



**GRAVITA INDIA LIMITED**

**[CIN: L29308RJ1992PLC006870]**

Regd. Office: 'Saurabh', Chittora Road, Harsulia Mod  
Diggi-Malpura Road, Tehsil Phagi, Jaipur-303904 [Rajasthan]

**Notice of 27<sup>th</sup> Annual General Meeting**

Notice is hereby given that the **27<sup>th</sup> Annual General Meeting** of the Members of **Gravita India Limited [CIN-L29308RJ1992PLC006870]**, will be held on **Friday, 20<sup>th</sup> September, 2019** at **11.00 a.m.** at "Saurabh", Chittora Road, Harsulia Mod, Diggi-Malpura Road, Tehsil-Phagi, Jaipur-303904 (Rajasthan) to transact the following businesses:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the :
  - a) Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 together with the reports of the Board of Directors and Statutory Auditors thereon.
  - b) Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 together with the report of Statutory Auditors thereon.
2. To declare Final Dividend on Equity Shares for the Financial Year 2018-19.
3. To appoint a Director in place of Mr. Rajat Agrawal (DIN-00855284), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors of the Company, and to fix their remuneration and in this regard, to consider and if thought fit, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any of Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014, (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s Walker Chandiook & Co LLP, Chartered Accountants having Firm Registration No FRN 001076N/N500013 be and are hereby appointed as Statutory Auditors of the company in place of retiring auditors M/s Deloitte Haskins & Sells, Chartered Accountants having Firm Registration No. 015125N, to hold office from the conclusion of 27<sup>th</sup> Annual General Meeting until the conclusion of 32<sup>nd</sup> Annual General Meeting of the company to be held in the year 2024 at such remuneration plus Good and Service Tax (GST) as applicable, out of pocket expenses etc. as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

**SPECIAL BUSINESS**

**5. Appointment of Mr. Yogesh Malhotra (DIN: 05332393) as a Director of the Company:**

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

**"RESOLVED THAT** Mr. Yogesh Malhotra (DIN: 05332393), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 31<sup>st</sup> March, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company."

**6. Appointment of Mr. Yogesh Malhotra (DIN: 05332393) as Whole-time Director of the company and fixation of remuneration**

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

**"RESOLVED THAT** subject to such approvals as may be required, pursuant to section 196, 197 and 203 of Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of companies Act, 2013 (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and pursuant to recommendation of Nomination & Remuneration Committee and on approval of the Board of Directors of the Company, the consent of the members of the company be and is hereby accorded to appoint Mr. Yogesh Malhotra (DIN: 05332393) as Whole Time Director for a term of 3 years with effect from 31<sup>st</sup> March, 2019 at a remuneration and other terms and conditions as mentioned below:

## **SALARY AND PERQUISITES**

Basic - ₹1,45,670/- Per month (Rupees One lacs forty five thousand six hundred seventy only)

HRA, Perquisites & Other allowances – ₹2,88,181 (Rupees Two lacs eighty eight thousand one hundred eighty one 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.
- Wherein any financial year during the tenure of Whole Time Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Yogesh Malhotra, Whole Time Director remuneration as prescribed in Schedule V of the Companies Act, 2013, subject to approvals, if any as may be required.
- Gratuity payable as per the rules of the Company but not exceeding 15 days salary for each completed year of the service and encashment of the leave at the end of 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.

**“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-enactment 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 things, deeds, acts and matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### **7. Approval of remuneration of Mr. Rajat Agrawal (DIN: 00855284), Managing Director in terms of Regulation 17(6) (e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment:**

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

**“RESOLVED THAT** pursuant to regulation 17(6) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 read- with the provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, consent of the Members be and is hereby accorded to the continuation of payment of remuneration to Mr. Rajat Agrawal (DIN: 00855284), Managing Director as per existing terms and conditions including remuneration as approved by Members in their Annual General Meeting held on 01<sup>st</sup> September, 2018, till the expiry of his current term notwithstanding:

- i. The annual remuneration payable to Mr. Rajat Agrawal exceeds ₹5.00 crore or 2.50 per cent of the net profits of the Company, whichever is higher; or
- ii. The aggregate annual remuneration to all Executive Directors who are promoters of the Company exceeds 5 per cent of the net profits of the Company.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

### **8. Approval of remuneration of Dr. Mahavir Prasad Agarwal (DIN: 00188179), Whole-time Director in terms of Regulation 17(6) (e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment:**

