GRAVITA INDIA LIMITED

(CIN: L29308RJ1992PLC006870**)**
Regd. Office: 'Saurabh', Harsulia Mod, Diggi-Malpura Road,
Tehsil, Phagi, Jaipur-303904 (Rajasthan)
Phone: +91-9928070682 **Email:** companysecretary@gravitaindia.com

Notice of 34th Annual General Meeting

Notice is hereby given that the **34th Annual General Meeting** of the Members of **Gravita India Limited** (**CIN: L29308RJ1992PLC006870)**, will be held on Monday, 28th September, 2026 at 01:00 P.M. (IST) through Video Conferencing ("**VC**")/Other Audio-Visual Means ("**OAVM**") 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 31st March, 2026 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 31st March, 2026 together with the report of the Statutory Auditors thereon.

2. To appoint a Director in place of Mr. Sunil Kansal (DIN: 09208705), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. TO RATIFY THE REMUNERATION OF COST AUDITORS OF THE COMPANY UNDER SECTION 148 OF THE COMPANIES ACT, 2013 FOR THE FINANCIAL YEAR 2026-27:

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, the Companies (Cost Records and Audit) Rules, 2014 and all other applicable provisions, if any (including any statutory modification(s) and re-enactment thereof for the time being in force), the remuneration of Rs. 60,000/- (Rupees Sixty Thousand only) exclusive of reimbursement of Tax and all out of pocket expenses payable to M/s. K.G. Goyal and Associates (Firm Registration No. 000024), Cost Accountants who have been appointed by the Board of Directors as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending on 31st March, 2027, be and is hereby ratified and confirmed."

4. TO BORROW MONEY IN EXCESS OF PAID-UP SHARE CAPITAL AND FREE RESERVES AND SECURITIES PREMIUM:

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

"RESOLVED THAT in suppression of the resolution passed in this behalf by the Company through the Postal Ballot held on 02nd June, 2017, consent of the shareholders of the company be and is hereby accorded, pursuant to the provisions of Section 180(1)(c) and any other applicable provisions, if any of the Companies Act, 2013 {including any statutory modification(s) or re-enactment(s) thereof and any rules thereunder for the time being in force}, to the Board of Directors of the company ('hereinafter referred to as the Board') to borrow, from time to time at the discretion of the Board for the business purposes of the Company, any sum or sums of money in any form whether secured or unsecured, in Indian or Foreign currency or by way of debentures/bonds or any other Security(ies), from time to time from any Bank(s)/ Financial Institution(s) or any other Institution(s), Firms, Body Corporate(s) or other person(s), in India or abroad, apart from temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of the business provided that the sum(s) so borrowed under this resolution and remaining outstanding at any time shall not exceed in the aggregate of Rs. 1,500.00 Crores

(Rupees One Thousand and Five Hundred Crores only) in excess of and in addition to the paid-up share capital and free reserves and securities premium of the Company for the time being."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

5. TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. YOGESH MALHOTRA (DIN: 05332393), WHOLE-TIME DIRECTOR & CHIEF EXECUTIVE OFFICER (CEO) OF THE COMPANY:

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

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder and Schedule V of the said Act and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association, and on the recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company, consent of Members be and is hereby accorded for revision in the remuneration of Mr. Yogesh Malhotra (DIN: 05332393), Whole-time Director & CEO of the Company for the remaining term of his office with effect from 1st April, 2026 and the revised remuneration structure shall be as follows:-

SALARY AND PERQUISITES:

Basic – Rs. 3,36,000/- Per month (Rupees Three Lacs Thirty-Six Thousand Only)

HRA, Perquisites & other allowances – Rs. 4,81,602/- Per month (Rupees Four Lacs Eighty-One Thousand Six Hundred Two Only)

Special Ex-Gratia – Upto Rs. 7,50,00,000 /- Annually (Rupees Seven Crores Fifty Lacs Only)

OTHER TERMS AND CONDITIONS:

