



GRAVITA INDIA LIMITED

(CIN: L29308RJ1992PLC006870)

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

Corp. Office: Gravita Tower, A-27 B, Shanti Path,
Tilak Nagar, Jaipur-302004 (Rajasthan)

Phone: +91-141-2623266, 2622697 **Email:** companysecretary@gravitaindia.com

Fax: +91-141-2621491 **Web:** www.gravitaindia.com

POSTAL BALLOT NOTICE

Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions of the Act and Rules, along with the General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations that the resolutions appended below are proposed to the Members of the Company to be passed by way of postal ballot, only through remote voting by electronic means ("remote e-voting").

The proposed resolution along with the Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions, if any, of the Act read with rules framed thereunder, setting out the material facts and reasons thereof are annexed to this Notice.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, and SS-2, the Company is pleased to provide e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-Voting is mentioned in this Notice. The Company has engaged the services of CDSL for facilitating e-Voting. The Company has made necessary arrangements with KFin Technologies Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-Voting facility will be available during the following period:

Cut-off date for eligibility to vote	Friday, 31st January, 2025
Commencement of e-Voting period	09:00 A.M. IST on Thursday, 6th February, 2025
Conclusion of e-Voting period	05:00 P.M. IST on Friday, 7th March, 2025

The e-Voting facility will be disabled by CDSL immediately thereafter.

The Board of Directors (the "Board") has appointed Mr. Akshit Kumar Jangid, Practicing Company Secretary (FCS 11285, CP No. 16300) partner of M/s Pinchaa & Co., Jaipur as the Scrutinizer for conducting the Postal Ballot/e- Voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced at the Corporate Office of the Company not later than two working days from the conclusion of the e-Voting period. The declared Results, along with the Scrutinizer's Report will be submitted to the Stock Exchanges where the Company's equity shares are listed (BSE Limited & National Stock Exchange of India Ltd.) and shall also be displayed on the Company's website www.gravitaindia.com and CDSL's website www.evotingindia.com

The last date of e-Voting, i.e. 7th March, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

1. APPOINTMENT OF MRS. SHIKHA SHARMA (DIN: 10913968) AS A WOMAN INDEPENDENT DIRECTOR 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 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the relevant provisions of Articles of Associations of the Company and on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mrs. Shikha Sharma (DIN: 10913968), who has consented to act as a Woman Independent Director and in respect of whom the company has received a Notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Independent Director, who meets the criteria of Independence as provided under Section 149(6) of the Act read with Rule 6(1) & 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2019 and Regulation 16(1)(b) of the Listing Regulations be and is hereby appointed as a Woman Independent Director of the Company not liable to retire by rotation for a term of five consecutive years with effect from 20.03.2025.

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

2. RE-APPOINTMENT OF MR. YOGESH MALHOTRA (DIN: 05332393), AS WHOLE TIME DIRECTOR CUM CHIEF EXECUTIVE OFFICER 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 179, 196, 197, 198 and 203 of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Act and all other applicable provisions, if any, of the Act, and 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) and on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Yogesh Malhotra (DIN: 05332393), as Whole Time Director cum Chief Executive Officer of the Company for a further period of 3 years w.e.f. 31st March, 2025 who will be liable to retire by rotation, at the remuneration and other terms and conditions as mentioned below :-

SALARY AND PERQUISITES:

Basic – Rs. 3,20,000/- Per month (Rupees Three Lakhs and Twenty Thousand Only)

HRA, Perquisites & other allowances – Rs. 4,29,638/- Per month (Rupees Four Lakhs Twenty Nine Thousand Six Hundred and Thirty Eight Only)

Special Ex-Gratia – Rs. 62,50,000 /- Per month (Rupees Sixty Two Lakhs Fifty Thousand 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 will not be included in the computation of salary to the extent the same are not taxable under the Income-Tax Act, 1961.
- Special Ex-Gratia – Rs. 62,50,000/- Per month (Rupees Sixty-Two Lakhs Fifty Thousand Only) is payable at the discretion of the management and Mr. Rajat Agrawal (DIN: 00855284), 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 in the event of loss or inadequacy of profits in any financial year during the tenure of his service as a Whole Time Director & Chief Executive Officer, Mr. Yogesh Malhotra (DIN: 05332393) shall be paid the remuneration as stated in the resolution as the minimum remuneration subject to limits 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 subject to necessary approvals, the Board of Directors of the Company be and is hereby authorized to alter, vary, modify the terms and conditions of re-appointment including remuneration, subject to applicable provisions, for the time being in force and as may be agreed between the Board of Directors and Mr. Yogesh Malhotra (DIN: 05332393).

