



Report on Corporate Governance

Company's Philosophy on Corporate Governance

The Company adheres to good corporate governance practices and is constantly striving to better them and adopt emerging best practices. It is believed that adherence to business ethics and commitment to Corporate Social Responsibility would help the Company to achieve its goal of maximizing value for all its stakeholders. The Company will continue to focus its resources, strengths and strategies to achieve its vision of becoming a global leader as complete Lead solutions provider in Secondary Lead Segment, while upholding the core values of excellence, integrity and responsibility, which are fundamental to the Gravita Group.

Being Parent Company of the Gravita Group, Gravita India Ltd (herein after 'GIL' or 'the Company') has a strong legacy of fair, transparent and ethical governance practices. The Company has adopted a Code of Conduct and Insider Trading Code for its Senior Management, Designated Employees including the Board of Directors. The Insider Trading Code was amended during the year and the revised Code widens the coverage of

definition of 'Insider' coupled with addition of more definitions and change in limits of pre-dealing approvals, whilst retaining the ethos of the Gravita brand and reputation. Both these codes are available on the Company's website.

In compliance with the disclosure requirements of Clause 49 of the Listing Agreement with Stock Exchanges, the details are set out below:

Board of Directors

The current policy is to have an appropriate mix of Executive and Independent Directors to maintain the independence of the Board and to separate its functions of Governance and Management. The Board of Directors comprises of total 6 Directors divided into 3 Executive and 3 Non Executive and Independent Directors. The Composition of the Board is in line with the requirements of Clause 49 of the Listing Agreement.

The names and category of the Directors on the Board, their attendance at Board Meetings during the year and also the number of Directorships and Committee Memberships held by them in other Companies are given below:

Name	Category	Whether Attended AGM held on 6th August 2012	No of Directorships# in other Public companies as on 31.03.2013	No. of committee positions held in other Public Companies as on 31.03.2013	
				Chairman	Member
Dr. Mahavir Prasad Agarwal	Executive & Promoter	Yes	3	NIL	NIL
Mr. Rajat Agrawal	Executive and Promoter	Yes	3	NIL	NIL
Mr. Rajeev Surana	Executive and Promoter	Yes	2	NIL	1
Mr. Dinesh Kumar Govil	Non-Executive Lead Independent	Yes	2	2	NIL
Mr. Yogesh Mohan Kharbanda	Non-Executive Independent	No	1	NIL	1
Mr. Arun Kumar Gupta	Non-Executive Independent	No	NIL	NIL	NIL

#Directorship does not include Directorships held in Private and Foreign Companies.

##Dr. Mahavir Prasad Agarwal, Executive Director of the Company is the Father of Mr. Rajat Agrawal, Managing Director of the Company. Other than the aforesaid there are no inter-se relationships among the Directors.

Board Meetings

Dates of Board meetings are fixed in advance and agenda is circulated generally one week before the meeting by Company Secretary to the Board Members along with comprehensive background information on the items in the agenda to enable Board to deliberate on relevant points and arrive on informed decision. All relevant information related to the

working of the Company, including the information required as per Listing Agreement is made available to Board. Apart from physical meetings, the Board also considers and approve certain matters by circular resolutions, which are put before the next Board Meeting for information and ratification of the Board. The attendance record of Board meetings held during the year 2012-13 is as follows:

Sl. No.	Date of Meeting	Board Strength	No. of Directors Present
1	May 11th, 2012	6	4
2	May 25th, 2012	6	5
3	July 25th, 2012	6	4
4	August 06th, 2012	6	4
5	August 17th, 2012	6	4
6	October 23rd, 2012	6	4
7	October 31st, 2012	6	4
8	January 28th, 2013	6	5
9	March 05th, 2013	6	4

Attendance of each Director at the Board Meetings and Last Annual General Meeting (AGM):

Name of Director	Board Meetings held during the year	Meetings Attended	Whether present at Last AGM (held on 6th August 2012)
Dr. Mahavir Prasad Agarwal	9	9	Yes
Mr. Rajat Agrawal	9	9	Yes
Mr. Rajeev Surana	9	8	Yes
Mr. Dinesh Kumar Govil	9	9	Yes
Mr. Yogesh Mohan Kharbanda	9	1	No
Mr. Arun Kumar Gupta	9	2	No

The Company had adopted the Code of Conduct for all Directors and Senior Management Personnel of the Company, which is available on the website of the company at www.gravitaindia.com. The Code is applicable to all the Board members and Senior Management Personnel. Further, all the Board members and Senior Management Personnel (as per Clause 49 of the Listing Agreement) have affirmed the compliance with the respective Code of Conduct. A declaration to this effect signed by the Managing Director forms part of this report.