- The Whole-time Director shall be entitled to the facilities as are allowable to the employees of Senior Management Cadre of the Company and reimbursement of entertainment and other expenses actually and properly incurred by him in connection with the business of the Company.
- Gratuity payable as per the Rules of the Company but not exceeding 15 days salary for each completed year of service, encashment of leave at the end of the tenure and provident fund, superannuation or annuity fund, as per the rules of the Company, shall be in addition to the salary, perquisites and allowances as mentioned above.
- Special Ex-Gratia – Upto Rs. 7,50,00,000 /- Annually (Rupees Seven Crores Fifty Lacs Only) is payable at the discretion of the management and Mr. Rajat Agrawal (DIN: 00855284), Chairman cum Managing Director be and is hereby authorized on behalf of Board to take decision for the same from time to time.
- All other terms and conditions shall remain same."

"**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Yogesh Malhotra (DIN: 05332393), as Whole-time Director & CEO of the Company, the Company has no profits or its profits are inadequate, the Company may pay him remuneration as may be approved from time to time, as the minimum remuneration subject to limits as laid down in Schedule V of the Companies Act, 2013 or as approved by the shareholders of the Company by way of Special Resolution or otherwise as permissible by law for the time being in force."

"**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to alter, vary and modify any of the terms and conditions as mentioned above including salary, allowances and perquisites in accordance with and subject to the limits prescribed in Section 196, 197 and other applicable provision read with Schedule V of the Companies Act, 2013 and the rules made thereunder, or any amendment or any statutory modifications or re-enactments thereof, subject to approvals, if any as may be required and as may be agreed between the Board of Directors and Mr. Yogesh Malhotra (DIN: 05332393)."

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

6. TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. SUNIL KANSAL (DIN: 09208705), WHOLE-TIME DIRECTOR & CHIEF FINANCIAL OFFICER (CFO) OF THE COMPANY:

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

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder and Schedule V of the said Act and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association, and on the recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company, consent of Members be and is hereby accorded for revision in the remuneration of Mr. Sunil Kansal (DIN: 09208705), Whole-time Director & CFO of the Company for the remaining term of his office with effect from 1st April, 2026 and the revised remuneration structure shall be as follows:-

SALARY AND PERQUISITES:

Basic – Rs. 5,00,000/- Per month (Rupees Five Lacs Only)

HRA, Perquisites & other allowances – Rs. 6,94,836/- Per month (Rupees Six Lacs Ninety-Four Thousand Eight Hundred Thirty-Six Only)

Special Ex-Gratia – Upto Rs. 1,50,00,000 /- Annually (Rupees One Crore Fifty Lacs Only)

OTHER TERMS AND CONDITIONS:

- The Whole-time Director shall be entitled to the facilities as are allowable to the employees of Senior Management Cadre of the Company and reimbursement of entertainment and other expenses actually and properly incurred by him in connection with the business of the Company.
- Gratuity payable as per the Rules of the Company but not exceeding 15 days salary for each completed year of service, encashment of leave at the end of the tenure and provident fund, superannuation or annuity fund, as per the rules of the Company, shall be in addition to the salary, perquisites and allowances as mentioned above.
- Special Ex-Gratia – Upto Rs. 1,50,00,000 /- Annually (Rupees One Crore Fifty Lacs Only) is payable at the discretion of the management and Mr. Rajat Agrawal (DIN: 00855284), Chairman cum Managing Director be and is hereby authorized on behalf of the Board to take decision for the same from time to time.
- All other terms and conditions shall remain same."

"**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Sunil Kansal (DIN: 09208705), as Whole-time Director & CFO of the Company, the Company has no profits or its profits are inadequate, the Company may pay him remuneration as may be approved from time to time, as the minimum remuneration subject to limits as laid down in Schedule V of the Companies

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Act, 2013 or as approved by the shareholders of the Company by way of Special Resolution or otherwise as permissible by law for the time being in force."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter, vary and modify any of the terms and conditions as mentioned above including salary, allowances and perquisites in accordance with and subject to the limits prescribed in Section 196, 197 and other applicable provision read with Schedule V of the Companies Act, 2013 and the rules made thereunder, or any amendment or any statutory modifications or re-enactments thereof, subject to approvals, if any as may be required and as may be agreed between the Board of Directors and Mr. Sunil Kansal (DIN: 09208705)."

