

Corporate Governance Report

Company's Philosophy on Corporate Governance

Gravita India Limited (hereinafter referred to as 'Gravita'), looks upon good Corporate Governance practices as a key driver of sustainable corporate growth and long-term stakeholder value creation. Good Corporate Governance Practices enable a Company to attract financial and human capital. In turn, these resources are leveraged to maximise long-term stakeholder value, while preserving the interests of multiple stakeholders, including the society at large. Gravita and its employees are guided by the values of collaborative spirit, unrelenting dedication and expert thinking. These values are core to our operations. All are expected to adhere to the highest standards of integrity. In the conduct of Company's business and its dealings, it abides by the principles of honesty, openness and doing what is right and fair. Gravita is committed in doing things the right way, which means, taking business decisions and acting in a way that is ethical and is in compliance with the applicable legislation. These principles guide our behavior at all times. Our Company practices the highest standards of corporate behavior towards everyone it works with, be it the communities or the environment. This is the road to responsible, sustainable and profitable growth and creates long term value for Our Company's stakeholders, people and our business partners. The Company's policies on Corporate Governance and compliance specifically till the last date of this financial year i.e. 31st March, 2015 as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges are stated below for the enlightenment of our shareholders and investors.

Board of Directors

The Company has a very balanced and diverse Board of Directors, which primarily takes care of the business needs and stakeholders' interest. The Non-Executive Directors including Independent Directors on the Board are experienced, competent and highly renowned persons from the fields of Marketing Finance & Taxation, Economics, Law, Governance etc. They take active part at the Board and Committee Meetings by providing valuable guidance to the management on various aspects of Business, Policy Direction, Governance, Compliance, etc. and play critical role on strategic issues, which enhances the transparency and add value in the decision making process of the Board of Directors. The composition of the Board also complies with the provisions of the Companies Act, 2013 and the Listing Agreement.

As on 31st March, 2015, the total Board strength comprises of 7(seven) Directors out of which 3(three) Directors are Executive Directors and 4 (Four) are Non - Executive and Independent Directors which is in consonance with the composition defined under Clause 49 of the Listing Agreement and in the Companies Act 2013.

The details of composition of the Board as on 31st March, 2015, the attendance record of the Directors at the Board Meetings held during the financial year 2014-15 and at the last Annual General Meeting (AGM), as also the number of Directorships, Committee Chairmanships and Memberships held by them in other Companies are given herein below:

Name	Category	Whether attended AGM held on 02nd August, 2014	Number of Directorships in other companies as on 31.03.2015#	No. of committee positions held in other public companies as on 31st March, 2015	
				Chairman	Member
Dr. Mahavir Prasad Agarwal	Executive & Promoter	No	5	Nil	Nil
Mr. Rajat Agrawal	Executive and Promoter	Yes	6	Nil	Nil
Mr. Rajeev Surana	Executive and Promoter	Yes	4	Nil	1
Mr. Dinesh Kumar Govil	Non-Executive Lead Independent	Yes	4	2	Nil
Mr. Yogesh Mohan Kharbanda	Non-Executive Independent	No	3	Nil	1
Mr. Arun Kumar Gupta	Non-Executive Independent	Yes	Nil	Nil	Nil
Mrs. Chanchal Chadha Phadnis	Non-Executive Independent	N.A.####	Nil	Nil	Nil

#Directorship does not include directorships held in Foreign Companies.

1. Dr. Mahavir Prasad Agarwal, Executive Director of the Company is the father of Mr. Rajat Agrawal, Managing Director of the Company. Other than the aforesaid there are no inter-se relationships among the Directors.
2. None of the Director is member in more than 10 committees or Chairman of more than five committees across all companies in which he is a director.

Joined the Board in March, 2015

Board Meetings

Dates for the Board Meetings are decided well in advance and communicated to the Directors. Board Meetings are held at the Corporate Office of the Company. The Agenda along with the explanatory notes are sent in advance to the Directors. Additional meetings of the Board to address specific needs of Company are held as and when deemed necessary by the Board. In case of any exigency/ emergency, resolutions are

passed by circulation. The intervening period between two Board meetings is well within the maximum gap of four months as prescribed under Clause 49 of the Listing Agreement with Stock Exchanges. The Board periodically reviews compliance reports of all laws applicable to the Company. Steps are taken by the Company to rectify instances of non-compliance, if any. The following Meetings of the Board were held during the Financial Year 2014-15:

S.No	Date of Meeting	Board Strength	No. of Directors Present
1	29th May, 2014	6	5
2	10th June, 2014	6	5
3	20th June, 2014	6	4
4	22nd July, 2014	6	4
5	06th August, 2014	6	5
6	19th September, 2014	6	5
7	28th October, 2014	6	4
8	11th November, 2014	6	4
9	19th January, 2015	6	4
10	03rd February, 2015	6	5
11	10th March, 2015	6	3
12	24th March, 2015	7	6

Attendance of each Director at the Board Meetings and Last Annual General Meeting (AGM):

Name of Director	Board Meetings held during the year	Meetings Attended	Whether present at Last AGM (held on 2nd August, 2014)
Dr. Mahavir Prasad Agarwal	12	12	No
Mr. Rajat Agrawal	12	12	Yes
Mr. Rajeev Surana	12	11	Yes
Mr. Dinesh Kumar Govil	12	10	Yes
Mr. Yogesh Mohan Kharbanda	12	5	No
Mr. Arun Kumar Gupta	12	3	Yes
Mrs. Chanchal Chadha Phadnis####	12	1	N.A.