Audit Committee

The Audit Committee of the Company is formed in line with the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges read with Section 292A of the Companies

Act, 1956. Mr. Dinesh Kumar Govil is the Chairman of Audit Committee. All the members of Audit Committee are financially literate and possess thorough knowledge of accounting principles.

Mrs. Leena Jain Company Secretary of the Company acted as Secretary to the Audit Committee.

Dates of Audit Committee Meetings held during the year 2012-13:

- May 25th, 2012
- July 31st, 2012
- August 17th, 2012
- October 30th, 2012
- January 28th, 2013

Composition of Audit Committee and Attendance:

Name of Member	Composition as on March 31st , 2013	Number of Meetings held during the year	No of Meetings At-tended
Mr. Dinesh Kumar Govil	Chairman	5	5
Mr. Yogesh Mohan Kharbanda	Member	5	1
Mr. Arun Kumar Gupta	Member	5	4

The Terms of Reference of the Audit Committee are broadly as follows:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Statutory Auditor and the fixation of audit fees.

- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

- Reviewing, with the Management, the Annual Financial Statements before submission to the Board for approval, with particular reference to:

a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Clause (2AA) of Section 217 of the Companies Act, 1956;

- b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by Management;
 - d) Significant adjustments made in the financial statements arising out of audit findings;
 - e) Compliance with listing and other legal requirements relating to financial statements;
 - f) Disclosure of any related party transactions;
 - g) Qualifications in the draft audit report.
- Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval
 - Reviewing, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue among others), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 - Reviewing, with the Management, performance of statutory and internal auditors, and adequacy of the internal control systems.
 - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

- Discussion with internal auditors any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower mechanism, in case the same is existing.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Remuneration Committee

Composition: The Company's Remuneration Committee comprises of three Non-executive and Independent Directors.

During the financial year 2012-13 the Remuneration Committee met one time on July 31st, 2012.

Remuneration Policy

The remuneration of Executive/Non-Executive Directors is governed by the external competitive environment, track record, potential, individual performance and performance of the Company as well as industry standards.

Details of Remuneration paid to Directors during 2012-13

(Amount in `)

Name of Director	Designation	Salary and other Allowances	Stock Options	Total
Dr Mahavir Prasad Agarwal	Chairman	36,00,000	Nil	36,00,000
Mr. Rajat Agrawal	Managing Director	36,00,000	Nil	36,00,000
Mr. Rajeev Surana	Whole-Time Director	24,00,000	Nil	24,00,000

Notes:

- The Company does not have any pecuniary relationship with any Non-Executive Independent Directors except for reimbursement of travelling expenses to the Directors for attending Board Meeting. No sitting fee is paid for attending the meetings of Committees of Directors.
- None of the Independent Directors have any shareholding of the Company.

Shareholders' / Investors' Grievance Committee

Composition

The Company has a Shareholders' / Investors' Grievance Committee of Directors to look into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend/notices/annual reports, etc.

The Committee comprises of three Directors including Non-Executive Independent Director, Mr. Dinesh Kumar Govil, who chair the Committee.

No. of Meetings

The Committee met 2 (Two) times during the financial year 2012-13 viz. May 30th, 2012 and January 2nd 2013.