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

By Order of the Board of Directors
For Gravita India Limited

Nitin Gupta
Company Secretary
FCS: 9984

Date: 27th July, 2026
Place: Jaipur

NOTES :

1. **The Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2020 read with circulars dated April 8, 2020; April 13, 2020; January 13, 2021; December 14, 2021; May 5, 2022; December 28, 2022; September 25, 2023; September 19, 2024 and September 22, 2025 ("MCA Circulars") has permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue for the 34th Annual General Meeting of the Company shall be the Registered Office of the Company. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith (Refer point no. 25).**
2. A member entitled to attend and vote at the Annual General Meeting ("AGM") is entitled to appoint a proxy to attend and vote instead of himself. The proxy need not be a member of the company. Since this AGM will be held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, route map and Attendance Slip are not annexed to this Notice.

   Corporate Members/Institutional Investors (i.e. other than individuals, HUF's, NRI's, etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM or to vote through remote e-voting are requested to send a duly certified copy of the Board Resolution to **companysecretary@gravitaindia.com**.
3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Members may note that the VC/OAVM Facility, provided by CDSL, allows participation of at least 1,000 Members on a first-come-first-

served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come first-served basis.

5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out the material facts relating to the resolutions in respect of special business as specified above and relevant information of the Director proposed to be appointed/re-appointed at the Meeting, as required under Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") in the Notice is annexed hereto and forms part of this Notice.

6. The Register of Members and Share Transfer books of the Company shall remain closed from Tuesday, 22nd September, 2026 to Monday, 28th September, 2026 (both days inclusive).

7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and The Register of Contract or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available electronically for inspection by the members.

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 also be transferred to IEPF suspense Account.

9. The members who have not yet enchased their dividend warrants for the below mentioned financial years, are requested to forward their claims to the Company's Registrar and Share Transfer Agents (RTA). It may be noted that once the unclaimed dividend and/or unclaimed application money is transferred to the Investor Education and Protection fund (IEPF) as above, no claims shall rest with the Company in respect of such amount. The details of unclaimed dividend are as under:

Financial Year Ended	Nature of Amount
31st March, 2019	Final Dividend
31st March, 2020	Interim Dividend
31st March, 2021	Interim Dividend
31st March, 2022	Interim Dividend
31st March, 2023	Final Dividend
31st March, 2025	Interim Dividend
31st March, 2026	Interim 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 31st March, 2026 on the website of the Company at https://www.gravitaindia.com/investors/iepf

11. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its Registrar and Share Transfer Agent are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. Further, pursuant to General Circular 20/2020 dated 5th May, 2020 companies are directed to credit the dividend of the shareholders directly to the bank accounts of the shareholders using Electronic Clearing Service. Accordingly, Members are

requested to provide or update (as the case may be) their bank details with the respective Depository Participant for the shares held in dematerialized form and with the Registrar & Share Transfer Agent in respect of shares held in physical form.

12. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / KFin Technologies Ltd. (RTA of the Company) quoting reference of the Registered Folio Number.

13. As an ongoing endeavour to enhance Investor experience and leverage new technology, our Registrar and Transfer Agents (KFIN Technologies Limited) have been continuously developing new applications. Here is a list of applications that has been developed for our investors.

    Investor Support Centre: A webpage accessible via any browser enabled system. Investors can use a host of services like Post a Query, raise a service request, Track the status of their DEMAT and REMAT request, Dividend status, Interest and Redemption status, Upload exemption forms (TDS), Download all ISR and other related forms.

    URL: https://kprism.kfintech.com/

    eSign Facility: Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination requires that eSign option be provided to Investors for raising service requests. KFin Technologies Ltd. is the first RTA which has enabled the option and can be accessed via the link below.

    URL: https://ris.kfintech.com/clientservices/isc

    KYC Status: Shareholders can access the KYC status of their folio. The webpage has been created to ensure that shareholders have the requisite information regarding their folios.

    URL: https://ris.kfintech.com/clientservices/isc/kycqry.aspx

    KPRISM: A mobile application as well as a webpage which allows users to access Folio details, Interest and Dividend status, FAQs, ISR Forms and full suite of other investor services.

