificate to RTA of the Company, for consolidation into single folio.
15. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
16. The certificate, from M/s Walker Chandio & co. LLP, Chartered Accountants, the Statutory Auditors of the Company for the financial year 2019-20, certifying that the Company's Stock option Scheme 'Gravita Employees Stock Option Plan 2011' and 'Gravita Stock Appreciation Right Scheme 2017' are being implemented in accordance with the SEBI Guidelines as amended, and in accordance with the resolution passed by shareholders shall be available for inspection by the members at the AGM.
17. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
18. Information pursuant to Regulation 36 (3) of SEBI (LODR) Regulations, 2015 and Secretarial Standards in respect of the directors who are proposed to be appointed/reappointed and revision in remuneration at the ensuing Annual General Meeting under Item Nos. 3 and 4 of the Notice is as under:

Particulars	Mr. Yogesh Malhotra	Dr. Mahavir Prasad Agarwal
Date of Birth	08 th July, 1968	01 st March, 1934
Nationality	Indian	Indian
Date of first appointment on Board	31 st March, 2019	04 th August, 1992
Brief Profile, Qualification and Expertise in specific functional Areas	Mr. Yogesh Malhotra aged about 52 years is an Engineering graduate with a BE (Mechanical) degree from MREC, Jaipur and an MBA from National University of Singapore. He has Over 26 years of National and International experience and expertise in the Asia Pacific markets. He had served in various capacities in top organizations like: Blue Star, Castrol and Eurochem.	Dr. Mahavir Prasad Agarwal aged about 86 years has done MBBS M.D. in General Medicine and worked in the Department of Medical & Health, Government of Rajasthan in various capacities from 1958 to 1992. He retired as Director of Department of Medical & Health, Rajasthan in 1992. After retirement, Dr. Agarwal engaged himself in the business of Lead Manufacturing and Trading with his technocrat son to gather vast 26 years of experience in the Lead Metal Industry. He is an Instrumental guiding force and source of inspiration to whole Gravita Team.
Number of Shares held in the Equity Capital of the Company	26,506 Equity shares of ₹ 2/- each	Dr. M.P. Agarwal is Trustee of Agrawal Family Private Trust which holds 25.13% shareholding of the Company

Directorship/Committee memberships in other companies:	Directorships: Noble Buildestate Private Limited Gravita Impex Private Limited Committee Membership: NIL	Directorships: Gravita Infotech Limited Saurabh Farms Limited Shah Buildcon Private Limited Jalousies (India) Private Limited Karvrish Assets Private Limited Karvrish Resources Private Limited Committee Membership: NIL
Relationship with other directors, Manager and other Key Managerial Personnel of the company	Nil	Dr. Mahavir Prasad Agarwal is Father of Mr. Rajat Agrawal Managing Director of the Company apart from this there is no relationship of Dr. Agarwal from any Directors and KMP's of the Company.
Number of Meetings of the Board attended during the year	During F.Y. 2019-20 total 10 (ten) meetings were held and Mr. Yogesh Malhotra attended 7 (seven) Board Meetings.	During F.Y. 2019-20 total 10 (ten) meetings were held and Dr. Mahavir Prasad Agarwal attended 10 (ten) Board Meetings.

19. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant. Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled in 'E-Communication Registration Form', available on following URL <http://www.gravitaindia.com/investors/e-communication>. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request
20. In line with the Ministry of Corporate Affairs (MCA) Circular dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.gravitaindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com
21. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
22. A person who is not a Member as on the cutoff date should treat this Notice for information purposes only.
23. In compliance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended), and Regulation 44 of SEBI (LODR), Regulations, 2015 and MCA Circulars dated 08th April, 2020, 13th April, 2020 and 05th May, 2020, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically on all resolutions set forth in this Notice.

For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited ("CDSL") for facilitating e-voting. The Board of Directors of the Company has appointed Mr. Pradeep Pincha, Practicing Company Secretary as Scrutinizer to scrutinize the remote e-voting in a fair and transparent manner. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

The instructions for members for voting electronically are as under: -

The e-voting period begins on Wednesday, 18th November, 2020 at 09:00 a.m. and ends on Friday, 20th November, 2020 at 05:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 14th November, 2020 may cast their vote electronically. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting and voting during the AGM. Remote e-voting shall not be allowed beyond the said date and time. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- (i) Those Members, who will be present in the AGM through VC / OAVM facility and have not cast 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 system during the AGM.
- (ii) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first-time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is 3 Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <GRAVITA INDIA LIMITED> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & entering the details as prompted by the system.

- (xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. i-phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

For Demat shareholders- Please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16-digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.

The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above-mentioned shareholders.

- (xx) Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holds shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com mentioning their demat account number/folio number, PAN, name and registered address. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

The instructions for members for attending the AGM through VC/OVAM are as under: -

- i. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- ii. Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
- iii. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. 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 at least 5 (Five) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at companysecretary@gravitaindia.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 (Five) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at companysecretary@gravitaindia.com. These queries will be replied to by the company suitably by email.
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

The instructions for members for e-voting during the AGM are as under: -

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii. Only those shareholders, who are present in the AGM through VC/OAVM 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 system available during the AGM.
- iii. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- iv. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xxi) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; companysecretary@gravitaindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

24. In compliance with provisions of Section 96 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (LODR), Regulations, 2015, the Company is pleased to provide the facility for holding AGM through VC/OVAM. Central Depository Services (India) Limited (“CDSL”) will be providing facility for participation in the AGM through VC/OVAM.
25. The Results of voting will be declared within 48 hours from the conclusion of the AGM. The declared Results, along with the Scrutinizer’s Report will be submitted with the Stock Exchanges where the Company’s equity shares are listed (BSE Limited & National Stock Exchange of India Ltd.) and shall also be displayed on the Company’s website www.gravitaindia.com and CDSL’s website www.evotingindia.com. The Scrutinizer’s decision on the validity or otherwise of the E-voting will be final. The relevant information w.r.t. voting by electronic means shall be under the safe custody of the scrutinizer till the Chairperson consider, approves and sign the minutes.
26. Since the AGM will be held through VC / OAVM, the Route Map is not annexed with Notice.
27. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
28. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Meeting i.e. 21st November, 2020.

