

Format for Voting Results

| | |
|---|------------|
| Date of the AGM/ECM/Postal Ballot | 02.06.2017 |
| Total number of shareholders on record date | 9344 |
| No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public: | NA |
| No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public | NA |

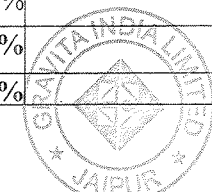
Agenda- wise disclosure:

Resolution No.1: Special Resolution to borrow money upto an aggregate of Rs.750.00 Crores (Rupees Seven Hundred Fifty Crores only) in excess of and in addition to the paid up capital and free reserves of the Company for the time being

| Resolution required: (Ordinary/ Special) | | | Special Resolution | | | | | |
|---|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| | | (1) | (2) | | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 50025750 | 50025750 | 100.00% | 50025750 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 100.00% | 0.00% |
| | Postal Ballot (if applicable) | | 0 | 0.00% | 0 | 0 | 100.00% | 0.00% |
| | Total | | 50025750 | 50025750 | 100.00% | 50025750 | 0 | 100.00% |
| Public-Institutions | E-Voting | 3081354 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Postal Ballot (if applicable) | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Total | | 3081354 | 0 | 0.00% | 0 | 0 | 0.00% |
| Public-Non Institutions | E-Voting | 15403260 | 1530024 | 9.93% | 1530024 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0.00% | 0 | 100.00% | 0.00% |
| | Postal Ballot (if applicable) | | 254* | 0.00% | 250 | 0 | 100.00% | 0.00% |
| | Total | | 15403260 | 1530278 | 9.93% | 1530274 | 0 | 100.00% |
| Total | | 68510364 | 51556028 | 75.25% | 51556024 | 0 | 100.00% | 0.00% |

*Out of total polled 254 shares by Postal Ballot, 4 share were held Invalid.

Nitin Gupta



Resolution No.2: Special Resolution to approve the Gravita Stock Appreciation Rights Scheme 2017 for the benefit of the employees of the Company:

| Resolution required: (Ordinary/ Special) | | | Special Resolution | | | | | |
|---|-------------------------------|---------------------------|----------------------------|---|---------------------------------|-------------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 50025750 | 50025750 | 100.00% | 50025750 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 100.00% | 0.00% |
| | Postal Ballot (if applicable) | | 0 | 0.00% | 0 | 0 | 100.00% | 0.00% |
| | Total | | 50025750 | 50025750 | 100.00% | 50025750 | 0 | 100.00% |
| Public-Institutions | E-Voting | 3081354 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Postal Ballot (if applicable) | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Total | | 3081354 | 0 | 0.00% | 0 | 0 | 0.00% |
| Public-Non Institutions | E-Voting | 15403260 | 1530024 | 9.93% | 1525867 | 4157 | 99.73% | 0.27% |
| | Poll | | 0 | 0.00% | 0.00% | 0 | 0.00% | 0.00% |
| | Postal Ballot (if applicable) | | 254* | 0.00% | 250 | 0 | 100.00% | 0.00% |
| | Total | | 15403260 | 1530278 | 9.93% | 1526117 | 4157 | 99.73% |
| Total | | 68510364 | 51556028 | 75.25% | 51551867 | 4157 | 99.99% | 0.01% |

*Out of total polled 254 shares by Postal Ballot, 4 share were held Invalid.

Nitin Gupta



Resolution No. 3: Special Resolution to approve the Gravita Stock Appreciation Rights Scheme 2017 for the benefit of the employees of the Subsidiary Company (ies) of the Company:

| Resolution required: (Ordinary/ Special) | | | Special Resolution | | | | | |
|---|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| | | (1) | (2) | | (4) | (5) | | |
| Promoter and Promoter Group | E-Voting | 50025750 | 50025750 | 100.00% | 50025750 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 100.00% | 0.00% |
| | Postal Ballot (if applicable) | | 0 | 0.00% | 0 | 0 | 100.00% | 0.00% |
| | Total | 50025750 | 50025750 | 100.00% | 50025750 | 0 | 100.00% | 0.00% |
| Public-Institutions | E-Voting | 3081354 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Postal Ballot (if applicable) | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Total | 3081354 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| Public-Non Institutions | E-Voting | 15403260 | 1530024 | 9.93% | 1525867 | 4157 | 99.73% | 0.27% |
| | Poll | | 0 | 0.00% | 0.00% | 0 | 0.00% | 0.00% |
| | Postal Ballot (if applicable) | | 254* | 0.00% | 250 | 0 | 100.00% | 0.00% |
| | Total | 15403260 | 1530278 | 9.93% | 1526117 | 4157 | 99.73% | 0.27% |
| Total | | 68510364 | 51556028 | 75.25% | 51551867 | 4157 | 99.99% | 0.01% |

*Out of total polled 254 shares by Postal Ballot, 4 share were held Invalid.