    URL: https://kprism.kfintech.com/signup

    WhatsApp: Modern technology has made it easier to communicate with shareholder across multiple levels. WhatsApp has a wider reach today with majority having a know-how of the application. In order to facilitate the shareholders KFin Technologies Ltd. has now a dedicated WhatsApp number that can be used for a bouquet of services.

    WhatsApp Number: (91) 910 009 4099

14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificate to RTA of the Company, for consolidation into single folio.

15. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of the names will be entitled to vote.

16. 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.

17. In compliance with the aforementioned provisions of the Act and the Listing Regulations, soft copy of the Integrated Annual Report for the financial year 2025-26 is being sent to all the Members whose e-mail addresses are registered with the Company / Depository Participant(s) ('DPs') for communication purposes. Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to Members whose e-mail ids are not registered with Company / RTA / DPs providing the weblink of Company's website from where the Integrated Annual Report for the financial year 2025-26 can be accessed.

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18. Further, the 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 at following URL **https://www.gravitaindia.com/investors/investors-faqs** 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.

19. In line with the Ministry of Corporate Affairs (MCA) Circular dated 13th April, 2020 the Notice calling the AGM has been uploaded on the website of the Company at **www.gravitaindia.com**. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at **www.bseindia.com** and **www.nseindia.com** respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. **www.evotingindia.com**.

20. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at **https://www.evotingindia.com** under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

21. A person who is not a member as on the cutoff date should treat this Notice for information purposes only.

22. In compliance with provisions of Section 96 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (LODR), Regulations, 2015, the Company is pleased to provide the facility for holding AGM through VC/OAVM. Central Depository Services (India) Limited ("CDSL") will be providing facility for participation in the AGM through VC/OAVM.

23. Pursuant to SEBI Master Circular no. SEBI/HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06th, 2026 issued to the RTA read with other related SEBI Circulars and Regulation 12 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 SEBI has mandated the security holders (holding securities in physical form) to submit their PAN (i.e. linked with Aadhaar Number), Choice of Nomination, Contact details (Postal Address with PIN Code and Mobile Number), Bank Account details and Specimen Signature in their corresponding folios. However, the security holder(s) shall be eligible:

    i. To lodge any grievance or avail of any service request from RTA, only after furnishing the PAN, KYC details and Nomination;

    ii. To receive any payment including dividend, interest or redemption amount (which is only through electronic mode w.e.f. 01st April, 2024) only after compliance with the above stated requirements.

24. Pursuant to SEBI Circulars dated July 2, 2025 and January 6, 2026 read with SEBI Master Circular issued to RTAs dated February 6, 2026, Members who had submitted transfer deeds for physical shares before April 1, 2019, and whose requests were rejected, returned, or remained unprocessed due to deficiencies, have been provided a special re-lodgement window till February 4, 2027, to re-lodge the transfer requests. Transfers would be approved if all the requisite documents are in place. Transfer of shares under this window will be credited only in dematerialised form and will carry a one-year lock in period from the date of transfer registration. Members are requested to contact the Company or the RTA for assistance in this regard.

25. In compliance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended), and Regulation 44 of SEBI (LODR), Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) and MCA Circulars May 5, 2020 read with circulars dated April 8, 2020; April 13, 2020; January 13, 2021; December 14, 2021; May 5, 2022; December 28, 2022; September 25, 2023; September 19, 2024 and September 22, 2025 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.

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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. Akshit Kumar Jangid (Membership No. F11285), Practicing Company Secretary as Scrutinizer to scrutinize the remote e-voting in a fair and transparent manner. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

(I) The voting period begins on Friday, 25th September 2026 from 9:00 A.M. and ends on Sunday, 27th September, 2026 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 (record date) of Monday, 21st September, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(II) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(III) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(IV) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website **www.cdslindia.com** and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

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Type of shareholders	Login Method
	3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website **www.cdslindia.com** and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on **www.cdslindia.com** home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: **https://eservices.nsdl.com** either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at **https://eservices.nsdl.com**. Select "Register Online for IDeAS" Portal or click at **https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp** 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: **https://www.evoting.nsdl.com/** either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on **https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp**. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at **helpdesk.evoting@cdslindia.com** or contact at toll free no.1800 21 09911.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at **evoting@nsdl.com** or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(V) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form**.

