



GRAVITA INDIA LTD.

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Tilak Nagar, JAIPUR-302004, Rajasthan (INDIA)
Phone: +91-141-2623266, 2622697 FAX : +91-141-2621491
Web : www.gravitaindia.com
CIN:- L29308RJ1992PLC006870

22nd November 2024
GIL/2024-25/182

To,

The BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001
Fax No.: 022-22721919
Scrip Code- 533282

The listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra- Kurla Complex
Bandra(east), Mumbai- 400 051
Fax No.: 022-2659 8120
Company Code- GRAVITA

Subject: Proceedings of Postal Ballot

With reference to captioned subject please find enclosed summary of proceedings as required under Regulation 30 read with Para A of Part A of schedule III of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.

Kindly take the above on your record and oblige.

Yours faithfully

For **Gravita India Limited**

Nitin Gupta
Company Secretary
(FCS-9984)

Encl: As above

Regd. Office:

'SAURABH', Chittora Road, Diggi-Malpura Road
Tehsil: Phagi, JAIPUR- 303 904, Raj. (INDIA)
Phone: +91-141-2623266, 2622697 FAX : +91-141-2621491
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SUMMARY OF PROCEEDINGS OF POSTAL BALLOT (THROUGH REMOTE E-VOTING) IN RESPECT OF RESOLUTION(S) AS SET OUT IN THE NOTICE OF POSTAL BALLOT DATED 04THOCTOBER, 2024 PURSUANT TO SECTION 108 AND 110 OF THE COMPANIES ACT, 2013, OF GRAVITA INDIA LIMITED (“THE COMPANY”), RESULTS OF WHICH DECLARED ON 22ND NOVEMBER, 2024 AND DEEMED TO BE PASSED ON SAID DATE BEING THE LAST DATE OF REMOTE E-VOTING.

The Board of Directors (“Board”) of the Company at its meeting held on Friday, 04thOctober,2024 approved the proposal to conduct a Postal Ballot 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 and 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 to seek approval of the Members for the resolution(s) stated in the notice of Postal Ballot and appointed Mr. Akshit Kumar Jangid, Practicing Company Secretary, (FCS:11285; CP:16300) partner of M/s Pinchaa & Co., Jaipur, as the Scrutinizer for scrutinizing the voting process for the Postal Ballot (through remote e-voting) in a fair and transparent manner. The Board fixed Friday, 18thOctober, 2024 as the cut-off date for ascertaining the name of the Shareholders to whom the notice of Postal Ballot would be sent and also provided the facility to vote on the resolution(s) through a platform provided by Central Depository Services (India) Limited (CDSL). The E-voting period commenced from 09:00 A.M. on Thursday, 24thOctober, 2024 and ended at 05:00 P.M. on Friday, 22nd November, 2024.

In compliance with the aforementioned MCA/SEBI Circulars, the Company has sent Postal Ballot Notice by email to all its Members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the Members will only take place through the E-voting system. Members were required to communicate their assent or dissent through the remote E-voting system only.

An advertisement pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, about completion of dispatch of Postal Ballot Notice dated 04th October, 2024 and containing other required information was published in Financial Express(English Edition) and Nafa Nuksan (Hindi Edition) on 24thOctober, 2024.

Thereafter, Mr. Akshit Kumar Jangid Practicing Company Secretary, submitted his report and other related papers with requisite details of the voting through postal ballot including remote E-voting on the resolution(s) as set-out in the Notice of Postal Ballot which was countersigned by Mr. Yogesh Malhotra, (DIN: 05332393) Whole Time Director (WTD) & CEO of the Company who was authorized by Chairman for this purpose.