joined the Board in March, 2015

Meeting of Independent Directors

In compliance of Section 149 of Companies Act, 2013 and clause 49 of Listing Agreement a separate meeting of Independent Directors was held on 24th March, 2015. Attendance of Independent Directors at the meeting is given hereunder:

Name of Director	Whether present or not
Mr. Dinesh Kumar Govil	Yes
Mr. Yogesh Mohan Kharbanda	No
Mr. Arun Kumar Gupta	Yes

Audit Committee

The Audit Committee of the Company comprises of three Non-Executive and Independent Directors and is constituted in accordance with the requirements of the Listing Agreement read with Companies Act 2013. Mr. Dinesh Kumar Govil is the Chairman of the Audit Committee. All the members of the committee are financially literate and possess thorough knowledge of accounting principles. During the year the Board of Directors of the company have broadened the terms of reference of Audit Committee so as to make the same in

consensus with terms of reference defined under Companies Act 2013 vis-à-vis the listing agreement.

The Statutory Auditors, Cost Auditors and Internal Auditors are invited to the Audit Committee Meetings to discuss with Directors the scope of audit, their comments, and to discuss the Internal Audit Reports. Minutes of the Audit Committee Meetings are circulated to all Directors and discussed at the Board Meetings.

The Company Secretary of the Company acts as Secretary of the Audit Committee.

The Audit Committee met 6 (six) times during the financial year 2014-15 on:

29th May, 2014
10th June, 2014
6th August, 2014
19th September, 2014
11th November, 2014
03rd February, 2015

Composition of Audit Committee and Attendance

Name of the Members	Designation	Number of Meetings held during the year	No. of Meetings Attended
Mr. Dinesh Kumar Govil	Chairman	6	5
Mr. Yogesh Mohan Kharbanda	Member	6	5
Mr. Arun Kumar Gupta	Member	6	2

The Terms of Reference of the Audit Committee are broadly as follows:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

- a) Matters required to be stated in the Director's Responsibility Statement to be stated in the Board's Report in terms of provisions of Companies Act;
 - b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - d) Significant adjustments made in the financial statements arising out of audit findings;
 - e) Compliance with listing and other legal requirements relating to financial statements;
 - f) Disclosure of any related party transactions;
 - g) Qualifications in the draft audit report;
- Reviewing with the management, the quarterly financial statements before submission to the Board for approval;
 - Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue among others), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 - Reviewing with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
 - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - Discussion with internal auditors any significant findings and follow up there on.
 - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 - Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - To review the functioning of the Whistle Blower mechanism, in case the same is existing;
 - Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
 - Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
 - Review and monitor the auditor's independence and performance, and effectiveness of audit process;
 - Scrutiny of inter corporate loans and investment;
 - Valuation of undertakings or assets of the company, wherever it is necessary;
 - Evaluation of internal financial controls and risk management systems;

Nomination & Remuneration Committee

During the year the name of existing Remuneration Committee has been changed to 'Nomination and Remuneration Committee' and terms of reference of said committee were also altered so as to comply with the provisions of Section 178 of Companies Act, 2013 and Clause 49(IV) of the revised Listing Agreement with Stock Exchanges. The Committee reviews and recommends the payment of salaries, commission and finalises appointment and other employment conditions of Directors, Key Managerial Personnel and other Senior Employees.

Terms of Reference:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the Remuneration of the Directors, Key Managerial Personnel and other Employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

Composition and Meeting

The Company's Nomination & Remuneration Committee comprises of three Non-Executive and Independent Directors. During the financial year 2014 – 2015 the Committee met 2 (two) times i.e. on 20th June, 2014 and 24th March, 2015.

Composition of Nomination & Remuneration Committee and Attendance:

Name of the Members	Designation	Number of Meetings held during the year	No. of Meetings Attended
Mr. Dinesh Kumar Govil	Chairman	2	2
Mr. Yogesh Mohan Kharbada	Member	2	0
Mr. Arun Kumar Gupta	Member	2	2

Details of Remuneration paid to Directors during 2014-15:

Name of the Director	Designation	Salary and other allowances	Stock options	Total
Dr. Mahavir Prasad Agarwal	Whole-time Director	42,00,000	Nil	42,00,000
Mr. Rajat Agrawal	Managing Director	60,00,000	Nil	60,00,000
Mr. Rajeev Surana	Whole-time Director	30,00,000	Nil	30,00,000

Notes:

- The Company does not have any pecuniary relationship with any Non-Executive Independent Director except for reimbursement of traveling expenses to the Directors for attending Board Meeting. No sitting fee is paid for attending the meetings of Board / Committees of Directors.
- None of the Independent Directors have more than 2% shareholding in the Company.

Remuneration Policy

The remuneration paid to Executive Directors is recommended by Nomination & Remuneration Committee and approved by Board in Board Meeting, subject to the subsequent approval of the shareholders at the General Meeting and such other authorities, as may be required. The remuneration is decided after considering various factors such as qualification, experience, performance, responsibilities shouldered, industry standards as well as financial position of the Company. The Remuneration Policy of the Company is also available on the website of the company www.gravitaindia.com.

- Remuneration to the Whole-time Director/Managing Director:**

The Whole-time Director/Managing Director shall be eligible for remuneration as may be approved by the Shareholders of the Company on the recommendation of the Committee and the Board of Directors. The break-up of the pay scale, performance bonus, and quantum of perquisites including Employer's contribution to Provident Fund, pension scheme, medical expenses, club fees etc shall be decided and approved by the Board on the recommendation of the Committee and may be within the overall remuneration approved by the shareholders.