1. The shareholders should log on to the e-voting website **www.evotingindia.com**.
2. Click on "Shareholders" module.
3. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details or Date of Birth (DOB	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • 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.

(VI) After entering these details appropriately, click on "SUBMIT" tab.

(VII) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(VIII) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

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(IX) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(X) 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.

(XI) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(XII) 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.

(XIII) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(XIV) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(XV) 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.

(XVI) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(XVII) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**

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

Instructions for shareholders attending the AGM through VC/OAVM & E-voting during the meeting are as under: -

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

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4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 (Seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **companysecretary@gravitaindia.com**. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 (Seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **companysecretary@gravitaindia.com**. These queries will be replied by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

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

2. **For Demat shareholders -** Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders -** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

   If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to **helpdesk.evoting@cdslindia.com** or contact at toll free no. 1800 21 09911

   All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call toll free no. 1800 21 09911

26. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (i.e. votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him, who shall countersign the same and the results will be announced not later than 2 (two) working days from the conclusion of the AGM. The declared Results, along with the Scrutinizer's Report will be submitted with the Stock Exchanges where the Company's equity shares are listed (BSE Limited & National Stock Exchange of

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India Ltd.) and shall also be displayed on the Company's website **www.gravitaindia.com** and CDSL's website **www.evotingindia.com**. The Scrutinizer's decision on the validity or otherwise of the E-voting will be final. The relevant information w.r.t. voting by electronic means shall be under the safe custody of the scrutinizer till the Chairman consider, approves and sign the minutes.

27. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Meeting i.e Monday, 28th September, 2026.

By Order of the Board of Directors
For Gravita India Limited

Nitin Gupta
Company Secretary
FCS: 9984

Date: 27th July, 2026
Place: Jaipur

Notice

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. 3: TO RATIFY THE REMUNERATION OF COST AUDITORS OF THE COMPANY UNDER SECTION 148 OF THE COMPANIES ACT, 2013 FOR THE FINANCIAL YEAR 2026-27

The Board of Directors, at its Meeting held on 07th May, 2026 on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. K.G. Goyal & Associates, Cost Accountants, Jaipur (Firm Registration No. 000024) 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, 2027 at a remuneration of Rs. 60,000/- exclusive of reimbursement of Tax and all out of pocket expenses.

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Members of the 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 in Item No. 3 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 on 31st March, 2027.

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 & Associates, Cost Accountants, 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 working hours on all working days, except Saturdays, Sundays and National Holidays between 11:00 A.M. and 1:00 P.M. upto the date of the Annual General Meeting.

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

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

ITEM NO. 4: TO BORROW MONEY IN EXCESS OF PAID-UP SHARE CAPITAL AND FREE RESERVES AND SECURITIES PREMIUM

Taking into account the future finance requirements for growth plans and expansion programmes being contemplated and undertaken by the Company and to cater to the working capital needs, a fresh resolution is proposed providing that, in addition to the Company's existing borrowings, the Directors may, for and on behalf of and for the purpose of the Company, borrow further sums of money amounting in the aggregate to a sum not exceeding Rs. 1,500.00 Crores (Rupees One Thousand and Five Hundred Crores only). In terms of provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in a General Meeting, borrow moneys apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up sahre capital and free reserves and securities premium. The Special Resolution passed by the members through Postal Ballot on 02nd June 2017 to accord their consent under Section 180(1)(c) of the Companies Act, 2013 as applicable, to the Directors for borrowing moneys up to a limit of Rs. 750 Crores (Rupees Seven Hundred and Fifty Crores only) (apart from temporary loans obtained from the Company's bankers in the ordinary course of business). Hence the members are requested to accord their approval for revising the borrowing power limit of the Board from Rs. 750.00 Crores to Rs. 1,500.00 Crores.

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

The Board of Directors recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

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ITEM NO. 5: TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. YOGESH MALHOTRA (DIN: 05332393), WHOLE-TIME DIRECTOR & CHIEF EXECUTIVE OFFICER (CEO) OF THE COMPANY

Mr. Yogesh Malhotra (DIN: 05332393) Whole-time Director and Chief Executive Officer 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.