Accordingly, on the basis of the Scrutinizer’s Report dated 22ndNovember, 2024, the results on Postal Ballot (through remote E-voting process) was declared by Mr. Yogesh Malhotra (DIN: 05332393), Whole Time Director (WTD) & CEO of the Company on Friday, 22nd November, 2024 at Gravita

Tower, A-27B Shanti Path, Tilak Nagar, Jaipur-302004, Rajasthan and all the resolution(s) as set out in the Notice of Postal Ballot dated 04thOctober, 2024 has deemed to have been passed on Friday, 22ndNovember, 2024,the last date of receipt of remote e-voting, brief details of which are provided hereunder:-

Item 1:

TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. RAJAT AGRAWAL (DIN: 00855284), MANAGING DIRECTOR OF THE COMPANY:

Result of Postal Ballot by remote E-Voting are as follows:-

Manner of Voting through	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	50244689	99.4690	268227	0.5310	-
TOTAL	50244689	99.4690	268227	0.5310	-

Based on the analysis of the valid votes, the Scrutinizer has reported that the Special Resolution as set out under Item No. 1 in the Notice of the Postal Ballot has been passed by the Members of the Company with requisite majority.

Accordingly, the Resolution as reproduced hereunder has been passed 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 (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 of the Company and approval of Board of Directors, consent of Members be and is hereby accorded for revision in the remuneration of Mr. Rajat Agrawal (DIN: 00855284), Managing director of the Company for the remaining term of his office with effect from 1st April, 2024 and the revised remuneration structure shall be as follows:-

SALARY AND PERQUISITES:

Basic- Rs. 22,00,000/- Per month (Rupees Twenty-Two Lakhs Only)

HRA, Perquisites & other allowances- Rs. 31,80,969/- Per month (Rupees Thirty-One Lakhs Eighty Thousand Nine Hundred and Sixty Nine Only)

OTHER TERMS AND CONDITIONS:

- The Managing 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.
- All other terms and conditions shall remain same.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained where any financial year during the tenure of Mr. Rajat Agrawal (DIN: 00855284), Managing director 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/or Schedule V of the Companies Act, 2013 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. Rajat Agrawal (DIN: 00855284).

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.”

Item 2:**TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. YOGESH MALHOTRA (DIN: 05332393), WHOLE-TIME DIRECTOR & CHIEF EXECUTIVE OFFICER (CEO) OF THE COMPANY:**

Result of Postal Ballot by remote E-Voting are as follows:-

Manner of Voting through	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	49862703	98.7981	606570	1.2019	-
TOTAL	49862703	98.7981	606570	1.2019	-

Based on the analysis of the valid votes, the Scrutinizer has reported that the Special Resolution as set out under Item No. 2 in the Notice of the Postal Ballot has been passed by the Members of the Company with requisite majority.

Accordingly, the Resolution as reproduced hereunder has been passed 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 (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 of the Company and approval of Board of Directors, 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, 2024 and the revised remuneration structure shall be as follows:-

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 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/or Schedule V of the Companies Act, 2013 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.”

Item 3:

TO APPROVE RAISING OF FUNDS IN ONE OR MORE TRANCHES, BY ISSUANCE OF SECURITIES BY WAY OF PRIVATE OFFERINGS, QUALIFIED INSTITUTIONS PLACEMENT(S) AND/OR ANY COMBINATION THEREOF OR ANY OTHER METHOD AS MAY BE PERMITTED UNDER APPLICABLE LAW FOR AN AMOUNT NOT EXCEEDING RS.1,000 CRORES

Result of Postal Ballot by remote E-Voting are as follows:-

Manner of Voting through	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	50401496	99.7794	111420	0.2206	-
TOTAL	50401496	99.7794	111420	0.2206	-

Based on the analysis of the valid votes, the Scrutinizer has reported that the Special Resolution as set out under Item No. 3 in the Notice of the Postal Ballot has been passed by the Members of the Company with requisite majority..