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

**“RESOLVED THAT** pursuant to regulation 17(6) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 read- with the provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, consent of the Members be and is hereby accorded to the continuation of payment of remuneration to Dr. Mahavir Prasad Agarwal (DIN: 00188179), Whole Time Director as per existing terms and conditions including remuneration as approved by Members in their Annual General Meeting held on 01<sup>st</sup> September, 2018, till the expiry of his current term notwithstanding:

- i. The annual remuneration payable to Dr. Mahavir Prasad Agarwal exceeds ₹5.00 crore or 2.50 per cent of the net profits of the Company, whichever is higher; or
- ii. The aggregate annual remuneration to all executive Directors who are promoters of the Company exceeds 5 per cent of the net profits of the Company.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

**9. Payment of Remuneration to Cost Auditors for Financial Year 2019-2020**

**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 appointed by the Board of Directors as Cost Auditors to conduct the audit of cost records of the Company for the financial year ending 31<sup>st</sup> March, 2020, be and is hereby ratified and confirmed.”

**10. Re-appointment of Mrs. Chanchal Chadha Phadnis (DIN: 07133840) as an Independent Director for a second term of 5 (five) years:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Rules made thereunder read with Schedule IV to the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company, and subject to such other laws, rules and regulations as may be applicable in this regard, Mrs. Chanchal Chadha Phadnis (DIN: 07133840), who was appointed as an Independent Director of the Company for a term of 5 consecutive year(s) and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director be and is hereby re-appointed as an Independent Director for a further term of Five (5) consecutive years from 24<sup>th</sup> March, 2020 to 23<sup>rd</sup> March, 2025.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company for the time being are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard.”

By Order of the Board of Directors

**Sd/-**

**Date: 14<sup>th</sup> August, 2019**

**Place: Jaipur**

**Nitin Gupta  
Company Secretary  
FCS:9984**

**NOTES:-**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY STAMPED, FILLED AND SIGNED INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, MUST BE DEPOSITED AT THE CORPORATE OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE COMMENCEMENT OF THE MEETING.**
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. 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.
4. Members and Proxies attending the Meeting are requested to bring their attendance slip duly filled along with their copy of Annual Report to the Meeting.
5. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
6. The Register of Members and Share Transfer books of the Company shall remain closed from Friday, 13<sup>th</sup> September, 2019 To Friday, 20<sup>th</sup> September, 2019 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares.
7. Payment of Dividend as recommended by the Directors, if approved at the Meeting, will be made to those members whose names are on the Company's Register of Members at the end of business hours of 12<sup>th</sup> September, 2019 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.
8. 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.
9. 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 :

<b>Financial Year Ended</b>	<b>Nature of Amount</b>
31 <sup>st</sup> March, 2012	Interim Dividend
31 <sup>st</sup> March, 2012	Final Dividend
31 <sup>st</sup> March, 2013	Interim Dividend
31 <sup>st</sup> March, 2013	Interim Dividend
31 <sup>st</sup> March, 2013	Final Dividend
31 <sup>st</sup> March, 2014	Interim Dividend
31 <sup>st</sup> March, 2014	Final Dividend
31 <sup>st</sup> March, 2015	Final Dividend
31 <sup>st</sup> March, 2016	Final Dividend
31 <sup>st</sup> March, 2017	Final Dividend
31 <sup>st</sup> March, 2018	Final Dividend

10. 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 01<sup>st</sup> September, 2018 (date of last Annual General Meeting) on the website of the Company at <http://www.gravitaIndia.com/investors/iepf-details>.
11. 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 / Karvy Fintech Pvt. Ltd. (RTA of the Company) quoting reference of the Registered Folio Number.
12. 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.
13. 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.