Nitesh Gupta



Resolution No.4: Special Resolution to authorize the Employee Welfare Trust for secondary acquisition for implementation of the Gravita Stock Appreciation Rights Scheme 2017:

| Resolution required: (Ordinary/ Special) | | | Special Resolution | | | | | |
|---|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| | | (1) | (2) | | (4) | (5) | | |
| Promoter and Promoter Group | E-Voting | 50025750 | 50025750 | 100.00% | 50025750 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 100.00% | 0.00% |
| | Postal Ballot (if applicable) | | 0 | 0.00% | 0 | 0 | 100.00% | 0.00% |
| | Total | 50025750 | 50025750 | 100.00% | 50025750 | 0 | 100.00% | 0.00% |
| Public-Institutions | E-Voting | 3081354 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Postal Ballot (if applicable) | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Total | 3081354 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| Public-Non Institutions | E-Voting | 15403260 | 1530024 | 9.93% | 1525877 | 4147 | 99.73% | 0.27% |
| | Poll | | 0 | 0.00% | 0.00% | 0 | 0.00% | 0.00% |
| | Postal Ballot (if applicable) | | 254* | 0.00% | 250 | 0 | 100.00% | 0.00% |
| | Total | 15403260 | 1530278 | 9.93% | 1526127 | 4147 | 99.73% | 0.27% |
| Total | | 68510364 | 51556028 | 75.25% | 51551877 | 4147 | 99.99% | 0.01% |

*Out of total polled 254 shares by Postal Ballot, 4 share were held Invalid.

Nitin Gupta



Resolution No. 5: Special Resolution to approve provision of money by the Company to the Employee Welfare Trust for purchase of the shares of the Company for the implementation of Gravita Stock Appreciation Rights Scheme 2017:

| Resolution required: (Ordinary/ Special) | | | Special Resolution | | | | | |
|---|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| | | (1) | (2) | | (4) | (5) | | |
| Promoter and Promoter Group | E-Voting | 50025750 | 50025750 | 100.00% | 50025750 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 100.00% | 0.00% |
| | Postal Ballot (if applicable) | | 0 | 0.00% | 0 | 0 | 100.00% | 0.00% |
| | Total | 50025750 | 50025750 | 100.00% | 50025750 | 0 | 100.00% | 0.00% |
| Public-Institutions | E-Voting | 3081354 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Postal Ballot (if applicable) | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Total | 3081354 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| Public-Non Institutions | E-Voting | 15403260 | 1530024 | 9.93% | 1525867 | 4157 | 99.73% | 0.27% |
| | Poll | | 0 | 0.00% | 0.00% | 0 | 0.00% | 0.00% |
| | Postal Ballot (if applicable) | | 254* | 0.00% | 250 | 0 | 100.00% | 0.00% |
| | Total | 15403260 | 1530278 | 9.93% | 1526117 | 4157 | 99.73% | 0.27% |
| Total | | 68510364 | 51556028 | 75.25% | 51551867 | 4157 | 99.99% | 0.01% |

*Out of total polled 254 shares by Postal Ballot, 4 share were held Invalid.

Nitin Gupta



Resolution No. 6: Special Resolution for reclassification of Promoter and Promoters Group:

| Resolution required: (Ordinary/ Special) | | | Special Resolution | | | | | |
|---|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| | | (1) | (2) | | (4) | (5) | | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 50025750 | 50025750 | 100.00% | 50025750 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 100.00% | 0.00% |
| | Postal Ballot (if applicable) | | 0 | 0.00% | 0 | 0 | 100.00% | 0.00% |
| | Total | 50025750 | 50025750 | 100.00% | 50025750 | 0 | 100.00% | 0.00% |
| Public-Institutions | E-Voting | 3081354 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Postal Ballot (if applicable) | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Total | 3081354 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| Public-Non Institutions | E-Voting | 15403260 | 1530024 | 9.93% | 1526387 | 3637 | 99.76% | 0.24% |
| | Poll | | 0 | 0.00% | 0.00% | 0 | 0.00% | 0.00% |
| | Postal Ballot (if applicable) | | 254* | 0.00% | 250 | 0 | 100.00% | 0.00% |
| | Total | 15403260 | 1530278 | 9.93% | 1526637 | 3637 | 99.76% | 0.24% |
| Total | | 68510364 | 51556028 | 75.25% | 51552387 | 3637 | 99.99% | 0.01% |

*Out of total polled 254 shares by Postal Ballot, 4 share were held Invalid.