Accordingly, the Resolution as reproduced hereunder has been passed as a **Special Resolution:**

"RESOLVED THAT pursuant to Sections 23, 41, 42, 62, 71, and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof ("**Companies Act**") and in accordance with the provisions of the memorandum of association and articles of association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014 each as amended;

the listing agreements entered into by the Company with the stock exchanges where the equity shares of face value of Rs. 2 (Two) of the Company are listed (“**Stock Exchanges**”, and such equity shares, the “**Equity Shares**”); and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India (“**GoI**”), Ministry of Corporate Affairs (“**MCA**”), Reserve Bank of India (“**RBI**”), Securities and Exchange Board of India (“**SEBI**”), Stock Exchanges, and such other statutory / regulatory authorities), and subject to all approvals, permissions, consents, and / or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, GoI, or any other concerned statutory / regulatory authority, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and / or sanctions by any of the aforesaid authorities, which will be considered by the board of directors of the Company (“**Board**”, which term shall include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), approval of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised to offer, issue, and allot (including with provisions for reservations on firm and / or competitive basis, or such part of the issue and for such categories of persons as may be permitted) any instrument or security, including Equity Shares, fully / partly convertible debentures, global depository receipts, American depository receipts, foreign currency convertible bonds, non—convertible debentures, warrants (collectively, the “**Securities**”), or any combination of Securities, to all or any such investors, jointly and / or severally, that may be permitted to invest in such issuance of Securities, including resident or non—resident / foreign investors (whether institutions and / or incorporated bodies and / or trusts or otherwise) / foreign portfolio investors / mutual funds / pension funds / venture capital funds / banks / alternate investment funds / Indian and / or multilateral financial institutions / insurance companies / any other qualified institutional buyers as defined under the SEBI ICDR Regulations (“**QIBs**”) / any other category of persons or entities who are authorised to invest in the Securities in terms of applicable law, as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company, for cash, in one or more tranches, with or without a green shoe option, to raise funds for an aggregate consideration of up to Rs. 1,000Crores only (Rupees One Thousand Crores Only), through a public issue, rights issue, preferential allotment, or a private placement (including one or more qualified institutions placements (“**QIP**”) in accordance with the applicable provisions of the Companies Act and the SEBI ICDR Regulations, or through any other permissible mode and / or combination thereof as may be considered appropriate, to be subscribed to in Indian and / or any foreign currency by all eligible investors, through the issuance of an offer document / letter / circular / placement document, as permitted under applicable laws and regulations, at such price (including at a discount or premium to market price or prices permitted under applicable law), in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine to whom the offer, issue and allotment of Securities shall be made to the exclusion of others (including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company); making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investors and / or in respect of different Securities; number of securities to be issued; face value; number of Equity Shares to be issued and allotted on conversion / redemption / extinguishment of debt(s); rights attached to the warrants; period of conversion; fixing of record date; and / or book closure dates subject to the applicable laws considering the prevailing market conditions and / or other relevant factors, and wherever necessary, in consultation with the book running lead managers and / or other advisors appointed.

RESOLVED FURTHER THAT the relevant date for the purpose of pricing the Securities shall be date of the meeting in which the Board decides to open the issue of the Securities, subsequent to receipt of approval from the members of the Company, in terms of applicable law; in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs by way of a QIP, the

relevant date for pricing of such Securities shall be either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board.

Resolved further that the terms and conditions of the Issue shall be as follows:

- a) the allotment of Equity Shares shall only be made to Qualified Institutional Buyers as defined under Regulation 2(1) (ss) of the SEBI ICDR Regulations;
- b) in case of allotment of equity shares, the relevant date for the purpose of pricing of the equity shares to be issued, shall be the date of the meeting in which the Board or the committee thereof decides to open the Issue in accordance with Regulation 171(b) (i) of the SEBI ICDR Regulations and in case of allotment of eligible convertible securities, either the date of the meeting in which the Board or the committee thereof decides to open the Issue or the date on which the holders of such convertible securities become entitled to apply for equity shares;
- c) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- d) the allotment of Securities shall be completed within a period of 365 days from the date of passing of this resolution by the members of the Company;
- e) all eligible securities issued under the Issue shall be listed on the recognised stock exchange where the equity shares of the Company are listed;
- f) the Issue Equity Shares to be made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations shall be made at such price which is not less than the price determined in accordance with the pricing formula in accordance with Regulation 176 of the SEBI ICDR Regulations (the “**Floor Price**”), provided that the Board or the Committee thereof may, at its discretion and in accordance with applicable law, offer a discount of not more than five per cent or such other percentage as permitted under applicable law, on such Floor Price, and the price determined for the Issue shall be subject to appropriate adjustments in accordance with the provisions of the SEBI ICDR Regulations, as may be applicable;
- g) the equity shares arising pursuant to the Issue shall rank pari-passu in all respects including dividend entitlement with the existing Equity Shares of the Company;
- h) the tenure of the convertible or exchangeable eligible securities issued under the Issue shall not exceed sixty months from the date of allotment;
- i) the eligible securities allotted under the Issue shall not be sold by the allottee for a period of one year from the date of allotment, except on a recognised stock exchange;
- j) no allotment shall be made, either directly or indirectly, to any qualified institutional buyer who is a promoter of the Company or any person related to the promoters of the Company.

RESOLVED FURTHER THAT the Board shall not issue or allot partly paid-up eligible securities; provided that in case of allotment of non-convertible debt instruments along with warrants, the allottees may pay the full consideration or part thereof payable with respect to warrants, at the time of allotment of such warrants as may be decided by the Board (with the consent of the allottee); provided further that

on allotment of equity shares on exercise of options attached to warrants, such equity shares shall be fully paid-up.

RESOLVED FURTHER THAT in accordance with Regulation 179 of the SEBI ICDR Regulations, a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs.”

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Board be and is hereby authorised to do such acts, deeds, and things, in its absolute discretion, as it deems necessary or desirable in connection with offering, issuing, and allotting the Securities, and to give effect to these resolutions, including, without limitation, the following:

- a) offer, issue and allot all / any of the Securities, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion;
- b) determining the terms and conditions of the issuance, including among other things, (a) terms for issuance of additional Securities and for disposal of Securities which are not subscribed to by issuing them to banks / financial institutions / mutual funds or otherwise, (b) terms as are provided in domestic offerings of this nature, and (c) terms and conditions in connection with payment of interest, dividend, voting rights, premium and redemption or early redemption, conversion into Equity Shares, pricing, variation of the price or period of conversion, and / or finalizing the objects of the issuance and the monitoring of the same;
- c) approve, finalise, and execute any preliminary as well as final offer document (including, among other things, any draft offer document, offering circular, registration statement, prospectus, placement document, private placement offer letter, letter of offer, and / or other letter or circular), and to approve and finalise any bid cum application form, abridged letter of offer, notices, including any advertisements and other documents or any term sheets or any other ancillary documents in this regard;
- d) decide the form, terms and timing of the issue(s) / offering(s), Securities to be issued and allotted, class of investors to whom Securities are to be offered, issued and allotted, number of Equity Shares to be issued and allotted in each tranche;
- e) issue and allot such number of Equity Shares, as may be required to be issued and allotted, upon conversion of any Securities, or as may be necessary in accordance with the terms of the issuance all such Equity Shares ranking pari passu with the existing Equity Shares in all respects;
- f) approve, finalise, execute, and amend agreements and documents, including, any number of powers of attorney, lock-up letters, agreements in connection with the creation of any security, and agreements in connection with the appointment of any intermediaries and / or advisors, (including for underwriting, marketing, listing, trading, appointment of lead manager(s) / merchant banker(s), legal counsel, depository(ies), banker(s), advisor(s), registrar(s), trustee(s), and other intermediaries as required), and to pay any fees, commission, costs, charges and other expenses in connection therewith;
- g) provide such declarations, affidavits, certificates, consents and / or authorities as required from time to time;