- Remuneration to Non- Executive/ Independent Director:**

Sitting Fees:

The Non-executive/ Independent Directors of the

Company may be paid sitting fees, if any, as per the applicable Regulations and no sitting fee shall be paid to Executive Directors. The quantum of sitting fees will be determined as per the recommendation of Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

Profit Linked Commission:

The profit -linked commission shall be paid within the monetary limit approved by the shareholders of the Company subject to the same not exceeding 1% of the net profits of the Company computed as per applicable provisions of the Regulations.

Stock Options:

Pursuant to the provisions of the Act, an Independent Director shall not be entitled to any stock option of the Company.

- Remuneration to Senior Management Personnel, Key Managerial Personnel and Other Employees:**

The Senior Management Personnel, Key Managerial Personnel and other employees of the Company shall be paid monthly remuneration as per the Company's HR policies and/ or as may be approved by the Committee. The break-up of the pay scale and quantum of perquisites including Employer's contribution to Provident Fund, pension scheme, medical expenses, club fees etc. shall be as per the Company's HR policies.

- **Minimum Remuneration:**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Personnel in accordance with the provisions of Schedule V of the Act, and if it is not able to comply with such provisions, with the prior approval of the Central Government.

- **Provisions for excess remuneration:**

If any Managerial Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act, or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

Stakeholders Grievance Committee

The Stakeholders Grievance Committee (formerly known as Stakeholders' / Investors' Grievance Committee) has been reconstituted on 29th May, 2014 in terms of Clause 49 of Listing Agreement read with Companies Act, 2013 and is entrusted with the responsibility of addressing the shareholders' / investors' complaints with respect to transfer of shares, non-receipt of Annual Report, non-receipt of dividend etc. The Committee comprises of three Directors viz. Mr. Dinesh Kumar Govil, Dr. Mahavir Prasad Agarwal and Mr. Rajeev Surana.

No. of Meetings

During the year under review 2 (Two) Meetings of Stakeholders' Grievance Committee were held on 29th May, 2014 and 03rd February, 2015.

Composition of Stakeholder Grievance Committee and Attendance:

Name of the Members	Designation	Number of Meetings held during the year	No. of Meetings Attended
Mr. Dinesh Kumar Govil	Chairman	2	1
Mr. Rajeev Surana	Member	2	2
Dr. Mahavir Prasad Agarwal	Member	2	2

Terms of Reference

The role of Stakeholders' Grievance Committee involves:

- To consider and review shareholders'/ investors' grievances and complaints and ensure that all shareholders'/ investors' grievances and correspondence are attended to expeditiously and satisfactorily unless constrained by incomplete documentation and/ or legal impediments;
- To approve and register transfers and transmission of Equity Shares;
- To Sub Divide, Consolidate and/or replace any Share Certificate of the Company;
- To authorise affixation of Common Seal of the Company to share certificates;
- To do all other acts and deeds as may be necessary or incidental to the above.

Compliance Officer

As per Clause 47 (a) of Listing Agreement, Mrs. Leena Jain Company Secretary is the Compliance Officer for complying with the requirements of Security Laws and the Listing

Agreement with the Stock Exchanges in India.

Status of Investor Complaints

The Company received 9 (nine) complaints from investors which were resolved well in stipulated time by the Company and there were no complaints pending with the company or its Share Transfer Agents as on 31st March, 2015.

Compensation Committee

In terms of the requirement of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended, the Company has constituted the Compensation Committee comprising of three Directors, two of whom are Non-Executive Independent Directors and one is Executive Director. The Chairman of Compensation Committee is Mr. Dinesh Kumar Govil. The Compensation Committee administers the Employee Stock Option Plan of the Company and determines eligibility of employees for Stock Options.

No. of Meetings

The Committee met 4 (four) times during the financial year 2014 - 2015 namely 09th June 2014, 22nd July, 2014, 28th October, 2014 and 09th December, 2014.

Composition of Compensation Committee and Attendance:

Name of the Members	Designation	Number of Meetings held during the year	No. of Meetings Attended
Mr. Dinesh Kumar Govil	Chairman	4	4
Mr. Yogesh Mohan Kharbanda	Member	4	0
Mr. Rajat Agrawal	Member	4	4

Investment Committee

The Company has an Investment Committee comprising all the Executive Directors of the Company viz., Mr Rajat Agrawal, Dr Mahavir Prasad Agarwal and Mr Rajeev Surana. The designated terms of reference of the Committee are as under:

- To make decisions about investments to be made by the Company in various overseas ventures whether by way of Equity or Capitalisation of Exports or by way of loan;
- To make decisions about investments to be made by the Company in shares, stocks, units of mutual funds, subscription to public issues of other companies etc; and
- To make decisions about disinvestments/ alienation/ sale/ transfer/ gift or pledge of any of the investments made

in clause mentioned above which the Committee may consider most beneficial in the interest of the Company.

Corporate Social Responsibility Committee

In terms of the requirement of Section 135 of Companies Act 2013 and Rules made thereunder, the Company has constituted the Corporate Social Responsibility Committee ("CSR Committee") comprising of Three Directors; two of whom are Executive Directors viz., Dr. Mahavir Prasad Agarwal and Mr. Rajat Agrawal and third member is Non-executive Independent Director i.e. Mr. Yogesh Mohan Kharbanda acting as Chairman of the Committee.