Details of Composition as well as Attendance record of the Shareholders' / Investors' Grievance Committee Meetings held during 2012-13

Name of Members	Designation	No. of Meetings held during the year	Meetings Attended
Mr. Dinesh Kumar Govil	Chairman	2	2
Dr Mahavir Prasad Agarwal	Member	2	2
Mr. Rajeev Surana	Member	2	2

Terms of Reference

The role of Shareholders Committee involves:

- To consider and review shareholders'/ investors' grievances and complaints and ensure that all shareholders'/ investors' grievances and correspondence are attended to expeditiously and satisfactorily unless constrained by incomplete documentation and/ or legal impediments.
- To approve and register transfers and transmission of Equity Shares.
- To Sub-Divide, Consolidate and/or replace any share Certificate of the Company.
- To authorize affixation of Common Seal of the Company to Share Certificates.
- To do all other acts and deeds as may be necessary or incidental to the above.

Compliance Officer

Mrs Leena Jain, Company Secretary is the Compliance Officer for complying with the requirements of Securities Laws and the Listing Agreements with the Stock Exchanges in India.

Status of Investor Complaints

The Company received 33 complaints from investors which were resolved well in stipulated time by the Company and there were no complaints pending with the Company or its Share Transfer Agents as on 31st March, 2013.

The majority of complaints were regarding non-receipt of dividend warrants and/or Non-receipt of the refund of the money invested in the IPO.

Compensation Committee

In terms of the requirement of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, the Company has constituted the Compensation Committee comprising of three Directors, two of whom are Non-Executive Independent Directors and one is Executive Director. The Chairman of Compensation Committee is Mr. Dinesh Kumar Govil.

No. of Meetings

The Committee met 2 (Two) times during the financial year 2012-13 namely May 21st, 2012 and July 5th 2012.

Details of Composition as well as Attendance record of the Compensation Committee Meeting held during 2012-13

Name of Members	Designation	No. of Meetings held during the year	Meetings Attended
Mr. Dinesh Kumar Govil	Chairman	2	2
Mr. Rajat Agrawal	Member	2	2
Mr. Yogesh Mohan Kharbanda	Member	2	Nil

Terms of Reference

The role of Compensation Committee involves:

- The quantum of Options to be granted under the Gravita ESOP 2011 per Eligible Employee and in the aggregate;
- The time and manner in which the Options are to be Granted;
- The number of tranches in which the Options are to be Granted, the number of Options to be Granted in each such tranche and the determination of Eligible Employees to whom the Options are to be granted;
- The criteria for determining the number of Options to be granted to each Eligible Employee;
- The assignment of weightage and such other criteria as may be determined by the Board to grade each Eligible Employee;
- The terms and conditions subject to which the Options Granted would vest in each Eligible Employee and the Vesting Period;
- The terms and conditions subject to which and the time period within which the Options vested shall be exercised by the Eligible Employee;
- The Exercise Price for each Option;
- The number of Options to be apportioned/allocated for various grades of Eligible Employees;
- The number of Options to be granted to each Eligible Employee;
- Obtaining permissions from, making periodic reports to regulatory authorities, as may be required and ensuring compliance with all guidelines applicable to the Gravita ESOP 2011;
- Framing appropriate procedures and policies for granting, vesting and exercising of Options.
- The number of Options reserved, if any, for Grant to new employees and directors who provide services to the Company in future and become Eligible Employees;

- The Exercise Period within which an Eligible Employee should Exercise an Option and that Option would lapse on failure to Exercise the Option within such Exercise Period;
- The specified time period within which an Eligible Employee shall Exercise the Vested Options in the event of termination or resignation of such Eligible Employee;
- Procedure for making a fair and reasonable adjustment to the number of Options and to the Exercise Price in case of corporate actions;
- Conditions under which an Eligible Employee shall have the right to exercise all the Options vested in him at one time or at various points of time within the Exercise Period;
- Conditions under which Vesting under the Gravita ESOP 2011 shall be accelerated at the discretion of the Board;
- Treatment of Unvested Options upon termination of employment, or upon a Director ceasing to hold office;
- Stipulating necessary guidelines and/or requirements for any mandatory Exercise of Options by the Eligible Employees;
- The grant, vest and exercise of Option in case of Eligible Employees who are on long leave or are guilty of misconduct or violation of Company's policies; and
- Procedure for cashless exercise of options.

Investment Committee

An Investment Committee was constituted on 10th August, 2011. The Committee comprises of three Directors all of whom are Executive Directors.