- h) seek any consents and approvals, including, among others, the consent from the Company's lenders, customers, vendors, parties with whom the Company has entered into agreements, and from concerned statutory and regulatory authorities;
- i) file requisite documents with the SEBI, Stock Exchanges, the GoI, the RBI, and any other statutory and / or regulatory authorities, and any amendments, supplements or additional documents in relation thereto, as may be required;
- j) seeking the listing of the Securities on any stock exchange(s), submitting the listing application to such stock exchange(s) and taking all actions that may be necessary in connection with obtaining such listing approvals (both in-principle and final listing and trading approvals);
- k) open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board;
- l) approving the issue price and finalize allocation and the basis of allotment of the Securities on the basis of the bids / applications and oversubscription thereof as received, where applicable;
- m) acceptance and appropriation of the proceeds of the issue of the Securities;
- n) affix the common seal of the Company, as required, on any agreement, undertaking, deed or other document, in the presence of any one or more of the directors of the Company or any one or more of the officers of the Company as may be authorised by the Board in accordance with the memorandum of association and articles of association of the Company;
- o) further authorise and empower any committee and / or director(s) and / or officer(s) of the Company, to execute and deliver, for and on behalf of the Company, any and all other documents or instruments and doing or causing to be done any and all acts or things as the committee / director(s) / officer(s) may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing, or in connection with the issuance of Securities, and any documents or instruments so executed and delivered or acts and things done or caused to be done by the committee / director(s) / officer(s) shall be conclusive evidence of the authority of the committee / director(s) / officer(s) and the Company in doing so; and
- p) do all such incidental and ancillary acts and things as may be deemed necessary, and to give such directions that may be necessary or settle any issues, questions, difficulties or doubts that may arise in regard to or in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions and the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

Item 4:

APPOINTMENT OF MR. SUNIL KANSAL (DIN: 09208705), AS WHOLE TIME DIRECTOR OF THE COMPANY

Result of Postal Ballot by remote E-Voting are as follows:-

Manner of Voting through	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	49891171	98.8546	578077	1.1454	-
TOTAL	49891171	98.8546	578077	1.1454	-

Based on the analysis of the valid votes, the Scrutinizer has reported that the Special Resolution as set out under Item No. 4 in the Notice of the Postal Ballot has been passed by the Members of the Company with requisite majority

Accordingly, the Resolution as reproduced hereunder has been passed 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”) and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and Schedule V 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 appoint Mr. Sunil Kansal, Chief Financial Officer having DIN: 09208705 as Whole-time Director of the Company for a period of 3 years w.e.f. 04th October, 2024, liable to retire by rotation and on such terms and conditions including remuneration as mentioned below:

SALARY AND PERQUISITES:

Basic– Rs. 2,40,000/- per month (Rupees Two Lakhs Forty Thousand Only)

HRA and Perquisites & other allowances – Rs. 3,21,586/- per month (Rupees Three Lakhs Twenty One Thousand Five Hundred and Eighty Six Only)

Special Ex-Gratia –Rs. 6,25,000 /- Per month (Rupees Six Lakhs Twenty Five 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. 6,25,000/- Per month (Rupees Six Lakhs Twenty Five 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.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of his service as Whole Time Director, Mr. Sunil kansal (DIN: 09208705) 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 a written memorandum setting out all the terms and conditions including remuneration of Mr. Sunil kansal (DIN: 09208705) prepared in terms of the provision of Section 190 of the Companies Act, 2013 and all other applicable provisions, if any, be and is hereby considered and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter, vary, modify the aforesaid terms and conditions of 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. Sunil kansal (DIN: 09208705).

RESOLVED FURTHER THAT Mr. Sunil kansal (DIN: 09208705) shall be continued as the whole-time key Managerial Personnel of the Company as defined under section 203 of Companies Act, 2013 read with rules made thereunder.

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

Yogesh Malhotra
Whole Time Director(WTD) & CEO
(DIN: 05332393)

Date : 22.11.2024

Place: Jaipur

For Gravita India Limited

Nitin Gupta
(Company Secretary)
FCS:9984