



GRAVITA INDIA LIMITED

[CIN: L29308RJ1992PLC006870]

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

Notice of 26th Annual General Meeting

Notice is hereby given that the **26th Annual General Meeting** of the Members of **Gravita India Limited [CIN-L29308RJ1992PLC006870]**, will be held on **Saturday, 1st September, 2018** at 11.00 a.m. at "Saurabh", Chittora Road, Harsulia Mod, Diggi-Malpura Road, Tehsil-Phagi, Jaipur-303904 (Rajasthan) to transact the following businesses :

ORDINARY BUSINESS

- To receive, consider and adopt the :
 - Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2018 together with the reports of the Board of Directors and Auditors thereon.
 - Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 together with the report of Auditors thereon.
- To declare Final Dividend on Equity Shares for the Financial Year 2017-18.
- To appoint a Director in place of Dr. Mahavir Prasad Agarwal (DIN-00188179), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

- To ratify the appointment of Statutory Auditors of the Company, and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to approval of Members in the Annual General Meeting held on 2nd August, 2014 for appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, having Firm Registration No. 015125N, as the Statutory Auditors of the Company to hold office till the conclusion of 27th Annual General Meeting of the Company, which was subject to ratification at every Annual General Meeting, consent of the Members of the Company be and is hereby accorded to continue the appointment of M/s Deloitte Haskins & Sells Chartered Accountants (Firm Registration No. 015125N) as statutory auditors of the Company for the remaining of term without any further ratification by the members in terms of the provisions of the Companies Act, 2013 at such remuneration plus Goods and Service Tax (GST) as applicable, out-of- pocket expenses and travelling expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

- To consider and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act (including any modification(s) or re-enactments thereof for the time being in force), and on recommendation of the Nomination and Remuneration Committee and on approval of the Board of Directors of the Company, the consent of the members of the company be and is hereby accorded to re-appoint Dr. Mahavir Prasad Agarwal having DIN: 00188179 (who has attained the age of Eighty Four (84) Years) as Whole-time Director of the Company for a further period of 3 years w.e.f. 1st April 2018 at a remuneration and other terms and conditions as mentioned below:

SALARY AND PERQUISITES

Basic – ₹3, 99,378/- per month (Rupees Three Lacs Ninety Nine Thousand Three Hundred Seventy Eight only)

HRA, Perquisites & other allowances – ₹6, 00,621/- per month (Rupees Six Lakh Six Hundred Twenty One Only)

"RESOLVED FURTHER THAT 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."

"RESOLVED FURTHER THAT gratuity payable as per the Rules of the Company but not exceeding 15 days salary for each completed year of service and 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."

"RESOLVED FURTHER THAT wherein any financial year during the tenure of Whole Time Director, the Company has no profits or its profits are inadequate, the Company shall pay to Dr. Mahavir Prasad Agarwal, Whole Time Director remuneration as prescribed in Schedule V of the Companies Act, 2013, subject to approvals, if any as may be required."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter, vary and modify any of the terms and conditions of the said reappointment/remuneration 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-enactment thereof, subject to approvals, if any, as may be required and as may be agreed between the Board of Directors and Dr. Mahavir Prasad Agarwal."

"RESOLVED FURTHER THAT Dr. Mahavir Prasad Agarwal shall be 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 are hereby authorized to do all things, deeds, acts and matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To consider and if thought fit, to pass, the following resolution as an SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act (including any modification(s) or re-enactments thereof for the time being in force), and on recommendation of the Nomination and Remuneration Committee and on approval of the Board of Directors of the Company, the consent of the members of the company be and is hereby accorded to re-appoint Mr. Rajat Agrawal having DIN: 00855284 as Managing Director of the Company for a further period of 3 years w.e.f. 25th September, 2018 at a remuneration and other terms and conditions as mentioned below:

SALARY AND PERQUISITES

Basic – ₹3, 96,737/- per month (Rupees Three Lacs Ninety Six Thousand Seven Hundred Thirty Seven only)

HRA, Perquisites & other allowances – ₹6, 03,260/- per month (Rupees Six Lacs Three Thousand Two Hundred Sixty Only)

"RESOLVED FURTHER THAT 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."

"RESOLVED FURTHER THAT gratuity payable as per the Rules of the Company but not exceeding 15 days salary for each completed year of service and 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."

"RESOLVED FURTHER THAT wherein any financial year during the tenure of Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Rajat Agrawal, Managing Director remuneration as prescribed in Schedule V of the Companies Act, 2013, subject to approvals, if any as may be required."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter, vary and modify any of the terms and conditions of the said reappointment/remuneration 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-enactment thereof, subject to approvals, if any, as may be required and as may be agreed between the Board of Directors and Mr. Rajat Agrawal."

"RESOLVED FURTHER THAT Mr. Rajat Agrawal shall be 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 are hereby authorized to do all things, deeds, acts and matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To consider and if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:-

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), remuneration of the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors and as set out in the Explanatory Statement annexed to the Notice calling this Meeting to conduct the audit of cost records of the Company for the financial year ending 31st March, 2018, be and is hereby ratified and confirmed."