No. of Meetings

The Committee met 1 (one) time during the financial year 2014 – 2015 on 10th March, 2015.

Composition of Corporate Social Responsibility Committee and Attendance:

Name of the Members	Designation	Number of Meetings held during the year	No. of Meetings Attended
Mr. Yogesh Mohan Kharbanda	Chairman	1	1
Mr. Rajat Agrawal	Member	1	1
Dr. Mahavir Prasad Agarwal	Member	1	1

Terms of Reference

- To formulate the Corporate Social Responsibility policy of the company which shall indicate the activities to be undertaken by the company as specified in Schedule VII to the Act;
- To recommend the expenditure that can be incurred for this purpose;
- To monitor CSR policy of the company from time to time;
- To prepare a transparent monitoring mechanism for ensuring implementation of the projects / programs / activities proposed to be undertaken by the company;
- To ensure that all kind of income accrued to the company by way of CSR activities should be credited back to the community or CSR corpus.

General Body Meetings

The details of General Meetings held in the last three years are given below:

S.No.	AGM	Date	Time	Venue	No. of Special Resolution passed
1.	20th AGM	06.08.2012	11.30 A.M.	"Saurabh Farms", Chittora Road, Harsulia Mod, Diggi-Malpura, Tehsil-Phagi, Jaipur	Nil
2.	21st AGM	29.07.2013	11.30 A.M.	"Saurabh Farms", Chittora Road, Harsulia Mod, Diggi-Malpura, Tehsil-Phagi, Jaipur	2
3.	22nd AGM	02.08.2014	11.00 A.M.	"Saurabh", Chittora Road, Harsulia Mod, Diggi-Malpura, Tehsil-Phagi, Jaipur	5

- No Extra-Ordinary General Meeting of the Shareholders was held during the year.
- None of the resolutions proposed for the ensuing Annual General Meeting need to be passed by Postal Ballot.

Resolutions passed by way of conducting the Postal Ballot:

During the year under consideration, pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, resolutions through Postal Ballot in respect of the following Special Resolutions were passed on 11th July, 2014 by way of Postal Ballot:

- Special Resolution u/s 13 of the Companies Act, 2013 towards Alteration in Object Clause;
- Special Resolution u/s 180(1) (a) of the Companies Act, 2013 towards authority for creation of Charge on Movable and Immovable properties of the Company;
- Special Resolution u/s 186 of the Companies Act, 2013 towards consent for making of any investment/ giving any

loan or guarantee/ providing security;

- Special Resolution towards purchase of share in Business Undertaking from Mr. Rajat Agrawal, Managing Director of the Company u/s 188 of the Companies Act, 2013.

The Company had appointed Mr. Pradeep Pincha, Practicing Company Secretary, as Scrutiniser for conducting the Postal Ballot process, who submitted his report to the Whole-time Director after completing the scrutiny and the results of the voting by Postal Ballot were declared on Friday, 11th July, 2014 at 5.30 p.m. at the Corporate Office of the Company. The date of declaration of results was deemed to be date of passing of the said resolutions. The results of the Postal Ballot are also available at website of the Company (www.gravitaindia.com). A synopsis of the results submitted by the scrutiniser are as follows:

Particulars	Resolution No. 1			Resolution No.2		
	No. of Postal Ballot Forms	No. of Shares	% to Total Paid up Equity Capital	No. of Postal Ballot Forms	No. of Shares	% to Total Paid up Equity Capital
Total Postal Ballot Forms received	97	50899637	74.64%	97	50899637	74.64%
Less: Invalid Postal Ballot Forms (as per register)	4	1455	0.002%	4	1455	0.002%
Net valid Postal ballot Forms (as per register)	93	50898182	74.63%	93	50898182	74.63%
Postal Ballot Forms- in favour of the resolution	92	50897932	74.63%	90	50897721	74.63%
Postal ballot Forms -against the resolution	1	250	Negligible	3	461	Negligible

Particulars	Resolution No.3			Resolution No.4		
	No. of Postal Ballot Forms	No. of Shares	% to Total Paid up Equity Capital	No. of Postal Ballot Forms	No. of Shares	% to Total Paid up Equity Capital
Total Postal Ballot Forms received	97	50899637	74.64%	97	50899637	74.64%
Less: Invalid Postal Ballot Forms (as per register)	4	1455	0.002%	4	1455	0.002%
Net valid Postal ballot Forms (as per register)	93	50898182	74.63%	93	50898182	74.63%
Postal Ballot Forms- in favour of the resolution	90	50896872	74.63%	85	870851	1.27%
Postal ballot Forms -against the resolution	3	1310	0.001%	4	1581	0.002%

Procedure Followed

- I. The Company issued the Postal Ballot Notice dated 29th May, 2014 containing draft resolutions together with the explanatory statements and the Postal Ballot Forms and self-addressed envelopes to the members whose names appeared in the register of members as on Friday, 30th May, 2014 and other concerned.
- II. Members were advised to read carefully the instructions printed on the Postal Ballot Form and return the duly completed form in the attached self-addressed envelope so as to reach the Scrutiniser on or before the close of business hours on Thursday, 10th July, 2014. The members who opted for the e-voting could vote on or before the business hours, i.e. 5.00 P.M. on Sunday, 6th July, 2014.
- III. After due scrutiny of all the Postal Ballot Forms / E-voting received up to the close of the working hours on Thursday, 10th July, 2014. The Scrutiniser submitted his final report on Friday, 11th July, 2014.
- IV. The results of the Postal Ballot / E-voting were declared on Friday, 11th July, 2014. The date of declaration of the results of the Postal Ballot was taken as the date of passing of the resolution.
- V. The results of the Postal Ballot were also placed on the website of the Company at www.gravitaindia.com.