No. of Meetings

During the financial year 2012-13, 6 (six) Investment Committee meetings were held on the following dates:

- May 08th, 2012
- June 27th, 2012
- September 12th, 2012
- December 26th, 2012
- January 2nd, 2013
- February 21st, 2013

Details of Composition as well as Attendance record of the Investment Committee Meetings held during 2012-13

Name of Members	Designation	No. of Meetings held during the year	Meetings Attended
Mr. Rajat Agrawal	Member	6	5
Mr. Rajeev Surana	Member	6	6
Dr. Mahavir Prasad Agarwal	Member	6	6

Terms of Reference

The role of Investment Committee involves:

- To make decisions about investments to be made by the Company in various overseas ventures whether by way of Equity or Capitalization of Exports or by way of loan;
- To make decisions about investments to be made by the Company in shares, stocks, units of mutual funds, subscription to public issues of other companies etc; and

- To make decisions about disinvestments/ alienation/ sale/ transfer/ gift or pledge of any of the investments made in clause mentioned above which the Committee may consider most beneficial in the interest of the Company.

General Body Meetings

- The details of General Meetings held in the last three years are given below:

S.No.	AGM	Date	Time	Venue	No. of Special Resolutions passed
1.	18th AGM	15.09.2010	11.00 A.M.	"Saurabh Farms", Chittora Road, Harsulia Mod, Diggi-Malpura, Tehsil-Phagi, Jaipur	Nil
2.	19th AGM	27.07.2011	04.30 P.M.	Fortune Park, Bellacasa, Cityplex, 1 Ashram Marg, Tonk Road, Jaipur-302018	6
3.	20th AGM	06.08.2012	11.30 A.M.	"Saurabh Farms", Chittora Road, Harsulia Mod, Diggi-Malpura, Tehsil-Phagi, Jaipur	Nil

- No Extra-Ordinary General Meeting of the Shareholders was held during the year.
- None of the resolutions proposed for the ensuing Annual General Meeting need to be passed by Postal Ballot.

Resolutions passed by way of conducting the Postal ballot:

During the year under consideration, pursuant to the provisions of Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, resolutions through Postal Ballot in respect of the following special business were passed on 11th May 2012:-

- For sub-dividing the equity shares of the Company, including the paid-up shares, such that each existing equity share of the Company of the face value of ` 10/- (Rupees Ten) each be sub-divided into five equity shares

of the face value of ` 2/- (Rupees Two) each- Passed as an Ordinary Resolution

- For alteration of Capital Clause of the Company- Passed as an Ordinary Resolution
- For change in Investment plans of the Company from IPO funds- Passed as a Special Resolution

The Company had appointed Mr. Pradeep Pincha, Practising Company Secretary, as Scrutinizer for conducting the entire Postal Ballot process, who submitted his Report to the Managing Director after completing the scrutiny and the

result of the voting by Postal Ballot was declared on Thursday, 11th May 2012 at 4.00 p.m. at the Corporate Office of the Company. The date of declaration of result was deemed to be date of passing of the said Resolution. The result of the postal

ballot was also displayed at website of the Company (www.gravitaindia.com). A synopsis of the results submitted by the scrutinizer are as follows:

Particulars	Resolution No. 1			Resolution No.2			Resolution No.3		
	No. of Postal Ballot Forms	No. of Shares	% of Total Paid up Equity Capital	No. of Postal Ballot Forms	No. of Shares	% of Total Paid up Equity Capital	No. of Postal Ballot Forms	No. of Shares	% of Total Paid up Equity Capital
Total Postal Ballot Forms received	75	10031719	73.65	75	10031719	73.65	75	10031719	73.65
Less: Invalid Postal Ballot Forms (as per register)	12	425	0.003	12	425	0.003	12	425	0.003
Net valid Postal ballot Forms (as per register)	63	10031294	73.65	63	10031294	73.65	63	10031294	73.65
Postal Ballot Forms - in favour of the resolution	63*	10031292	73.65	61*	10031262	73.65	61*	10031237	73.65
Postal ballot Forms -against the resolution	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Neutral (Blank)	1*	2	Negligible	3*	32	Negligible	3*	57	Negligible

*1 shareholder out of total 63 valid voters, voted for 3 shares only out of his holding of 5 shares.

