

07th March, 2025
GIL/2024-25/264

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
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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 22ND JANUARY, 2025 PURSUANT TO SECTION 108 AND 110 OF THE COMPANIES ACT, 2013, OF GRAVITA INDIA LIMITED (“THE COMPANY”), RESULTS OF WHICH DECLARED ON 7TH MARCH, 2025 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 Wednesday, 22nd January 2025 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, 31st January, 2025 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, 6th February, 2025 and ended at 05:00 P.M. on Friday, 7th March, 2025.

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 22nd January 2025 and containing other required information was published in Financial Express (English Edition) and Nafa Nuksan (Hindi Edition) on 6th February, 2025.

Thereafter, Mr. Akshit Kumar Jangid Practicing Company Secretary, submitted his report and other related papers with requisite details of the voting by postal ballot through 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 7th March, 2025, 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, 7th March, 2025 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 22nd January 2025 has deemed to have been passed on Friday, 7th March, 2025, the last date of receipt of remote e-voting, brief details of which are provided hereunder:-

Item 1:

APPOINTMENT OF MRS. SHIKHA SHARMA (DIN: 10913968) AS A WOMAN INDEPENDENT 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	51190975	99.9300	35843	0.0700	-
TOTAL	51190975	99.9300	35843	0.0700	-

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 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.”

Item 2:

RE-APPOINTMENT OF MR. YOGESH MALHOTRA (DIN: 05332393), AS WHOLE TIME DIRECTOR CUM CHIEF EXECUTIVE OFFICER 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	47963803	93.6265	3265065	6.3735	-
TOTAL	47963803	93.6265	3265065	6.3735	-

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 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 0Nine 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.”

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

Date : 07.03.2025

Place: Jaipur

For Gravita India Limited

Nitin Gupta
(Company Secretary)
FCS:9984