Pledge of Shares

No Pledge has been created over the Equity Shares held by the Promoters and/or Promoter Group Shareholders during the Financial Year ended 31st March, 2015.

Review of Legal Compliance Reports

As has been done earlier also, during the year, the Board

periodically reviewed reports placed by the management with respect to compliance of various laws applicable to the Company. The Internal Auditors also reviewed the compliance status of the Company within their terms of reference and reported to the Audit Committee.

Disclosures

Financial Statements/Accounting Treatments: In the preparation of Financial Statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

Materially Significant Related Party Transactions: There have been no materially significant related party transactions, pecuniary transactions or relationships between the Company and its Directors that may have potential conflict with the interests of the Company.

Disclosure on Risk Management: The Board is periodically informed about the key risks and their minimisation procedures. Business risk evaluation and management is an ongoing process within the Company.

Details of non-compliance with regard to the capital market: There have been no instances of non-compliance by the Company and no penalties and/or strictures have been imposed on it by Stock Exchanges or SEBI or any Statutory Authority on any matter related to the capital markets during the last three years.

CEO and CFO Certification: The certificate required under clause 49(IX) of the listing agreement duly signed by the Managing Director and CFO was placed before the Board and the same is also provided with this report.

Compliance with the mandatory requirements of Clause 49 of the Listing Agreement: The Company has complied with

all the mandatory requirements of the Code of Corporate Governance as stipulated under the Listing Agreement. The Company has also obtained a certificate affirming the compliances from M/s P. Pincha & Associates, Practicing Company Secretaries, Jaipur and the same is attached to this Report.

Whistle Blower Policy: The Audit Committee of the Board is committed to ensure fraud-free work environment and to this end the Committee has laid down a Whistle Blower Policy providing a platform to all its stakeholders including employees, auditors, regulatory agencies and customers of the Company to report any suspected or confirmed incident of fraud/misconduct through any of the following reporting protocols:

- Name of Vigilance Officer: Mr. Deepak Mittal
- E-mail: whistleblower@gravitaindia.com
- Written Communication to: Vigilance officer- Gravita India Whistle Blower Policy, A-27 B, Gravita Tower, Shanti Path, Tilak Nagar, Jaipur- 302004

During the year, no personnel has been denied access to the audit committee. The Policy is also available at website of the Company (www.gravitaindia.com)

Means of Communication

Financial Results

- Pursuant to Clause 41(l)(f) of the Listing Agreement, the Company has regularly furnished, by way of online electronic upload on NEAPS and BSE Listing Centre as well as by fax (within 15 (fifteen) minutes of closure of the Board Meeting) the quarterly un-audited as well as annual audited results to both the Stock exchanges i.e. BSE & NSE.
- The quarterly, half-yearly and annual results are published in 'Mint' in English (Delhi Edition), and in 'Nafa Nuksan' (Vernacular) in Hindi.
- These Results are not sent individually to the Shareholders.

Website & Newsletter

- Pursuant to Clause 54 of the Listing Agreement the Company's website www.gravitaindia.com contains

a dedicated functional segment called 'Investors Information' (<http://www.gravitaindia.com/investors>) where all the information needed by the shareholders is available, including the Corporate Governance Report, Shareholding Patterns and Annual Reports.

- The in-house quarterly newsletter of the Company named 'Gravita Focus' is sent to the shareholders to keep them updated with the ongoing events of the company.

News Releases, Presentations, etc.

- All price sensitive information is immediately informed to Stock Exchanges before the same is communicated to general public through press releases, if any.
- Official news releases and Official Media Releases are sent to the Stock Exchanges regularly.
- NSE Electronic Application Processing System (NEAPS): The NEAPS is a web based application designed by NSE for corporates. All periodical compliance filings like Shareholding Pattern, Corporate Governance Report, Media Releases, etc. are filed electronically on NEAPS.
- BSE Corporate Compliance & Listing Centre (the "Listing Centre"): The Listing Centre of BSE is a web based application designed by BSE for corporates. All periodical compliance filings like Shareholding Pattern, Corporate Governance Report, Media Releases, etc. are filed electronically on the Listing Centre.
- SEBI Online Complaints Redress System (SCORES): The investor complaints are processed in a centralised web based complaints redressal system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

Management Discussion and Analysis Report

The Management Discussion and Analysis Report forms part of the Annual Report of Financial Year 2014-15. All matters pertaining to industry structure and developments, opportunities and threats, segment/product wise performance, outlook, risks and concerns, internal control and systems, etc. are discussed in the said report.