RESOLVED FURTHER THAT Mr. Yogesh Malhotra (DIN: 05332393) shall be the Whole time Key managerial Person of the company as defined under Section 203 of Companies Act, 2013 read with Rules, made thereunder.

RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorized to do all things, deeds, act 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**

**Sd/-
Nitin Gupta
Company Secretary
FCS: 9984**

Date: 22nd January, 2025

Place: Jaipur

Notes:

- 1) The relevant Explanatory Statement setting out the material facts relating to the proposed Resolution of the Postal Ballot Notice 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") and other applicable provisions are appended for your consideration.
- 2) The provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-Voting only. Therefore, those Members who have not yet registered their email address are requested to get their email addresses registered contact to RTA (KFIN Technologies Limited) on email id einward.ris@kfintech.com or to company at companysecretary@gravitaindia.com.
- 3) In compliance with the MCA Circulars, this Postal Ballot notice ("Notice") is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose name appear in the Register of Members/ Record of Depositories as on cut-off date i.e. 31st January, 2025

It is however, clarified that all Members of the Company as on the Cut-off date (including those members who may not have received this Notice due to non-registration of their e-mail IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice and are requested to promptly register their e-mail addresses with their respective Depository Participant(DP). Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at einward.ris@kfintech.com
- 4) The Postal Ballot Notice is also available on the Company's website www.gravitaindia.com and at the respective websites of Stock Exchanges and also on the website of the Central Depository Services (India) Limited (CDSL).
- 5) The Board of Directors of the Company has appointed Mr. Akshit Kumar Jangid, Practicing Company Secretary (FCS 11285, CP No. 16300), partner of M/s Pinchaa & Co., Jaipur, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
- 6) As per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the item of business set out in the attached Notice is proposed to be passed by postal ballot. The Members can opt for only remote e-voting. The procedure for e-voting is attached.
- 7) The Company hereby requests all its members to register their e-mail IDs if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through e-mail.
- 8) Members are requested to send their assent or dissent through electronic means within a period of thirty days from the date of dispatch of such Notice.
- 9) Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on 31st January, 2025. A person who is not a Member on the cut-off date should treat this Notice for information purpose only. Provided that once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.
- 10) In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-Voting service facility arranged by CDSL. The e-Voting facility is available at the link www.evotingindia.com Please refer to the instructions for e-Voting given along with this Notice for the process and manner in which e-Voting can be carried out.
- 11) The Scrutinizer will submit his report to the Chairman or any other person authorised by the chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced at the Corporate Office of the Company by the Chairman or any Director of the Company duly authorized, on or before Two Working Days from the conclusion of e-voting process and the same will also be displayed on the website of the Company www.gravitaindia.com besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents.
- 12) The resolutions, if assented to by the requisite majority of the shareholders through Postal Ballot by remote e-Voting, will be deemed to have been duly passed on 7th March, 2025 i.e. the last date of e-Voting.
- 13) All documents proposed for approval, if any, in the above Notice and documents specifically stated to be open for inspection in the Explanatory Statement will be posted on the website of the Company www.gravitaindia.com to facilitate online inspection of relevant documents until the date of announcement of the results of this Postal Ballot.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

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

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

- The e-Voting period begins on Thursday, 6th February, 2025 from 9:00 A.M. and ends on Friday, 7th March, 2025 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 Friday, 31st January, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 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.

- 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 above said SEBI Circular, Login method for e-Voting **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	<ol style="list-style-type: none"> 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 evoting is in progress as per the information provided by company. On clicking the evoting 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 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 & New System Myeasi 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 a 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.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>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.</p> <p>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</p> <p>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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

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.

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 mail to evoting@nsdl.co.in or call at toll free no.: 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.

- Login method for e-Voting 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 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 10digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● 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. <ul style="list-style-type: none"> ● 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).

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 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.
- There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- **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 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.

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 remote 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, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, 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

- 14) The scrutinizer shall submit his report to the Chairman or a person authorised by him, who shall countersign the same and declare the result of the voting forthwith with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not. 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 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.
- 15) 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.