Pledge of Shares

No Pledge has been created over the Equity Shares held by the Promoters and/or Promoters Group Shareholders as on 31st March 2013.

Review of legal compliance reports

During the year, the Board periodically reviewed reports placed by the management with respect to compliance of various laws applicable to the Company. The Internal Auditors also review the compliance status and report to the Audit Committee.

Disclosures

- **Financial Statements/Accounting treatments:** In the preparation of Financial Statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.
- **Materially Significant Related Party Transactions:** There have been no materially significant related party transactions, pecuniary transactions or relationships

between the Company and its Directors that may have potential conflict with the interests of the Company.

- **Disclosure on Risk Management:** The Board is periodically informed about the key risks and their minimization procedures. Business risk evaluation and management is an ongoing process within the Company.
- **Details of non-compliance with regard to the capital market:** There have been no instances of non-compliance by the Company and no penalties and/or strictures have been imposed on it by stock exchanges or SEBI or any statutory authority on any matter related to the capital markets during the last three years.
- **CEO and CFO Certification:** The certificate required under clause 49(V) of the Listing Agreement duly signed by the Managing Director and General Manager (Finance) was placed before the Board and the same is also provided with this report.
- **Compliance with the mandatory requirements of**

Clause 49 of the Listing Agreement: The Company has complied with all the mandatory requirements of the Code of Corporate Governance as stipulated under the Listing Agreement. The Company has also obtained a certificate affirming the compliances from M/s Rajvanshi & Associates, Chartered Accountants, the Statutory Auditors of the Company and the same is attached to this Report.

Means of Communication

- The quarterly, half-yearly and annual results are published in either 'Business Standard' or 'Mint' in English (Delhi Edition), and in 'Nafa Nuksan' (Vernacular) in Hindi.
- The results are also posted on the Company's website www.gravitaindia.com
- The Company's Results and other Corporate Announcements are regularly sent to the BSE Limited and National Stock Exchange of India Limited.
- These Results are not sent individually to the Shareholders.
- The in-house quarterly newsletter of the Company namely 'Gravita Focus' is sent to shareholders also.
- All price sensitive information is immediately informed to Stock Exchanges before the same is communicated to general public through press releases, if any.
- **News Releases, Presentations, etc.:** Official news releases and Official Media Releases are sent to the Stock Exchanges regularly.

- **NSE Electronic Application Processing System (NEAPS):** The NEAPS is a web based application designed by NSE for Corporates. All periodical compliance filings like Shareholding Pattern, Corporate Governance Report, Media Releases, etc. are filed electronically on NEAPS.
- **BSE Corporate Compliance & Listing Centre (the "Listing Centre"):** The Listing Centre of BSE is a web based application designed by BSE for corporates. All periodical compliance filings like Shareholding Pattern, Corporate Governance Report, Media Releases, etc. are also filed electronically on the Listing Centre.
- **SEBI Online Complaints Redress System (SCORES):** The investor complaints are processed in a centralized web based complaints redressal system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report forms part of the Annual Report of Financial Year 2012-13. All matters pertaining to industry structure and developments, opportunities and threats, segment/product wise performance, outlook, risks and concerns, internal control and systems, etc. are discussed in the said report.

General Shareholder Information

a) Annual General Meeting 2013

Date	July 29th, 2013
Venue	Saurabh Farms, Chittora Road, Harsulia Mod, Diggi Malpura, Tehsil-Phagi, Jaipur- 303904 (Raj)
Time	11.30 a.m.
Financial Year	2012-13
Book Closure Dates	Wednesday, July 24th, 2013 to Monday, July 29th 2013 (Both days inclusive)
Rate of Dividend	15% (₹ 0.30 per share)
Date of Payment	Between 3 rd August 2013 to 27 th August 2013

b) Tentative Financial Calendar (For FY 2013-14)

The tentative schedule of Financial Results of the Company is as follows:

June Quarter Ending Results (Limited Reviewed)	Within 45 days from end of quarter
September Quarter Ending Results (Limited Reviewed)	Within 45 days from end of quarter
December Quarter Ending Results (Limited Reviewed)	Within 45 days from end of quarter
March Quarter/ Year Ending Results (Audited)	Within 60 days from end of financial year

c) Listing at Stock Exchanges

The Company's shares are presently listed on BSE Ltd and National Stock Exchange of India Ltd (NSE). The Company has paid Listing fees to BSE & NSE for the financial year 2013-14.

d) Stock Code

Stock Code for the Equity Shares of the Company at the respective Stock Exchanges are:

BSE Ltd : 533282

National Stock Exchange : GRAVITA

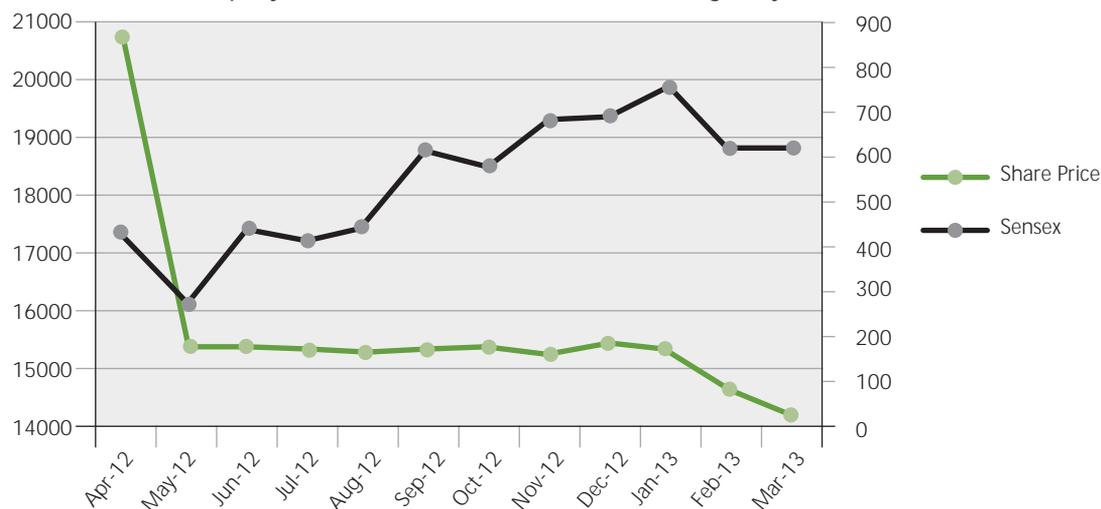
e) Stock Market Data

i. Market price data for the Financial Year 2012-13:

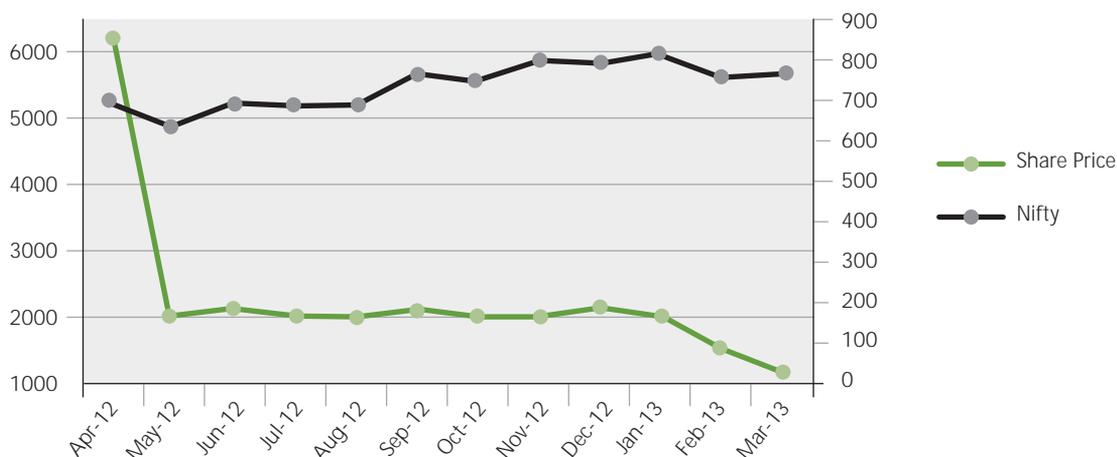
Year and Month	BSE			NSE		
	High (₹)	Low(₹)	Volume in '000 (in No.)	High (₹)	Low(₹)	Volume in '000 (In No)
April 2012	892.70	659.95	4628.180	892.20	660.05	8220.006
May 2012*	910.80	172.05*	4379.476	911.00	172.05*	5498.596
June 2012	193.25	165.15	7363.189	193.35	165.00	9202.785
July 2012	204.50	167.15	6020.954	204.50	166.90	8835.506
Aug 2012	187.00	159.95	5297.135	187.00	160.05	6051.797
Sept 2012	184.50	157.65	4956.493	184.65	135.00	6201.892
Oct 2012	181.60	164.10	4119.882	181.50	162.60	4763.800
Nov 2012	181.00	165.00	2122.556	180.70	165.30	2206.535
Dec 2012	185.90	163.40	4230.246	185.50	160.65	4945.620
Jan 2013	191.75	163.20	3030.425	191.65	163.55	3383.967
Feb 2013	168.90	88.05	2603.960	169.00	88.00	2967.367
March 2013	79.25	30.15	1054.308	79.20	30.10	1316.916