Your Board of Directors wish to inform you that by considering the contribution of Mr. Yogesh Malhotra (DIN: 05332393), Company has made immense progress and under his leadership, guidance and his skills of operational planning served the Company to overcome the future hardship and made immense growth, further as per the recommendation of Nomination and Remuneration Committee, the Board at its Meeting held on 27th July, 2026 approved the revision in payment of remuneration of Mr. Yogesh Malhotra (DIN: 05332393) Whole time director and Chief Executive Officer of the Company with effect from 1st April, 2026 till the remaining tenure of his office on the terms and condition enumerated in the resolution.

Further, if in any financial year during the tenure of Mr. Yogesh Malhotra (DIN: 05332393) Whole-time Director and Chief Executive Officer, the Company has no profits, or its profits are inadequate, the Company shall pay to Mr. Yogesh Malhotra (DIN: 05332393) remuneration by way of salary and perquisites as prescribed in Schedule V of the Companies Act, 2013.

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

Except Mr. Yogesh Malhotra (DIN: 05332393), none of the Promoters, Directors, Key Managerial Personnel of the Company, and their relatives are concerned or interested in the resolution.

The Board recommends passing of the relevant Special Resolution as mentioned in Item No. 5 of the Notice.

Disclosures as per Schedule V of the Companies Act, 2013 are provided below:

I. GENERAL INFORMATION

i. Nature of Industry:

Gravita India Limited is engaged in manufacturing and recycling of Lead, Aluminium & 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: **(Rs. in Crores)**

Particulars	2025-26	2024-25
Total Revenue from Operations	3,481.37	3,222.77
Other Income	77.39	47.21
Profit Before Tax	362.58	232.92
Net Profit After Tax	297.02	194.13
EPS	40.25	27.58

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

II. INFORMATION ABOUT THE APPOINTEE

i. **Background Details**

Mr. Yogesh Malhotra aged about 58 years is an Engineering graduate with a BE (Mechanical) degree from MREC, Jaipur and an MBA from National University of Singapore. He has over 33 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**

(Amount in Rupees)

Salary and Perquisites	Past Remuneration*
Basic	3,36,000 Per Month
HRA, Perquisites & other allowances	4,50,948 Per Month
Special Ex-Gratia	3,75,00,000 Annually

*Excluding Provident fund and Gratuity

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, or other director if any: None**

III. OTHER INFORMATION:

i. **Reasons of loss or inadequate profits:**

The company has not incurred any losses but due to increase in overall expenditure including the remuneration payable to managerial persons the profits of the company may be termed as inadequate profits.

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

The Company remains committed to generate good returns for its stakeholders and has been successfully taking business initiatives to grow size of its operations and is expected to make higher profits in future.

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

The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

IV. DISCLOSURES:

i. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors; Details are already disclosed in the respective Resolution.

ii. Details of fixed component and performance linked incentives along with the performance criteria; Details are already disclosed in the respective Resolution.

iii. Service contracts, notice period, severance fees;

- Service contracts: As per Section 190 of the Companies Act, 2013, Written Memorandum is executed for the same.
- Notice period: Three Months
- Severance fees: Not Applicable

iv. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable; Not Applicable

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

The additional detailed information/disclosure as required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meeting (SS-2) is set out in this Notice as **Annexure A.**

ITEM NO. 6: TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. SUNIL KANSAL (DIN: 09208705), WHOLE-TIME DIRECTOR & CHIEF FINANCIAL OFFICER (CFO) OF THE COMPANY:

Mr. Sunil Kansal (DIN: 09208705) Whole-time Director and Chief Financial Officer, bringing in three decades of experience in the financial domain. A strategic visionary, Mr. Sunil Kansal possesses exceptional understanding of financial operations, risk management, and corporate governance. His insights have been instrumental in ensuring Gravita's financial stability and driving its remarkable growth.