General Shareholder Information

a) Annual General Meeting 2015

Day and Date	Saturday, 08 th August, 2015
Venue	Saurabh, Chittora Road, Harsulia Mod, Diggi-Malpura, Tehsil Phagi, Jaipur- 303904 (Raj)
Time	11.00 a.m.
Financial Year	2014-15
Book Closure Dates	Monday, 03 rd August, 2015 to Saturday, 08 th August, 2015 (both days inclusive)
Rate of Dividend	10%
Date of Payment	Between 13 th August, 2015 to 06 th September, 2015

b) Tentative Financial Calendar (For FY 2015-16)

The tentative schedule of Financial Results of the Company is as follows:

June Quarter Ending Results (Limited Reviewed)	Within 45 days from end of quarter
September Quarter Ending Results (Limited Reviewed)	Within 45 days from end of quarter
December Quarter Ending Results (Limited Reviewed)	Within 45 days from end of quarter
March Quarter/ Year Ending Results (Audited)	Within 60 days from end of financial year

c) Listing at Stock Exchanges

The Company's shares are presently listed on BSE Ltd and National Stock Exchange of India Ltd (NSE). The Company has paid Listing fees to BSE & NSE for the financial year 2015-16.

d) Stock Code

Stock Code for the Equity Shares of the Company at the respective Stock Exchanges are:

BSE Ltd : 533282

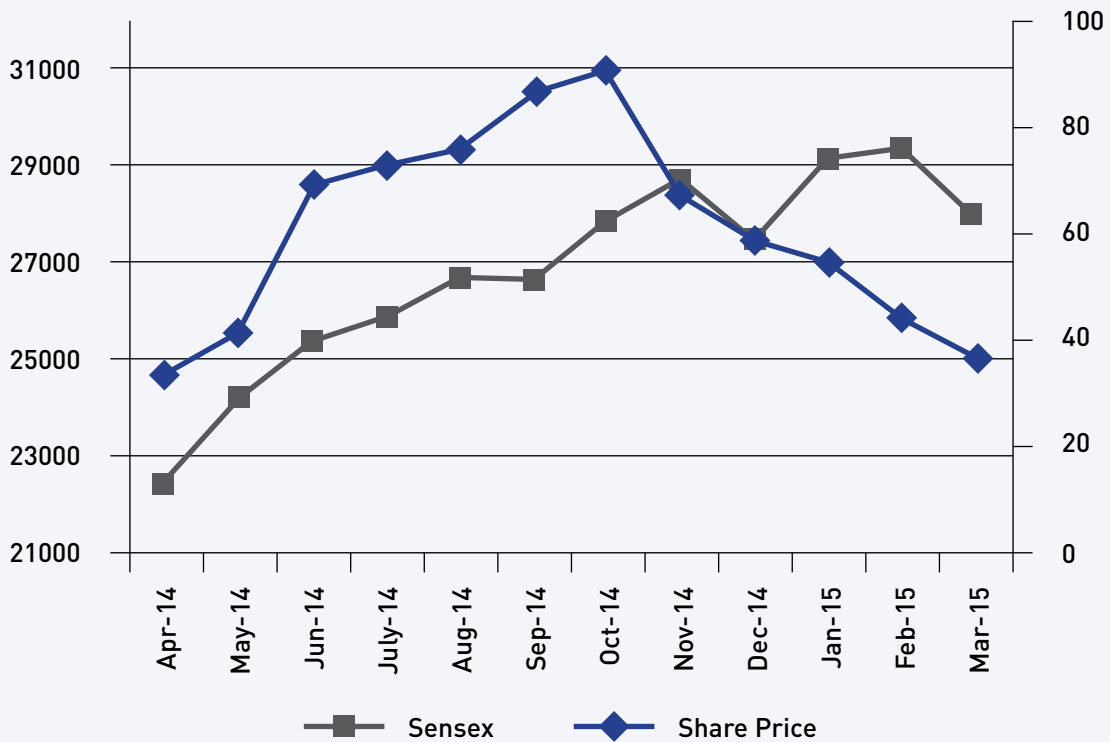
National Stock Exchange : GRAVITA

e) Stock Market Data

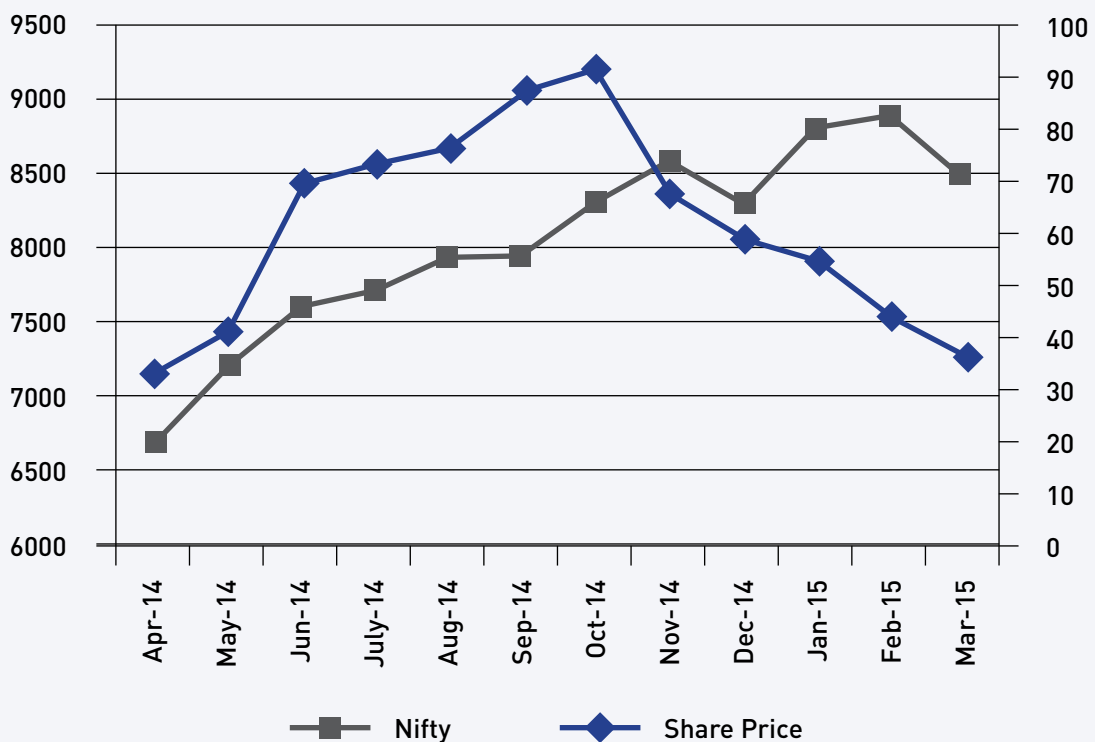
i. Market price data for the Financial Year 2014-15:

Year and Month	BSE			NSE		
	High (₹)	Low (₹)	Volume in '000 (In No.)	High (₹)	Low (₹)	Volume in '000 (In No.)
April 2014	39.95	33.00	2796.907	40.25	32.85	1662.643
May 2014	47.95	33.20	1016.972	48.00	33.00	1224.645
June 2014	72.00	43.00	1356.961	72.30	42.50	4984.983
July 2014	81.00	65.50	1881.281	80.90	65.00	4821.404
Aug 2014	85.65	62.00	553.489	85.50	63.15	2476.968
Sept 2014	97.05	75.10	991.444	97.05	75.00	6183.342
Oct 2014	96.30	78.40	507.598	96.20	78.00	2048.458
Nov 2014	91.55	66.55	1178.233	91.60	66.25	1688.983
Dec 2014	81.50	57.55	1723.493	81.40	58.00	2267.024
Jan 2015	68.10	53.50	3107.423	68.20	53.15	3173.409
Feb 2015	57.45	43.00	811.681	57.50	42.40	1129.278
March 2015	47.50	31.00	950.183	47.50	31.50	1423.372

ii. Performance of the Company's Share Price vis-à-vis BSE Sensex during the year 2014-15

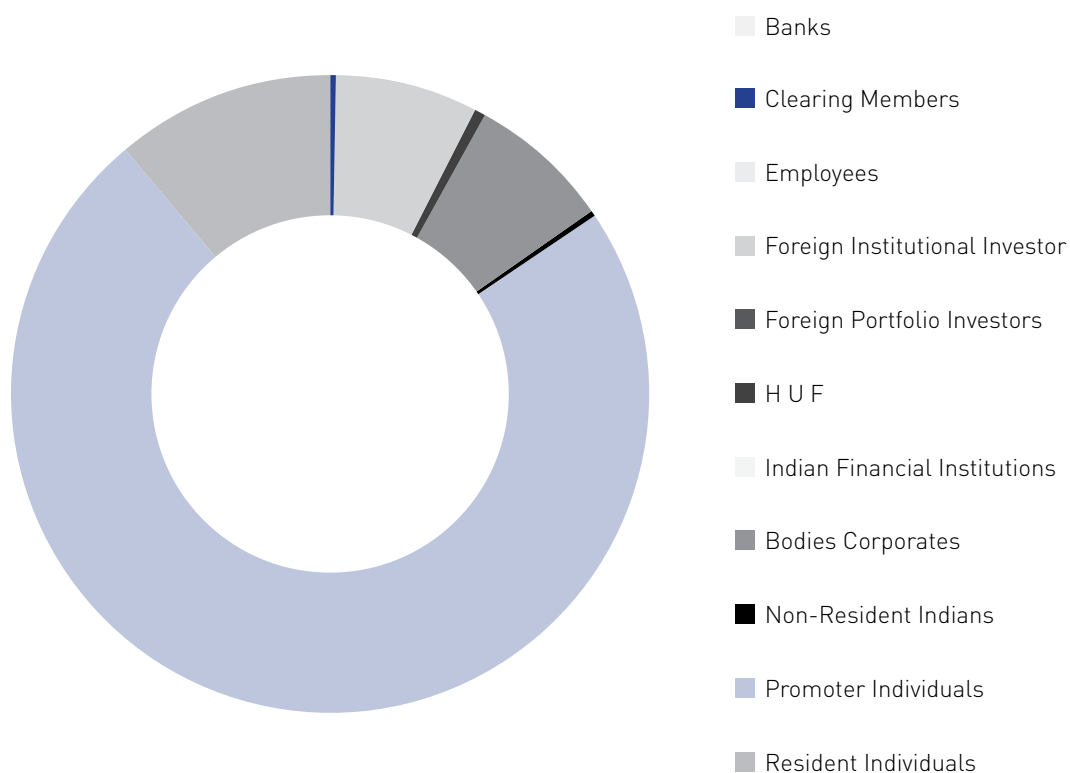


iii. Performance of the Company's Share Price vis-à-vis NSE Nifty during the year 2014-15



f) Shareholding Pattern as on 31st March, 2015

Category	No. of Shares	%age
Banks	22441	0.03
Clearing Members	225262	0.33
Employees	1177	0.00
Foreign Institutional Investors	5032398	7.37
Foreign Portfolio Investors	26000	0.04
H U F	356185	0.52
Indian Financial Institutions	651	0.00
Bodies Corporates	4904720	7.19
Non-Resident Indians	146049	0.21
Promoter Individuals	50055750	73.34
Resident Individuals	7483945	10.96
Grand Total:	68254578	100.00