**By Order of the Board of Directors
For Gravita India Limited**

**Sd/-
Nitin Gupta
Company Secretary
FCS: 9984**

**Date: 22nd January, 2025
Place: Jaipur**

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

The following Explanatory Statements sets out all the material facts relating to the Special Businesses mentioned in the accompanying Notice:

ITEM NO. 1: APPOINTMENT OF MRS. SHIKHA SHARMA (DIN: 10913968) AS A WOMAN INDEPENDENT DIRECTOR OF THE COMPANY:

In terms of provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), appointment of Independent Director requires approval of Members by way of a Special Resolution.

Mrs. Shikha Sharma is a seasoned banking professional with over 37 years of experience in leadership roles at Punjab National Bank, the second-largest public sector bank in India. She has a robust academic background, holding a B.Sc. and B.Ed., along with an M.A. in Sociology. She is also a Certified Associate of the Indian Institute of Bankers (CAIIB) and has completed a Management Development Programme at the prestigious Indian Institute of Management (IIM), Ahmedabad. Throughout her illustrious career, Mrs. Sharma has demonstrated innovative skills in building and inspiring teams while managing diverse administrative and functional responsibilities. Her vast experience spans Circle Offices, Zonal Offices, and the Head Office, with expertise in key areas such as Forex, Human Resource Management, Recovery Operations. Her leadership and in-depth understanding of the banking sector underscore her legacy as a respected and accomplished professional. Her guidance and expertise will be very beneficial for the Company.

In terms of clause (1A) of Para A of Part D of Schedule II of the Listing Regulations, the Nomination and Remuneration Committee confirms that Mrs. Shikha Sharma (DIN: 10913968) has the capabilities required in the Board of the Company as identified by it on the basis of the evaluation of the balance of skills, knowledge and experience on the Board of the Company.

The Company has received all statutory disclosures / declarations, including:

1. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014
2. Intimation in Form DIR 8 to the effect that she is not disqualified under Section 164 of the Act.
3. Declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Regulation 16 of SEBI (LODR) Regulations.
4. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority.
5. Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the Company.
6. A notice in writing by a member proposing her candidature under Section 160(1) of the Act.
7. Confirmation that she is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mrs. Shikha Sharma (DIN: 10913968) fulfills the conditions as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for appointment as an Independent Director of the Company and that the proposed director is independent of the management. Having regard to her qualification, knowledge and experience, her appointment as an Independent Director will be in the interest of the Company.

A copy of draft letter of appointment as Independent Director setting out the terms and conditions and other related documents is available for inspection by the Members at the Registered Office of the Company on all working days other than Saturdays, Sundays and National Holidays between 11:00 A.M. and 1:00 P.M. upto the date of the Postal ballot and is also available on the website of the Company at www.gravitaindia.com

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 agenda item and to take decision thereon.

The Board of Directors recommended the resolution at Item No. 1 of the Notice for approval of Members by Special Resolution. None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said Resolution.

Additional information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 and other applicable provisions is as follows:-

Sr. No.	Particulars	Details
1.	Name	Shikha Sharma (DIN: 10913968)
2.	Father's Name	Chiranji Lal Sharma
3.	Age	About 64 years
4.	Qualification	B.Sc, B.Ed, MA in Sociology, Certified Associate of Indian Institute of Bankers (CAIIB), Management Development Programme (IIM Ahmedabad), Leadership Programme for SBIL, Kolkata, intensive Training in Forex, FEDAI Certificates, Project Finance Training from NIBM, Pune
5.	Brief profile, Experience and nature of expertise in specific functional areas	Refer Notice and Explanatory Statement
6.	Terms and Conditions of Appointment	Mutually decided between the Board and Mrs. Shikha Sharma (DIN: 10913968)
7.	Remuneration sought to be paid	Mutually decided between the Board and Mrs. Shikha Sharma (DIN: 10913968)
8.	Last Remuneration drawn	NIL
9.	Date of First Appointment in the Company	NA
10.	Shareholding in the Company	NIL
11.	Relationship with other Directors/ Manager/ KMP	Mrs. Shikha Sharma is not related to any other Director / Key Managerial Personnel of the Company.
12.	Number of Meetings of the Board attended during the Year	NA
13.	a. Directorship in other Companies.	NIL
	b. Chairmanship/Membership in other Companies Committee.	NIL
14.	listed entities from which the person has resigned in the past three years	NIL
15.	the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer Notice and Explanatory Statement
16.	shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	NIL

ITEM NO. 2 RE-APPOINTMENT OF MR. YOGESH MALHOTRA (DIN: 05332393), AS WHOLE TIME DIRECTOR CUM CHIEF EXECUTIVE OFFICER OF THE COMPANY

It is proposed to re-appoint Mr. Yogesh Malhotra (DIN: 05332393) as Whole Time Director Cum Chief Executive Officer of the Company for a further period of three years. The tenure of Mr. Yogesh Malhotra (DIN: 05332393) as Whole Time Director Cum Chief Executive Officer of the Company will expire on 30th March, 2025.