Your Board of Directors wish to inform you that by considering the contribution of Mr. Sunil Kansal (DIN: 09208705), Company has made immense progress and under his leadership, guidance and his skills of financial planning & operations, risk management, and corporate governance served the Company to overcome the future hardship and made immense growth, further as per the recommendation of Nomination and Remuneration Committee, the Board at its Meeting held on 27th July, 2026 approved the revision in payment of remuneration of Mr. Sunil Kansal (DIN: 09208705) Whole time director and Chief Financial Officer of the Company with effect from 1st April, 2026 till the remaining of duration of his tenure on the terms and condition enumerated in the resolution.

Further, if in any financial year during the tenure of Mr. Sunil Kansal (DIN: 09208705) Whole-time Director and Chief Financial Officer, the Company has no profits, or its profits are inadequate, the Company shall pay to Mr. Sunil Kansal (DIN: 09208705) remuneration by way of salary and perquisites as prescribed in Schedule V of the Companies Act, 2013.

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

Except Mr. Sunil Kansal (DIN: 09208705), none of the Promoters, Directors, Key Managerial Personnel of the Company, and their relatives are concerned or interested in the resolution.

The Board recommends passing of the relevant Special Resolution as mentioned in Item No. 6 of the Notice.

Disclosures as per Schedule V of the Companies Act, 2013 are provided below:

I. GENERAL INFORMATION

i. **Nature of Industry:**

Gravita India Limited is engaged in manufacturing and recycling of Lead, Aluminium & 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:**

(Rs. in Crores)

Particulars	2025-26	2024-25
Total Revenue from Operations	3,481.37	3,222.77
Other Income	77.39	47.21
Profit Before Tax	362.58	232.92
Net Profit After Tax	297.02	194.13
EPS	40.25	27.58

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

II. INFORMATION ABOUT THE APPOINTEE

i. **Background Details**

Mr. Sunil Kansal aged about 54 years, is a Chartered Accountant and also holds Master's Degrees in Commerce from Rajasthan University. Mr. Sunil Kansal joined Gravita India Limited in 2008. He has over three decades of experience in the financial domain. He has knowledge and exceptional understanding in financial management & operations and strategic planning, strategic visionary, risk management and corporate governance.

ii. **Past Remuneration**

(Amount in Rupees)

Salary and Perquisites	Past Remuneration*
Basic	2,52,000 Per Month
HRA, Perquisites & other allowances	3,37,570 Per Month
Special Ex-Gratia	60,00,000 Annually

*Excluding Provident fund and Gratuity

iii. **Recognition or Awards:** NIL

iv. **Job Profile and his Suitability**

Mr. Sunil Kansal serves as Whole-time Director and Chief Financial Officer, bringing in three decades of experience in the financial domain. He is a Chartered Accountant and also holds Master's Degrees in Commerce from Rajasthan University. Mr. Sunil Kansal joined Gravita India Limited in 2008. He has knowledge and exceptional understanding in financial management & operations and strategic planning, strategic visionary, risk management, and corporate governance. His insights have been instrumental in ensuring Gravita's financial stability and driving its remarkable growth, the Board of the Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Sunil Kansal should also be continued with the company as Whole Time Director cum CFO.

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. Sunil Kansal, the proposed remuneration is in consensus with remuneration paid to the KMP's of other industries of similar size for similarly placed persons.

Notice

vii. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, or other director if any:** None

III. OTHER INFORMATION:

i. **Reasons of loss or inadequate profits:**

The company has not incurred any losses but due to increase in overall expenditure including the remuneration payable to managerial persons the profits of the company may be termed as inadequate profits.

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

The Company remains committed to generate good returns for its stakeholders and has been successfully taking business initiatives to grow size of its operations and is expected to make higher profits in future.