*In May 2012, the Company sub-divided its share price from ₹ 10/- per share to ₹ 2/- per share. Accordingly the Share Prices have been adjusted to one-fifth.

ii. Performance of the Company's Share Price vis-à-vis BSE Sensex during the year 2012-13



iii. Performance of the Company's Share Price vis-à-vis NSE Nifty during the year 2012-13



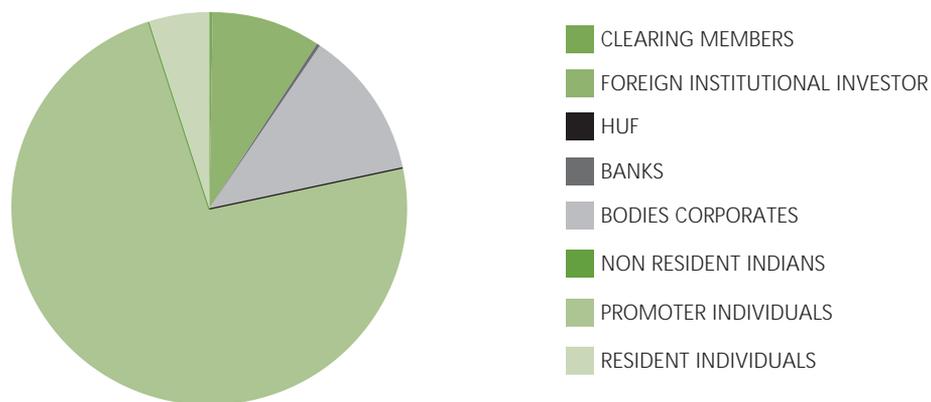
f) Distribution Schedule as on 31st March, 2013

Nominal Value of Each Equity Share is ` 2/-

No. of Equity Shares Held	No. of Share Holders	% of Share holders	No. of Shares	Amount (In `)	% of Total Shares
0001-5000	2916	93.53	499306	998612.00	0.73
5001-10000	35	1.12	132474	264948.00	0.19
10001-20000	40	1.28	308674	617348.00	0.45
20001-30000	20	0.64	245720	491440.00	0.36
30001-40000	13	0.42	226394	452788.00	0.33
40001-50000	2	0.06	43745	87490.00	0.07
50001-100000	31	0.99	1140330	2280660.00	1.67
100001 & Above	61	1.96	65530909	131061818.00	96.20
TOTAL	3118	100.00	68127552	136255104.00	100.00

g) Shareholding Pattern as on 31st March, 2013

Category	No. of Shares	Percentage
Clearing Members	206762	0.30
Foreign Institutional Investor	6195834	9.09
H U F	87274	0.13
Banks	113720	0.17
Bodies Corporates	8165488	11.99
Non Resident Indians	11199	0.02
Promoter Individuals	50056000	73.47
Resident Individuals	3291275	4.83
Grand Total	6,81,27,552	100.00



h) Share Transfer System

The Share transfer documents complete in all respects are registered and/or share transfers under objections are returned within stipulated time period.