g) Distribution Schedule as on 31st March, 2015

Nominal Value of Each Equity Share is ₹ 2/-

No. of Equity Shares Held	No. of Share Holders	% of Share holders	No. of Shares	Amount (in ₹)	% of Total Shares
0001 - 5000	4603	94.69	1234702	2469404.00	1.81
5001 - 10000	103	2.12	366134	732268.00	0.54
10001 - 20000	58	1.19	429089	858178.00	0.63
20001 - 30000	15	0.31	190909	381818.00	0.28
30001 - 40000	10	0.21	181026	362052.00	0.27
40001 - 50000	7	0.14	157652	315304.00	0.23
50001 - 100000	26	0.53	869362	1738724.00	1.27
100001 & ABOVE	39	0.80	64825704	129651408.00	94.98
TOTAL	4861	100.00	68254578	136509156.00	100.00

h) Corporate Identification Number (CIN)

The Company is registered with the Registrar of Companies, Jaipur, Rajasthan. The CIN allotted to the Company by the Ministry of Corporate Affairs is L29308RJ1992PLC006870.

i) Subsidiary Companies

The Company does not have any material non listed Indian Subsidiary Company, whose Turnover or Net worth exceeds 20% of the Consolidated Turnover or Net Worth respectively of the Company and its subsidiaries in the immediately preceding accounting year, in terms of Clause 49(V) of the Listing Agreement.

j) Reconciliation of Share Capital Audit

A Qualified Practicing Company Secretary carried out the Quarterly Reconciliation of Share Capital Audit to reconcile the total admitted equity capital with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) of the total issued and listed Equity Share Capital. The Report on Reconciliation of Share Capital confirms that the total issued/paid up capital of the Company admitted with depositories is in agreement with the capital of the Company listed with the Stock Exchanges.

k) Share Transfer System

The Share transfer documents complete in all respects are registered and/or share transfers under objections are returned within stipulated time period.

l) Dematerialisation of Shares and Liquidity.

The Shares of Company are compulsorily traded in dematerialised form and are available for trading on both the depositories in India viz. National Securities

Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Equity Shares of the Company representing 99.99% of the Company's Equity Share Capital are dematerialised as on 31 March, 2015 and the promoters holding of 73.34% is completely held in the dematerialised form as on 31 March, 2015. The Company's Equity Shares are regularly traded on the Bombay Stock Exchange and National Stock Exchange in dematerialised form. Under the Depository system, the International Security Identification Number (ISIN) allotted to the Company's shares is INE024L01027.

m) Green Initiative In Corporate Governance

As per the MCA Circular Nos. 17/2011 dated April 21, 2011 & 18/2011 dated April 29, 2011, Ministry of Corporate Affairs has undertaken a Green Initiative in Corporate Governance whereby the shareholders desirous of receiving notices, documents and other communication from the Company through electronic mode, can register their e-mail addresses with the Company. **As a responsible citizen, your Company strongly urge our shareholders to support the Green Initiative by giving positive consent by registering/updating your email addresses with your respective Depository Participants or the Registrar and Transfer Agents of the Company, KARVY COMPUTERSHARE PRIVATE LIMITED for the purpose of receiving soft copies of various communications including the Annual Report.**

n) Outstanding GDRs/ADRs/Warrants or Any Convertible Instruments

The Company has not issued GDRs / ADRs/ Warrants or any other instruments which is convertible into Equity Shares of the Company during 2014-15.

o) Address for Correspondence

Shareholder's correspondence should be addressed to the Company's RTA at the address mentioned below:

Registrar and Share Transfer Agents

Mrs. Shobha Anand
Karvy Computershare Pvt Ltd
Karvy Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda, Hyderabad – 500 032
Phone No. 040-67162222

Email: einward.ris@karvy.com

Web site: www.karvy.com

For any further assistance, the Shareholders may Contact:

Company's Corporate Office

Company Secretary
Gravita India Limited
402, Gravita Tower, A-27B, Shanti Path, Tilak Nagar,
Jaipur – 302 004, Rajasthan, India
Tel. 0141-2623266

Email: companysecretary@gravitaindia.com

Web Site: www.gravitaindia.com

Registered Office

Gravita India Limited
'Saurabh', Chittora Road, Harsulia Mod, Diggi – Malpura,
Tehsil – Phagi, Jaipur – 303 904, Rajasthan, India
Tel. 09928070682

In Compliance of Clause 47(f) of the Listing Agreement, the Company has designated exclusive Email ID for redressal of Investor Grievances i.e. companysecretary@gravitaindia.com

p) Plant Locations:

- i. 'Saurabh', Chittora Road, Harsulia Mod, Diggi – Malpura, Tehsil – Phagi, Jaipur –303 904, Rajasthan, India.
- ii. Plot No. 322, Mithirohar Industrial Estate, Mithirohar, Taluka Gandhidham, Gujarat.
- iii. Plot No. PA-011-006, Mahindra SEZ, Village Kalwara, Tehsil Sanganer, Distt. Jaipur.

DECLARATION regarding compliance by Board Members and Senior Management Personnel with the Company's Code of Conduct

I, Rajat Agrawal, Managing Director of Gravita India Limited, hereby declare that all the members of the Board of Directors and the Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company, applicable to them as laid down by the Board of Directors in terms of Clause 49(II)(E) of the Listing Agreement entered into with the Stock Exchanges, for the year ended 31st March, 2015.

For **Gravita India Limited**

Place: Jaipur
Date: 23rd May, 2015

Sd/-
(Rajat Agrawal)
Managing Director