14. The certificate, from M/s Deloitte Haskins & Sells, Chartered Accountants, the Statutory Auditors of the Company for the financial year 2018-19, 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.
15. 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.
16. Disclosure of inter-se relationships between directors and shareholding of Independent Directors as per SEBI (LODR), Regulations 2015 is disclosed in Corporate Governance Report of the Company for F.Y. 2018-19.
17. 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 at the ensuing Annual General Meeting under Item Nos. 5,6,7,8 and 10 of the Notice is as under:

<b>Particulars</b>	<b>Mrs. Chanchal Chadha Phadnis</b>	<b>Mr. Yogesh Malhotra</b>	<b>Mr. Rajat Agrawal</b>	<b>Dr. Mahavir Prasad Agarwal</b>
<b>Date of Birth</b>	24 <sup>th</sup> February, 1954	08 <sup>th</sup> July, 1968	09 <sup>th</sup> August, 1967	01 <sup>st</sup> March, 1934
<b>Nationality</b>	Indian	Indian	Indian	Indian
<b>Date of first appointment on Board</b>	24 <sup>th</sup> March, 2015	31 <sup>st</sup> March, 2019	04 <sup>th</sup> August, 1992	04 <sup>th</sup> August, 1992
<b>Brief Profile, Qualification and Expertise in specific functional Areas</b>	Mrs. Chanchal Chadha Phadnis is a professional banker having 36 years of rich and varied exposure in the field of Banking Industry. She has served as administration head of SBI's Delhi Zone and incharge HRM & Training of Jaipur Zone. She has also served as an advisor of BIFR, Ministry of Finance for a period of 5 years by providing her expertise in financial, legal and banking related matters. In addition, she has also acted as member and chairperson of "Internal Complaints Committee on Prevention of Sexual Harassment at Workplace" of State Bank of India, Local Head Office, New Delhi	Mr. Yogesh Malhotra aged about 50 years is an Engineering graduate with a BE (Mechanical) degree from MREC, Jaipur and an MBA from National University of Singapore. He has Over 25 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.	Mr. Rajat Agrawal aged about 51 years is a Bachelor of Engineering from MNIT, Jaipur and carry rich experience of over 26 years in establishing and handling manufacturing operations. He has attended various management development programmes and has participated in, and contributed to, many prestigious international industry conferences. He has also attended OPM, an advanced management programme at the Harvard Business School, USA. Mr. Agrawal has been instrumental in transforming the Indian Lead Recycling industry with his progressive outlook. Under his leadership, the Gravita group has grown leaps & bounds, into a true Indian multinational, with subsidiaries in more than 14 countries across continents.	Dr. Mahavir Prasad Agarwal aged about 85 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.
<b>Number of Shares held in the Equity Capital of the Company</b>	Nil	26,506 Equity shares of ₹2/- each	Mr. Rajat Agrawal holds 47.33% equity shares of total share capital of the Company.	Dr. M.P. Agarwal is Trustee of Agrawal Family Private Trust which holds 25.12% shareholding of the Company

<b>Directorship/ Committee memberships in other companies:</b>	Nil	Directorships :  Noble Buildestate Private Limited  Gravita Impex Private Limited	Directorships : Gravita Infotech Limited Saurabh Farms Limited Devonic Ventures Private Limited  Committee Membership : NIL	Directorships : Gravita Infotech Limited Saurabh Farms Limited Shah Buildcon Private Limited Jalouses (India) Private Limited Karvrish Assets Private Limited Karvrish Resources Private Limited Committee Membership : NIL
<b>Relationship with other directors Manager and other Key Managerial Personnel of the company</b>	Nil	Nil	Dr. Mahavir Prasad Agarwal is Father of Mr. Rajat Agrawal Managing Director of the Company apart from this there is no relationship of Mr. Agrawal from any Directors and KMP's of the Company.	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.
<b>Number of Meetings of the Board attended during the year</b>	During F.Y. 2018-19 total 8 (eight) meetings were held and Mrs. Chanchal Chadha Phadnis attended 6 (Six) Board Meetings.	Mr. Yogesh Malhotra did not attend any Board meeting of the company in F.Y. 2018-19 as he was appointed w.e.f 31 <sup>st</sup> March, 2019.	During F.Y. 2018-19 total 8 (eight) meetings were held and Mr. Rajat Agrawal attended 6 (six) Board Meetings.	During F.Y. 2018-19 total 8 (eight) meetings were held and Dr. Mahavir Prasad Agarwal attended 8 (eight) Board Meetings.

18. Electronic copy of Annual Report 2018-19 and Notice of the 27<sup>th</sup> Annual General Meeting of the Company inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. For members who have not registered their email address, physical copies of the Notice of the 27<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
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 compliance with provisions of Section 108 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 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 instructions for members for voting electronically are as under:-

- (i) The e-voting period begins on Tuesday 17<sup>th</sup> September, 2019 at 09.00 a.m. and ends on Thursday, 19<sup>th</sup> September, 2019 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. 13<sup>th</sup> September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<p>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.</p> <ul style="list-style-type: none"> <li>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).</li> </ul>

- (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 & enter 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.**
- (xx) 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](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.