Nitin Gupta





Pradeep Pincha
Practicing Company Secretary

Report of Scrutinizer on Postal Ballot including remote e-Voting

[Pursuant to Section 110, 108 of the Companies Act, 2013 and the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman/Board of Directors
Gravita India Limited
'Saurabh', Chittora Road, Harsulia Mod,
Diggi-Malpura Road, Tehsil-Phagi,
Jaipur-303 904 (Rajasthan)

Sub: Report of Scrutinizer on passing of the resolutions through Postal Ballot as set-out in the Postal Ballot Notice dated 22nd day of April, 2017.

Dear Sir(s),

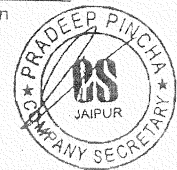
I, Pradeep Pincha, Practicing Company Secretary have been appointed by the Board of Directors of the Company at its meeting held on 22nd day of April, 2017 as a Scrutinizer for conducting the postal ballot including remote e-voting process as prescribed Under Section 110 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014, as amended from time to time.

In this reference, I hereby state that the Management of the Company is responsible for the compliance of the Companies Act, 2013 read-with Rules made thereunder, SEBI Act, 1992 including the provisions of SEBI (LODR) Regulations, 2015 relating to Postal Ballot Process including remote e-Voting and my responsibility is only to the extent of making a Scrutinizers Report for ascertaining the votes cast in "Favour" or "Against" for respective resolutions as set-out in the Postal Ballot Notice dated 22nd day of April, 2017.

I submit my report as under that:

- the Notice of Postal Ballot along-with postal ballot forms and postage prepaid business reply envelope were dispatched partly in physical form and partly through e-Mail to those shareholders whose e-Mail Ids were registered with the Company, on or before 03rd May, 2017.

108, 1st Floor, Shree Mansion, G-23, Kamla Marg, Behind Rajdhani Hospital, C-Scheme, Jaipur 302001, Rajasthan
Tel.: 91-0141 4106355 | Email: ppincha@gmail.com | www.pincha.com



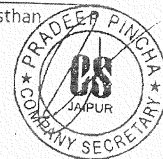


Pradeep Pincha
Practicing Company Secretary

- the Company had engaged Central Depository Services (India) Limited ("CDSL") as the service provider, for facilitating remote e-voting to the Shareholders of the Company, as permitted under Section 108, 110 of the Companies Act, 2013 read-with the Companies (Management and Administration) Rules, 2014, as amended from time to time, commencing from Thursday, 4th May, 2017, at 10.00 a.m. to Friday, 2nd June, 2017, at 5.00 p.m.
- after the time fixed for closing of the remote e-Voting i.e. 5.00 p.m. on Friday, 2nd June, 2017 a final electronic report was generated in presence of two witnesses viz. ACS Akshit Kr. Jangid and ACS Rohit Jain who are not in the employment of the Company from the website viz. www.evotingindia.com of CDSL, the service provider, for facilitating remote e-voting.
- I have received the Postal Ballot forms from the shareholders during the period starting from Thursday, 4th May, 2017 till Friday, 2nd June, 2017. All the Postal Ballot forms together with all votes cast by e-Voting through CDSL received upto 5.00 p.m. on Friday, 2nd June, 2017 being the last date fixed by the Company for receipt of Postal Ballot Forms. There were no Physical Postal Ballot Forms received till the time fixed for receiving of the Postal Ballot forms and remote e-Voting, as the case may be, were considered for my scrutiny.
- on scrutiny, I report the results of voting through postal ballot including remote e-Voting in respect of the resolution(s) as set-out in the Notice of Postal Ballot as under:

Item No. 1: Special Resolution to borrow money upto an aggregate of Rs.750.00 Crores (Rupees Seven Hundred Fifty Crores only) in excess of and in addition to the paid up capital and free reserves of the Company for the time being:

| Particular | Number of votes cast through | | | Total in Percentage (%) |
|---------------|------------------------------|-----------------|----------|-------------------------|
| | Postal Ballot | Remote e-Voting | Total | |
| Assent | 250 | 51555774 | 51556024 | 100 |
| Dissent | - | - | - | - |
| Invalid Votes | 4 | - | 4 | Negligible |
| Total | 254 | 51555774 | 51556028 | 100 |