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

The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

IV. DISCLOSURES:

i. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors; Details are already disclosed in the respective Resolution.

ii. Details of fixed component and performance linked incentives along with the performance criteria; Details are already disclosed in the respective Resolution.

iii. Service contracts, notice period, severance fees;

- Service contracts: As per Section 190 of the Companies Act, 2013, Written Memorandum is executed for the same.
- Notice period: Three Months
- Severance fees: Not Applicable

iv. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable; Not Applicable

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

The additional detailed information/disclosure as required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meeting (SS-2) is set out in this Notice as **Annexure A**

By Order of the Board of Directors
For Gravita India Limited

Nitin Gupta
Company Secretary
FCS: 9984

Date: 27th July, 2026
Place: Jaipur

ANNEXURE A

Information pursuant to Regulation 36 (3) of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) in respect of the directors who are proposed to be appointed/reappointed and revision in remuneration at the ensuing Annual General Meeting under Item No. 2, 5 and 6 of the Notice is as under:

Particulars	Mr. Sunil Kansal (DIN: 09208705)	Mr. Yogesh Malhotra (DIN: 05332393)
Date of Birth and Age	05th January, 1973 (aged 54 years)	08th July, 1968 (about 58 years)
Nationality	Indian	Indian
Date of first appointment on Board	04th October, 2024	31st March, 2019
Brief Profile, Qualification and Expertise in specific functional Areas	Mr. Sunil Kansal serves as our Whole-time Director & Chief Financial Officer, bringing in three decades of experience in the financial domain. He is a Chartered Accountant and also holds Master's Degrees in Commerce from Rajasthan University. Mr. Sunil Kansal joined Gravita India Limited in 2008. He has knowledge and exceptional understanding in financial management & operations and strategic planning, strategic visionary, risk management, and corporate governance. His insights have been instrumental in ensuring Gravita's financial stability and driving its remarkable growth.	Mr. Yogesh Malhotra is an Engineering graduate with a BE (Mechanical) degree from MREC, Jaipur and an MBA from National University of Singapore. He has Over 33 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
Number of Shares held in the Equity Capital of the Company including shareholding as a beneficial owner	7,320 equity shares of Rs. 2 each.	7,422 equity shares of Rs. 2 each.
Directorship/Committee memberships/ chairmanship in other companies:	**Directorships:** - Noble Buildestate Private Limited - Gravita Infotech Limited - Rashtriya Metal Industries Limited **Committee Membership/Chairmanship:** Rashtriya Metal Industries Limited- Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Finance & Investment Committee (Membership)	**Directorships:** - Noble Buildestate Private Limited - Gravita Infotech Limited - Rashtriya Metal Industries Limited **Committee Membership/Chairmanship:** Rashtriya Metal Industries Limited- Finance & Investment Committee (Membership)
Relationship with other directors, Manager and other Key Managerial Personnel of the company	None	None
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	None	None

Notice

<table>
<tr><th>Particulars</th><th>Mr. Sunil Kansal
(DIN: 09208705)</th><th>Mr. Yogesh Malhotra
(DIN: 05332393)</th></tr>
<tr><td>Number of Meetings of the Board attended during the year</td><td>During F.Y. 2025-26 total 7 (SEVEN) meetings were held and Mr. Sunil Kansal attended 6 (SIX) Board Meetings.</td><td>During F.Y. 2025-26 total 7 (SEVEN) meetings were held, and Mr. Yogesh Malhotra attended all the Board Meetings.</td></tr>
<tr><td>Terms and Conditions of Appointment or Re-appointment along with details of remuneration sought to be paid</td><td>As mentioned in the item No. 6 of the Notice.</td><td>As mentioned in the item No. 5 of the Notice.</td></tr>
<tr><td>Details of Last remuneration Drawn</td><td>(Amount in Rs.)
<table><tr><th>Salary and Perquisites</th><th>Past Remuneration*</th></tr><tr><td>Basic</td><td>2,52,000 Per Month</td></tr><tr><td>HRA, Perquisites & other allowances</td><td>3,37,570 Per Month</td></tr><tr><td>Special Ex-Gratia</td><td>60,00,000 Annually</td></tr></table>*Excluding Provident fund and Gratuity</td><td>(Amount in Rs.)
<table><tr><th>Salary and Perquisites</th><th>Past Remuneration*</th></tr><tr><td>Basic</td><td>3,36,000 Per Month</td></tr><tr><td>HRA, Perquisites & other allowances</td><td>4,50,948 Per Month</td></tr><tr><td>Special Ex-Gratia</td><td>3,75,00,000 Annually</td></tr></table>*Excluding Provident fund and Gratuity</td></tr>
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