(xxi) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

By Order of the Board

**Sd/-**

**Nitin Gupta**  
**Company Secretary**  
**FCS: 9984**

**Date: 14<sup>th</sup> August, 2019**

**Place: Jaipur**



## **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**

The Members of the Company at the 22<sup>nd</sup> Annual General Meeting ('AGM') held on 02<sup>nd</sup> August, 2014 approved the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, as the Auditors of the Company for a period of five years from the conclusion of the said AGM. M/s Deloitte Haskins & Sells will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014. The present remuneration of M/s Deloitte Haskins & Sells, Chartered Accountants for conducting the audit for the financial year 2018-19 is ₹31.00 Lacs plus Goods and Services tax as applicable, and reimbursement of out-of-pocket expenses incurred.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s Walker Chandiook & Co LLP Chartered Accountants, as the Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 32<sup>nd</sup> AGM. On the recommendation of the Committee, the Board also recommended for the approval of the Members, the remuneration of M/s Walker Chandiook & Co LLP Chartered Accountants for the financial year 2019-20 as ₹30.50 Lacs plus Goods and Services Tax as applicable, and reimbursement of out-of-pocket expenses incurred.

The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s Walker Chandiook & Co LLP Chartered Accountants to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s Walker Chandiook & Co LLP Chartered Accountants have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. The Board recommends this Resolution for your approval.

#### **ITEM NO. 5 AND 6**

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Yogesh Malhotra as Additional Director of the Company with effect from 31<sup>st</sup> March, 2019 in accordance with Section 161 of the Act. He holds office up to the date of the Annual General Meeting of the Company. The Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director.

Further, as recommended by Nomination & Remuneration Committee and approved by Board of Directors at their respective meetings held on 31<sup>st</sup> March, 2019, Mr. Yogesh Malhotra was appointed as Whole Time Director of the Company for a period of 3 years w.e.f. 31<sup>st</sup> March, 2019 subject to the approval of the members of the Company. In terms of the provisions of Companies Act, the Nomination and Remuneration Committee of the Board and the Board of Directors have appointed him on the current remuneration of ₹55.00 Lacs (which includes Provident fund and Gratuity) and excludes Performance Incentive. In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to him with the prior approval of the Central Government or in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act as the case may be.

#### **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	2017-18	2018-19
Total Revenue	796.57	1059.35
Profit Before Tax	36.27	24.10
Net Profit After Tax	25.46	18.95
EPS	3.71	2.76

- 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 50 years is an Engineering graduate with a BE (Mechanical) degree from MREC, Jaipur and an MBA from National University of Singapore. He has Over 25 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**

Not Applicable as he is appointed as new director on the board of the company. Earlier than that he was working as SBU Head-Plastics in the Company

**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:**

The major reason for loss/inadequate profit is due to downfall in average LME prices in F.Y. 2018-19 resulting in reduction of selling prices. Apart from this the other reasons for loss were increased Employee Cost, Finance Cost coupled with Forex Losses

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

The company will focus on increasing its margins and profitability by enhancing its value-added products segment. The company has plans to establish some more scrap collection yards to have deep routed procurement network which will result in increased volumes of local scrap at cheaper prices. Also the company is increasing its customer base to have better sales realization for its plastic products.

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

Considering the above mentioned measures and best management efforts coupled with favorable market conditions the company is expecting a growth of 15% in bottom line.

**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 2018-19.

The resolutions and explanatory statement will be deemed to be as written memorandum executed between the company and Mr. Yogesh Malhotra. Further, Mr. Yogesh Malhotra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Whole Time Director of the Company.

The Board of Directors is of the opinion that knowledge and experience Mr. Yogesh Malhotra will be of immense value to the Company. The Board, therefore, recommends the approval of the resolutions set out at item no. 5 and 6 of the Notice convening the Meeting.

Except Mr. Yogesh Malhotra, being the proposed appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

**ITEM NO. 7**

In terms of Regulation 17 (6) (e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on May 9, 2018 ("Amended Listing Regulations"), the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

- i. the annual remuneration payable to such executive director exceeds ₹5.00 crore or 2.50 per cent of the net profits of the listed entity, whichever is higher; or
- ii. where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity:

Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such director. Mr. Rajat Agrawal (DIN: 00855284) was re-appointed as Managing Director for a term of three years effective from 25th September, 2018 and his remuneration was also approved by the Members of the Company in their Annual General Meeting held on 01st September, 2018 by way of Special Resolution. In order to comply with the requirement of Amended Listing Regulations and on recommendation of Board of Directors, approval of Members by way of Special Resolution is sought for paying him remuneration even if the annual aggregate remuneration payable to Mr. Rajat Agrawal, Managing Director and Dr. Mahavir Prasad Agarwal, Whole Time Director, exceeds 5% of the net profit of the Company as calculated under section 198 of the Companies Act in any year during the remaining tenure of his appointment.

The Board of Directors recommended the resolution at Item No. 7 of the Notice for approval of Members by Special Resolution.

Mr. Rajat Agrawal, who is interested himself and Dr. Mahavir Prasad Agarwal, Whole-time Director, being father of Mr. Rajat Agrawal are interested in the resolution

Apart from above none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

#### **ITEM NO. 8:**

In terms of Regulation 17 (6) (e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on May 9, 2018 ("Amended Listing Regulations"), the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

- i. the annual remuneration payable to such executive director exceeds ₹5.00 crore or 2.50 per cent of the net profits of the listed entity, whichever is higher; or
- ii. where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity:

Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such director. Dr. Mahavir Prasad Agarwal (DIN: 00188179) was re-appointed as Whole Time Director for a term of three years effective from 01<sup>st</sup> April, 2018 and his remuneration was also approved by the Members of the Company in their Annual General Meeting held on 01<sup>st</sup> September, 2018 by way of Special Resolution. In order to comply with the requirement of Amended Listing Regulations and on recommendation of Board of Directors, approval of Members by way of Special Resolution is sought for paying him remuneration even if the annual aggregate remuneration payable to Dr. Mahavir Prasad Agarwal, Whole Time Director and Mr. Rajat Agarwal, Managing Director, exceeds 5% of the net profit of the Company, as calculated under section 198 of the Companies Act, in any year during the remaining tenure of his appointment.

The Board of Directors recommended the resolution at Item No. 8 of the Notice for approval of Members by Special Resolution.

Dr. Mahavir Prasad Agarwal, who is interested himself and Mr. Rajat Agrawal, Managing Director, being son of Dr. Mahavir Prasad Agarwal are interested in the resolution

Apart from above none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

#### **ITEM NO. 9:**

The Board of Directors, at its Meeting held on 28<sup>th</sup> May, 2019, 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, 2020 at a remuneration of ₹55,000/- excluding the reimbursement of Goods and Service Tax.

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. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending 31<sup>st</sup> March, 2020.

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. 9 of the Notice for approval by the Members.

**ITEM NO. 10:**

Mrs. Chanchal Chadha Phadnis was appointed as an Independent Non-Executive Director of the Company by the members at the 23<sup>rd</sup> AGM of the Company held on 8th August, 2015 for a period of five consecutive years commencing from 24<sup>th</sup> March, 2015 upto 23<sup>rd</sup> March, 2020.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Chanchal Chadha Phadnis, being eligible for re-appointment as an Independent Director, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 24<sup>th</sup> March, 2020 to 23<sup>rd</sup> March, 2025."

The Company has received declaration from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has also given her consent to continue to act as Director (category independent) of the Company, if so appointed by the members.

As required under Section 160 of the Companies Act, 2013, Notice has been received from a member proposing the candidature of Mrs. Chanchal Chadha Phadnis for the Office of Director of the Company. Further as per Schedule IV of Companies Act, 2013 the re-appointment of independent director shall be on the basis of report of performance evaluation therefore as per performance evaluation done by Nomination and Remuneration Committee and Board of Directors of the company the performance of Mrs. Chanchal Chadha Phadnis is found satisfactory. Therefore on recommendation of Nomination & Remuneration Committee the Board of the Company at its meeting held on 28<sup>th</sup> May, 2019 has also re-commended the said appointment.

In the opinion of the Board, Mrs. Chanchal Chadha Phadnis fulfills the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her reappointment as an Independent Non-Executive Director of the Company and is independent of the management.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Chanchal Chadha Phadnis as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mrs. Chanchal Chadha Phadnis as an Independent Director for another term of five consecutive years with effect from 24<sup>th</sup> March, 2020 to 23<sup>rd</sup> March, 2025, for the approval by the shareholders of the Company.

By Order of the Board

**Sd/-**

**Date: 14<sup>th</sup> August, 2019**

**Place: Jaipur**

**Nitin Gupta**  
**Company Secretary**  
**FCS: 9984**



**GRAVITA INDIA LIMITED**

**(CIN: L29308RJ1992PLC006870)**

**Regd. Office: 'Saurabh', Chittora Road, Harsulia Mod**

**Diggi Malpura Road, Tehsil Phagi, Jaipur-303904 (Rajasthan)**

**FORM MGT-11**

**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member (s): .....

E-mailId: .....

Registered address:.....

Folio/Client Id:.....

DP ID:.....

I/We, being the member (s) of ..... Shares of the above named company, hereby appoint:

1) Name:.....Address.....

E-mail id.....Signature..... or failing him/her

2) Name:.....Address.....

E-mail id.....Signature..... or failing him/her

3) Name:.....Address.....

E-mail id.....Signature..... or failing him/her

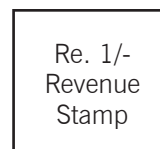
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, 20<sup>th</sup> September, 2019 at 11.00 a.m. at "Saurabh", Chittora Road, Harsulia Mod, Diggi Malpura Road, Tehsil Phagi, Jaipur, 303904 (Rajasthan) and at any adjournment thereof in respect of such resolutions as are indicated below:

I/We wish my above proxy(ies) to vote in the manner as indicated in the box below:

S. No.	Description of Resolutions	For	Against
<b>Ordinary Business</b>			
1	To receive, consider and adopt the : a). Audited Standalone Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2019 together with the reports of the Board of Directors and Auditors thereon. b). Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2019 together with the report of Auditors thereon		
2	Approval of final dividend for F.Y. 2018-19		
3	Appointment of Director in place of Mr. Rajat Agrawal (DIN: 00855284) who retires by rotation and being eligible, offers himself for re-appointment.		
4	Appointment of Statutory Auditors for a period of 5 Years		
<b>Special Business</b>			
5	Appointment of Mr. Yogesh Malhotra (DIN: 05332393) as a Director of the Company		
6	Appointment of Mr. Yogesh Malhotra (DIN: 05332393) as Whole-time Director of the company and fixation of remuneration		
7	Approval of remuneration of Mr. Rajat Agrawal (DIN: 00855284), Managing Director in terms of Regulation 17(6) (e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment		
8	Approval of remuneration of Dr. Mahavir Prasad Agarwal (DIN: 00188179), Whole-time Director in terms of Regulation 17(6) (e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment		
9	Ratification of remuneration of Cost Auditors of the Company under Section 148 of Companies Act, 2013		
10	Re-appointment of Mrs. Chanchal Chadha Phadnis (DIN: 7133840) as an Independent Director for a second term of 5 (five) years:		

Signed this..... day of.....2019

\_\_\_\_\_  
Signature of Shareholder      Signature of Proxy holder (s)



Please put a (v) in the appropriate column against the resolutions indicated in the Box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

**Notes:**

1. A Proxy need not be a member of the Company.
2. This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company not less than 48 hours before the commencement of the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a Certified Copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.

**GRAVITA INDIA LIMITED**  
**(CIN: L29308RJ1992PLC006870)**  
**Regd. Office: 'Saurabh', Chittora Road, Harsulia Mod**  
**Diggi Malpura Road, Tehsil Phagi, Jaipur-303904 (Rajasthan)**

**ATTENDANCE SLIP**

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Regd. Folio No. / Client ID:.....

DP ID:.....

Name & Address of First / Sole Shareholder:.....

No. of Shares held:.....

I hereby record my presence at the 27<sup>th</sup> Annual General Meeting of the Company held on Friday, 20<sup>th</sup> September, 2019 at 11.00 a.m. at Saurabh, Chittora Road, Harsulia Mod, Diggi Malpura Road, Tehsil Phagi, Jaipur, 303904. (Rajasthan)

\_\_\_\_\_  
Signature of the Member / Proxy

**Notes:**

- a) Only Member / Proxy can attend the meeting.
- b) Member / Proxy who wish to attend the meeting must bring this attendance slip to the meeting and hand it over at the entrance of the meeting hall.
- c) Member / Proxy should bring his / her copy of the Annual Report for reference at the meeting.



# ROUTE MAP

## Location Map