Date: 05th August, 2020
Place: Jaipur

By Order of the Board
Sd/-
Nitin Gupta
Company Secretary
FCS: 9984

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all the material facts relating to the Special Businesses mentioned in the accompanying Notice:

ITEM NO. 4

Mr. Yogesh Malhotra is serving company since 2011 and he is having excellent grasp and thorough knowledge and experience of not only Engineering and Technology but also of General Management.

Considering the excellent performance of Mr. Yogesh Malhotra, Nomination and Remuneration Committee and Board of Directors of the Company, at their respective meetings held on 25th June, 2020 has recommended to increase the remuneration of Mr. Yogesh Malhotra from ₹ 82.50 Lacs per annum to ₹ 97.12 Lacs per annum. The Remuneration proposed to be paid to Mr. Yogesh Malhotra is within the limit of Section 197 read with Schedule V of the Companies Act, 2013 as amended and has been approved by Nomination & Remuneration Committee and subsequently by the Board in its meeting held on 25th June, 2020. Further, Mr. Yogesh Malhotra is Whole-time Director and Chief Executive Officer of the company and attended total 7 Board Meetings out of 10 Board Meetings held during the year.

If in any financial year during the tenure of Whole-time Director and Chief Executive Office, the Company has no profits, or its profits are inadequate, the Company shall pay to Mr. Yogesh Malhotra remuneration by way of salary and perquisites as prescribed in Schedule V of the Companies Act, 2013, subject to approvals, if any as may be required.

Pursuant to the applicable provisions of the Companies Act, 2013, and the relevant rules made thereunder, consent of members is being sought by way of special resolution.

Except Mr. Yogesh Malhotra, None of the Directors, Key Managerial Personnel of the Company, and their relatives is concerned or interested in the resolution.

The Board recommends passing of the relevant Special Resolution as mentioned in Item no. 4 of the Notice.

Disclosures as per Schedule V of Companies Act, 2013

I. General Information

- i. **Nature of Industry:** Gravita India Limited is engaged in manufacturing and recycling of Lead, Aluminium and Plastic Products.
- ii. **Date of commencement of commercial production:** In year 1992
- iii. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** N.A.
- iv. **Financial performance based on given indicators:** (₹ in Crores)

Particulars	2018-19	2019-20
Total Revenue	1059.35	1172.39
Profit Before Tax	24.10	28.18
Net Profit After Tax	18.93	21.88
EPS	2.76	3.25

- v. **Foreign investments or collaborators, if any:** The Company has formed various wholly owned subsidiaries globally by investing in their equities, from time to time. Details of the same are disclosed in Board Report.

II. Information about the Appointee

i. Background Details

Mr. Yogesh Malhotra aged about 52 years is an Engineering graduate with a BE (Mechanical) degree from MREC, Jaipur and an MBA from National University of Singapore. He has Over 26 years of National and International experience and expertise in the Asia Pacific markets. He had served in various capacities in top organisations like: Blue Star, Castrol and Eurochem.

ii. Past Remuneration

Mr. Yogesh Malhotra was receiving remuneration of ₹ 82.50 Lacs per annum and now the said remuneration is revised from ₹ 82.50 Lacs per annum to ₹ 97.12 Lacs per annum.

iii. Recognition or Awards:

NIL

iv. Job Profile and his Suitability

Mr. Yogesh Malhotra is serving company since 2011 and he is having excellent grasp and thorough knowledge and experience of not only Engineering and Technology but also of General Management. Looking into his knowledge in various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Yogesh Malhotra should be continued with the Company.

v. Remuneration proposed:

The remuneration proposed is detailed in the resolution.

vi. Comparative remuneration Profile with respect to Industry, Size of the Company, Profile of the position and person

Looking into the vast experience of Mr. Yogesh Malhotra, the proposed remuneration is in consensus with remuneration paid to the KMP's of other industries of similar size for similarly placed persons.

vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

None

III. OTHER INFORMATION:**i. Reasons of loss or inadequate profits:**

Not applicable

ii. Steps taken or proposed to be taken for improvement:

Not applicable

iii. Expected increase in productivity and profit in measurable terms:

Not applicable

IV. DISCLOSURES:

The details required to be given under this head are disclosed in Corporate Governance Report of the Company which forms part of Annual Report 2019-20.

ITEM NO. 5

The Board of Directors, at its Meeting held on 25th June, 2020, upon the recommendation of the Audit Committee has approved the appointment and remuneration of M/s. K.G. Goyal & Co. Cost Accountant, Jaipur as Cost Auditors of the Company for conducting the audit of the cost records of the Company, for the financial year ending on 31st March, 2021 at a remuneration of ₹ 55,000/- plus applicable tax of out of pocket expenses.

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Members of a Company are required to ratify the remuneration to be paid to the Cost Auditors of the Company.

Accordingly, consent of the Members is sought for passing an ordinary resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2021 as approved by the Board of Directors.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

A brief profile of M/s. K.G. Goyal & Co. Cost Accountant, Jaipur along with letter of appointment as issued by the Company to Cost Auditors of the Company shall be available for inspection at the Registered Office of the Company during the office hours.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

Date: 05th August, 2020
Place: Jaipur

By Order of the Board
Sd/-
Nitin Gupta
Company Secretary
FCS: 9984