i) Corporate Identification Number (CIN)

All the forms, returns, balance sheets, charges and all other documents, papers etc filed by the Company with the Registrar of Companies are available for inspection at the official website of Ministry of Corporate Affairs www.mca.gov.in under the Company's CIN: L29308RJ1992PLC006870.

j) Subsidiary Companies

The Company does not have a material non listed Indian Subsidiary Company, whose Turnover or Net worth exceeds

20% of the consolidated turnover or Net worth respectively of the Company and its subsidiaries in the immediately preceding accounting year, in terms of Clause 49(iii) of the Listing Agreement.

k) Reconciliation of Share Capital Audit

A Qualified Practising Company Secretary carried out the Quarterly Reconciliation of Share Capital Audit to reconcile the total admitted equity capital with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) of the total issued and listed Equity Share Capital. The Report on Reconciliation of Share Capital confirms that the total issued/paid up capital is in agreement with the total number of shares admitted in the Demat form with Depositories and that listed on Stock Exchanges.

l) Dematerialization of Shares and Liquidity

The Shares of Company are compulsorily traded in dematerialized form and are available for trading on both the depositories in India viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Equity Shares of the Company representing 99.99% of the Company's Equity Share Capital are dematerialized as on 31st March 2013 and the promoters holding of 73.47% is completely held in the dematerialized form as on 31st March 2013. The Company's Equity Shares are regularly traded on the Bombay Stock Exchange and National Stock Exchange in dematerialization form. Under the Depository system, the International Security Identification Number (ISIN) allotted to the Company's shares is INE024L01027.

m) Green Initiative In Corporate Governance

Pursuant to Circular No. 17/2011 dated 21st April 2011, Ministry of Corporate Affairs has undertaken a Green Initiative in Corporate Governance whereby the shareholders desirous of receiving notices, documents and other communication from the Company through electronic mode, can register their e-mail addresses with the Company. Your Company encourages the shareholders to register their e-mail addresses with the Company or its Registrar & Transfer Agent, KARVY COMPUTER SHARE PRIVATE LIMITED, if the shares are held in physical form and those holding shares in demat form may get their email addresses updated with the Depository Participants (DP).

n) Outstanding GDRs/ADRs/Warrants or Any Convertible Instruments

The Company has not issued GDRs / ADRs/ Warrants or any other instruments which is convertible into Equity Shares of the Company during 2012-13.

o) Address for Correspondence

Shareholder's correspondence should be addressed to the Company's RTA at the address mentioned below:

Registrar and Share Transfer Agents

Mr. M. S. Madhusudhan

General Manager

Karvy Computer Share Pvt Ltd

Plot No. 17-24, Vittal Rao Nagar,

Madhapur, Hyderabad – 500 081 Tel. : 040- 2342 0814

Email: einward.ris@karvy.com

Web site: www.karvy.com

For any further assistance, the Shareholder may Contact:

Company's Corporate Office

Company Secretary

Gravita India Limited

402, Gravita Tower, A-27B, Shanti Path, Tilak Nagar,

Jaipur – 302 004, Rajasthan, India

Tel. 0141-2623266

Email:companysecretary@gravitaindia.com

Web Site: www.gravitaindia.com

Registered Office

Gravita India Limited

'Saurabh', Chittora Road, Harsulia Mod, Diggi – Malpura,

Tehsil – Phagi, Jaipur – 303 904, Rajasthan, India

Tel. 09928070682

Email: works@gravitaindia.com, info@gravitaindia.com

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participant.

In Compliance of Clause 47(f) of the Listing Agreement, the Company has designated exclusive Email ID for redressal of Investor Grievances i.e. companysecretary@gravitaindia.com

p) Plant Locations

i. 'Saurabh', Chittora Road, Harsulia Mod, Diggi – Malpura, Tehsil – Phagi, Jaipur –303 904, Rajasthan, India.

ii. Plot No. 322, Mithirohar Industrial Estate, Mithirohar, Taluka Gandhidham, Gujarat.

iii. Plot No. PA-011-006, Mahindra SEZ, Village Kalwara, Tehsil Sanganer, Distt. Jaipur.