Pradeep Pincha

Practicing Company Secretary

Item No. 2: Special Resolution to approve the Gravita Stock Appreciation Rights Scheme 2017 for the benefit of the employees of the Company:

| Particular | Number of votes cast through | | | Total in Percentage (%) |
|---------------|------------------------------|-----------------|----------|-------------------------|
| | Postal Ballot | Remote e-Voting | Total | |
| Assent | 250 | 51551617 | 51551867 | 99.992 |
| Dissent | - | 4157 | 4157 | 0.008 |
| Invalid Votes | 4 | - | 4 | Negligible |
| Total | 254 | 51555774 | 51556028 | 100 |

Item No. 3: Special Resolution to approve the Gravita Stock Appreciation Rights Scheme 2017 for the benefit of the employees of the Subsidiary Company(ies) of the Company:

| Particular | Number of votes cast through | | | Total in Percentage (%) |
|---------------|------------------------------|-----------------|----------|-------------------------|
| | Postal Ballot | Remote e-Voting | Total | |
| Assent | 250 | 51551617 | 51551867 | 99.992 |
| Dissent | - | 4157 | 4157 | 0.008 |
| Invalid Votes | 4 | - | 4 | Negligible |
| Total | 254 | 51555774 | 51556028 | 100 |

Item No. 4: Special Resolution to authorize the Employee Welfare Trust for secondary acquisition for implementation of the Gravita Stock Appreciation Rights Scheme 2017:

| Particular | Number of votes cast through | | | Total in Percentage (%) |
|---------------|------------------------------|-----------------|----------|-------------------------|
| | Postal Ballot | Remote e-Voting | Total | |
| Assent | 250 | 51551627 | 51551877 | 99.992 |
| Dissent | - | 4147 | 4147 | 0.008 |
| Invalid Votes | 4 | - | 4 | Negligible |
| Total | 254 | 51555774 | 51556028 | 100 |





Pradeep Pincha

Practicing Company Secretary

Item No. 5: Special Resolution to approve provision of money by the Company to the Employee Welfare Trust for purchase of the shares of the Company for the implementation of Gravita Stock Appreciation Rights Scheme 2017:

| Particular | Number of votes cast through | | | Total in Percentage (%) |
|---------------|------------------------------|-----------------|----------|-------------------------|
| | Postal Ballot | Remote e-Voting | Total | |
| Assent | 250 | 51551617 | 51551867 | 99.992 |
| Dissent | - | 4157 | 4157 | 0.008 |
| Invalid Votes | 4 | - | 4 | Negligible |
| Total | 254 | 51555774 | 51556028 | 100 |

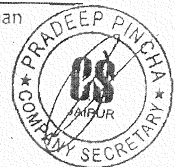
Item No. 6: Special Resolution for reclassification of Promoter and Promoters Group:

| Particular | Number of votes cast through | | | Total in Percentage (%) |
|---------------|------------------------------|-----------------|----------|-------------------------|
| | Postal Ballot | Remote e-Voting | Total | |
| Assent | 250 | 51552137 | 51552387 | 99.993 |
| Dissent | - | 3637 | 3637 | 0.007 |
| Invalid Votes | 4 | - | 4 | Negligible |
| Total | 254 | 51555774 | 51556028 | 100 |

- The Postal Ballot form, which was incomplete and/or which was otherwise found defective has been treated as invalid and kept separately.

On the basis of results produced as above in respect of all the resolutions as set out in the said Notice of the Postal Ballot, I report that all such resolution(s) have been passed as Special Resolution.

I have handed over all related papers/registers and records as well as report generated from the website of CDSL with regard to electronic voting for safe custody to the Company Secretary of the Company authorised by the Board for the purpose.

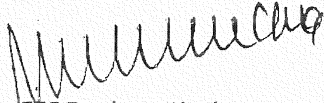


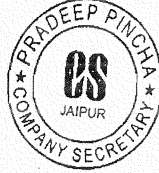


Pradeep Pincha
Practicing Company Secretary

You may accordingly declare the result of the voting by Postal Ballot including remote e-Voting.


Thanking You,
Yours faithfully,

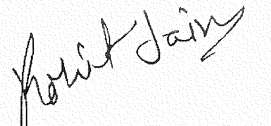

FCS Pradeep Pincha
Practicing Company Secretary
C.P. No. 4426



Date: 03rd June, 2017
Place: Jaipur

Witnesses:


1. **ACS Akshit Kr. Jangid**
Add: 108, Shree Mansion,
G-23, Kamla Marg, C-Scheme,
Jaipur-302001 (Rajasthan)


2. **ACS Rohit Jain**
Add: 108, Shree Mansion,
G-23, Kamla Marg, C-Scheme,
Jaipur-302001 (Rajasthan)

Countersigned by:

