



Pradeep Pincha

Practicing Company Secretary

Consolidated Report of Scrutinizer on e-Voting and Poll
[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman
Of 23rd Annual General Meeting (AGM) of the Equity Shareholders of Gravita India Limited (the Company)
having CIN:L29308RJ1992PLC006870 held on Saturday, the 8th August, 2015 at 11.00 a.m. at 'Saurabh',
Chittora Road, Harsulia Mod, Diggi-Malpura, Tehsil Phagi, Jaipur-303904 (Rajasthan)

Dear Sir,

I, Mr. Pradeep Pincha (Company Secretary in Whole-Time Practice) was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the e-Voting process (remote e-voting) under the provisions of section 108 of the companies act, 2013 read with rule 20 of the companies (management and administration) Rules, 2015 and poll process under the provisions of section 109 of the act read with rule 21 of the companies (management and administration) Rules, 2015, and clause 35B of the Listing agreement entered into by the Company with National Stock Exchange of India limited (NSE) and BSE Limited (BSE), for the items as set-out in the Notice of 23rd Annual General Meeting (AGM) dated 23rd May, 2015.

I hereby State that the Management of the Company is responsible for the compliance of Companies Act, 2013, SEBI Act, 1992 and the provisions of Listing Agreement related to conducting of Annual General Meeting including voting (e-Voting & poll) thereat, 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 contained in the Notice of AGM.

I submit my report as under:

- The company had appointed Central Depository Services (India) Limited (CDSL) as the service provider, for executing the facility of electronic voting to the shareholders of the Company from Wednesday, 5th August, 2015 at 10.00 a.m. to Friday 7th August, 2015 at 5.00 p.m. for all the resolutions as set-out in the Notice of AGM.
- After the time fixed for closing of the e-Voting i.e. 5 p.m. on 7th August, 2015, a final electronic report of e-Voting was generated by me from the website viz.evotingindia.com of CDSL, the Authorized Agency, to provide e-Voting facility.
- At the 23rd AGM of the Company held on 08th August, 2015, the Chairman of the Meeting called for a poll to facilitate the members present in the Meeting who could not participate in the e-voting to record their votes through the poll process.
- The result of the scrutiny of the above voting process (e-Voting and Poll) in respect of the resolutions as set-out in the Notice of AGM are as under:





Item No. 1- Ordinary Resolution

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Particular	Number of Members Voting through			Number of votes cast through			Total in Percentage (%)
	Polling Paper	e-Voting	Total	Polling Paper	e-Voting	Total	
Assent	38	14	52	50094684	136217	50230901	100
Dissent	-	-	-	-	-	-	-
Invalid Votes	1	-	1	-	-	-	-
Total	39	14	53	50094684	136217	50230901	100

Item No. 2- Ordinary Resolution

To declare Final Dividend on Equity Shares for the Financial Year 2014-15

Particular	Number of Members Voting through			Number of votes cast through			Total in Percentage (%)
	Polling Paper	e-Voting	Total	Polling Paper	e-Voting	Total	
Assent	38	14	52	50094684	136217	50230901	100
Dissent	-	-	-	-	-	-	-
Invalid Votes	1	-	1	-	-	-	-
Total	39	14	53	50094684	136217	50230901	100

Item No. 3- Ordinary Resolution

To appoint a Director in place of Mr. Rajeev Surana (DIN 01374077), who retires by rotation and being eligible, offers himself for re-appointment.

Particular	Number of Members Voting through			Number of votes cast through			Total in Percentage (%)
	Polling Paper	e-Voting	Total	Polling Paper	e-Voting	Total	
Assent	38	14	52	50094684	136217	50230901	100
Dissent	-	-	-	-	-	-	-
Invalid Votes	1	-	1	-	-	-	-
Total	39	14	53	50094684	136217	50230901	100





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Item No. 4- Ordinary Resolution

To ratify the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, having Firm Registration No. 015125N, as Statutory Auditors of the Company, for the FY 2015-16 and to fix their remuneration

Particular	Number of Members Voting through			Number of votes cast through			Total in Percentage (%)
	Polling Paper	e-Voting	Total	Polling Paper	e-Voting	Total	
Assent	38	14	52	50094684	136217	50230901	100
Dissent	-	-	-	-	-	-	-
Invalid Votes	1	-	1	-	-	-	-
Total	39	14	53	50094684	136217	50230901	100

Item No. 5- Ordinary Resolution

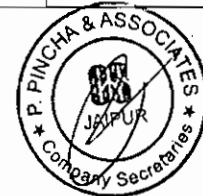
To appoint Mrs. Chanchal Chadha Phadnis (DIN: 07133840), as Independent Director of the Company.

Particular	Number of Members Voting through			Number of votes cast through			Total in Percentage (%)
	Polling Paper	e-Voting	Total	Polling Paper	e-Voting	Total	
Assent	38	14	52	50094684	136217	50230901	100
Dissent	-	-	-	-	-	-	-
Invalid Votes	1	-	1	-	-	-	-
Total	39	14	53	50094684	136217	50230901	100

Item No. 6- Special Resolution

To re-appoint Dr. Mahavir Prasad Agarwal having DIN: 00188179 as Whole-Time Director of the Company for a period of three years w.e.f. 1st April, 2015.

Particular	Number of Members Voting through			Number of votes cast through			Total in Percentage (%)
	Polling Paper	e-Voting	Total	Polling Paper	e-Voting	Total	
Assent	38	14	52	50094684	136217	50230901	100
Dissent	-	-	-	-	-	-	-
Invalid Votes	1	-	1	-	-	-	-
Total	39	14	53	50094684	136217	50230901	100





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Practicing Company Secretary

Item No. 7- Special Resolution

To revise the remuneration of Shri Rajat Agrawal, Managing Director of the Company for the remaining term of his office with effect from 1st April, 2015

Particular	Number of Members Voting through			Number of votes cast through			Total in Percentage (%)
	Polling Paper	e-Voting	Total	Polling Paper	e-Voting	Total	
Assent	38	14	52	50094684	136217	50230901	100
Dissent	-	-	-	-	-	-	-
Invalid Votes	1	-	1	-	-	-	-
Total	39	14	53	50094684	136217	50230901	100

Item No. 8- Ordinary Resolution

To ratify the remuneration of Cost Auditor of the Company viz. M/s. K.G. Goyal & Associates, Cost Accountants for the Financial Year 2015-16.

Particular	Number of Members Voting through			Number of votes cast through			Total in Percentage (%)
	Polling Paper	e-Voting	Total	Polling Paper	e-Voting	Total	
Assent	38	14	52	50094684	136217	50230901	100
Dissent	-	-	-	-	-	-	-
Invalid Votes	1	-	1	-	-	-	-
Total	39	14	53	50094684	136217	50230901	100

There are two Members of the Company who voted through single Polling Paper each at the AGM, whereas they have two folios registered with the Company. Hence, for the purpose of ascertaining the total no. of Members who voted in favor or against, Members having more than one folios are considered as one Member, However, the shareholding is considered in full of such Members.

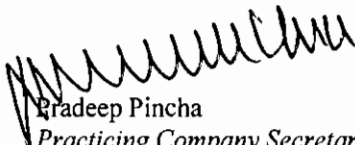
After the aforesaid scrutiny of the Polling Papers including e-Voting, I report that all the resolutions stand passed based on combined result (e-voting and poll) with the requisite majority.

I have handed over the Polling Papers and other 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.

You may accordingly declare the result of the voting (e-Voting and Poll) of the AGM.

Thanking you,

Yours faithfully,


Pradeep Pincha
Practicing Company Secretary
M. No.: FCS 5369
C. P. No.:4426
Dated: 10th August, 2015
Place: Jaipur





Pradeep Pincha

Practicing Company Secretary

FORM NO. MGT-13

Report of Scrutinizer

**[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]**

To,
The Chairman
Of 23rd Annual General Meeting of the Equity Shareholders of **Gravita India Limited** having
CIN:L29308RJ1992PLC006870 held on Saturday, the 8th August, 2015 at 11.00 a.m. at 'Saurabh',
Chittora Road, Harsulia Mod, Diggi-Malpura, Tehsil Phagi, Jaipur-303904 (Rajasthan)

Dear Sir,

I, Mr. Pradeep Pincha (Practicing Company Secretary) appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at 23rd Annual General Meeting of the Equity Shareholders of **Gravita India Limited** having CIN L29308RJ1992PLC006870 held on Saturday, the 8th August, 2015 at 11.00 a.m. at its Registered Office situated at 'Saurabh', Chittora Road, Harsulia Mod, Diggi-Malpura, Tehsil-Phagi, Jaipur-303904 (Rajasthan), submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Karvy Computershare Pvt Ltd i.e. Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

Item No. 1- Ordinary Resolution

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

- (i) Voted in favour of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	50094684	100





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(ii) Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
1	933

Item No. 2- Ordinary Resolution

To declare Final Dividend on Equity Shares for the Financial Year 2014-15

(i) Voted in favour of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	50094684	100

(ii) Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
1	933





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Item No. 3- Ordinary Resolution

To appoint a Director in place of Mr. Rajeev Surana (DIN 01374077), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	50094684	100

(ii) Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
1	933

Item No. 4- Ordinary Resolution

To ratify the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, having Firm Registration No. 015125N, as Statutory Auditors of the Company, for the FY 2015-16 and to fix their remuneration

(i) Voted in favour of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	50094684	100





(ii) Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
1	933

Item No. 5- Ordinary Resolution

To appoint Mrs. Chanchal Chadha Phadnis (DIN: 07133840), as Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	50094684	100

(ii) Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
1	933





Item No. 6- Special Resolution

To re-appoint Dr. Mahavir Prasad Agarwal having DIN: 00188179 as Whole-Time Director of the Company for a period of three years w.e.f. 1st April, 2015.

(i) Voted in favour of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	50094684	100

(ii) Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

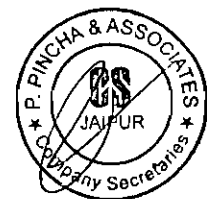
Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
1	933

Item No. 7- Special Resolution

To revise the remuneration of Shri Rajat Agrawal, Managing Director of the Company for the remaining term of his office with effect from 1st April, 2015

(i) Voted in favour of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	50094684	100





(ii) Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
1	933

Item No. 8- Ordinary Resolution

To ratify the remuneration of Cost Auditor of the Company viz. M/s. K.G. Goyal & Associates, Cost Accountants for the Financial Year 2015-16.

(i) Voted in favour of the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
38	50094684	100

(ii) Voted against the resolution:

Number of members present and Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
1	933





Pradeep Pincha

Practicing Company Secretary

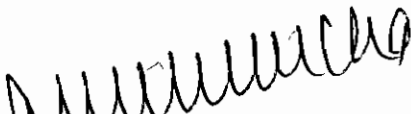
5. There are two Members of the Company who voted through single Polling Paper each at the AGM, whereas they have two folios registered with the Company. Hence, for the purpose of ascertaining the total no. of Members who voted in favor or against, Members having more than one folios are considered as one Member, However, the shareholding is considered in full of such Members.

6. A list containing detail of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,


Pradeep Pincha
Practicing Company Secretary
M. No.: FCS 5369
C. P. No.:4426



Dated: 10th August, 2015
Place: Jaipur