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 and he has been recommended for re-appointment as Whole Time Director Cum Chief Executive Officer for a further period of 3 Years w.e.f. 31st March, 2025 by Nomination and Remuneration Committee at its Meeting held on 22nd January, 2025 and approved by the Board of Directors at their meeting held on 22nd

January, 2025 subject to the approval of members/ shareholders of the Company in accordance with the provisions of Sections 179, 196, 197, 198 and 203 and Schedule V of the Companies Act, 2013 ("Act"). The Act also requires approval of the members of the Company for the said re-appointment and remuneration.

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.

All the relevant documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection by the Members 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 Postal ballot.

Information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 and other applicable provisions is set out in this Notice as **Annexure A**.

The additional detailed information/ disclosure as per Schedule V of the Companies Act, 2013 is as follows:

I. General Information

i. Nature of Industry

Gravita India Limited is engaged in manufacturing and recycling of Lead, Aluminium & Plastics.

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	2022-23	2023-24
Total Revenue from Operations	2,524.39	2,679.07
Other Income	59.72	53.21
Profit Before Tax	116.25	208.22
Net Profit After Tax	101.15	179.62
EPS	14.65	26.01

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 for the Financial year 2023-24.

II. Information about the Appointee

i. Background Details

Mr. Yogesh Malhotra aged about 57 years is an Engineering graduate with a BE (Mechanical) degree from MREC, Jaipur and an MBA from National University of Singapore. He has over 31 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

Mr. Yogesh Malhotra is receiving monthly remuneration of Rs. 7.50 Lakhs (excluding Provident fund and Gratuity) and he is also eligible for Special Ex-Gratia of Rs. 62,50,000/- per month at the discretion of the management and Mr. Rajat Agrawal (DIN: 00855284), Managing Director, who is authorized on behalf of Board to take decision for the same from time to time.

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 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:

- a) 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.
- b) details of fixed component and performance linked incentives along with the performance criteria: Details are already disclosed in the respective resolution.
- c) 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
- d) 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 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 agenda item and to take decision thereon.

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.2 of the Notice.

**By Order of the Board of Directors
For Gravita India Limited**

**Sd/-
Nitn Gupta
Company Secretary
FCS: 9984**

**Date: 22nd January, 2025
Place: Jaipur**

Annexure - A

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/re-appointed and revision in remuneration through postal ballot with the approval of Shareholders under Item No. 2 of the Notice is as under:

Particulars	Mr. Yogesh Malhotra (DIN: 05332393)
Date of Birth and Age	08th July, 1968 (about 57 years)
Nationality	Indian
Date of first appointment on Board	31 st March, 2019
Brief Profile, Qualification, Experience and Expertise in specific functional Areas	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 31 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	10,180 equity shares of Rs. 2 each.
Other Directorship, Chairmanship/ memberships of other Boards in other companies:	Directorships: -Noble Buildestate Private Limited -Gravita Infotech Limited -Nature Living Developers Private Limited Committee Membership: NIL
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.	Nil
Relationship with other directors, Manager and other Key Managerial Personnel of the company	Nil
Number of Meetings of the Board attended during the year	During F.Y. 2023-24 total 6 (six) meetings were held and Mr. Yogesh Malhotra attended all the Board Meetings.
Details of Last remuneration Drawn	Mr. Yogesh Malhotra is receiving monthly remuneration of Rs. 7.50 Lakhs (excluding Provident fund and Gratuity) and he is also eligible for Special Ex-Gratia of Rs. 62,50,000/- per month at the discretion of the management and Mr. Rajat Agrawal (DIN: 00855284), Managing Director, who is authorized on behalf of Board to take decision for the same from time to time.
Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid	As mentioned in the item No. 2 of the Notice.