8. To consider and if thought fit, to pass, the following resolution as a SPECIAL RESOLUTION:-

"RESOLVED THAT in accordance with the provisions of Section 62 (3) of the Companies Act, 2013 and other applicable provisions and the rules issued thereunder, and in accordance with the Memorandum of Association and Articles of Association of the Company and applicable regulations and subject to all appropriate statutory, governmental and other authorities and departments in this regard and subject to such conditions and modifications as may be prescribed by the respective statutory, governmental and other authorities and departments while granting such approvals, consents, sanctions, permissions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (the "Board" which expression shall be deemed to include any Committee duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this resolution) to confer on ICICI Bank Limited the right to convert the whole or part of the outstanding of the term loan facilities of ₹31.50 Crores ("Facility") extended to the Company by ICICI Bank Limited (hereinafter referred to as "Bank") (whether then due or payable or not), into fully paid up equity shares of the Company on the terms and conditions contained in the facility agreement ("Facility Agreement") (and related transaction documents, as applicable) executed between the Company and ICICI Bank, in relation to the Facility."

“RESOLVED FURTHER THAT the terms of the Facility Agreement and related financing documents with respect to the Facility, be and are hereby approved by the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Bank arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to the above resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or any other executive(s) or officer(s) of the Company to give effect to the aforesaid Resolution.”

By Order of the Board of Directors

Sd/-

Date: 12th July, 2018

Place: Jaipur

Nitin Gupta

Company Secretary

NOTES:-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY STAMPED, FILLED AND SIGNED INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, MUST BE DEPOSITED AT THE CORPORATE OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE COMMENCEMENT OF THE MEETING.**
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. An Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), concerning the Special Businesses in the Notice is annexed hereto and forms part of this Notice.
4. Members and Proxies attending the Meeting are requested to bring their attendance slip duly filled along with their copy of Annual Report to the Meeting.
5. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
6. The Register of Members and Share Transfer books of the Company shall remain closed from Saturday, 25th August, 2018 to Saturday, 1st September, 2018 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares.
7. Payment of Dividend as recommended by the Directors, if approved at the Meeting, will be made to those members whose names are on the Company's Register of Members at the end of business hours of 24th August, 2018 and in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by the Depositories, viz. National Securities Depositories Limited and Central Depository Services (India) Limited as Beneficial Owners as on that date.

8. Members are requested to note that Dividends that are not claimed for a period of 7 (seven) Years from the date of transfer to the Company's Unpaid Dividend Accounts shall be transferred to the Investor Education and Protection Fund (IEPF) established Under Section 125 of the Companies Act, 2013. Further the shares on which dividend remains unclaimed for seven consecutive years will be transferred to IEPF suspense Account.
9. The members who have not yet encashed their dividend warrants for the below mentioned financial years, are requested to forward their claims to the Company's Registrar and Share Transfer Agents (RTA). It may be noted that once the unclaimed dividend and/or unclaimed application money is transferred to the Investor Education and Protection fund (IEPF) as above, no claims shall rest with the Company in respect of such amount. The details of unclaimed dividend are as under :

Financial Year Ended	Nature of Amount
31st March, 2011	Final Dividend
31st March, 2012	Interim Dividend
31st March, 2012	Final Dividend
31st March, 2013	Interim Dividend
31st March, 2013	Final Dividend
31st March, 2013	Final Dividend
31st March, 2014	Interim Dividend
31st March, 2014	Final Dividend
31st March, 2015	Final Dividend
31st March, 2016	Final Dividend
31st March, 2017	Final Dividend

10. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with the companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 08th August, 2017 (date of last Annual General Meeting) on the website of the Company at <http://www.gravitaindia.com/investors/iepf-details>.
11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Karvy Computershare Pvt. Ltd. (RTA of the Company) quoting reference of the Registered Folio Number.

12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificate to RTA of the Company, for consolidation into single folio.
13. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
14. The Certificate, from M/s Deloitte Haskins & Sells, Chartered Accountants, the Statutory Auditors of the Company for the financial year 2017-18, certifying that the Company's Stock option Scheme 'Gravita Employees Stock Option Plan 2011' and 'Gravita Stock Appreciation Right Scheme 2017' are being implemented in accordance with the SEBI Guidelines as amended, and in accordance with the resolution passed by shareholders shall be available for inspection by the members at the AGM.
15. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
16. Disclosure of inter-se relationships between directors and shareholding of Independent Directors as per SEBI (LODR), Regulations 2015 is disclosed in Corporate Governance Report of the Company for F.Y. 2017-18.

17. Information pursuant to Regulation 36 (3) of SEBI (LODR) Regulations, 2015 in respect of the directors who are proposed to be appointed/reappointed at the ensuing Annual General Meeting under Item Nos. 3,5 & 6 of the Notice is as under:

Brief Profile of the Director and Nature of his Expertise in functional areas	Directorship/Committee memberships in other companies:	Shareholding in Gravita India Limited
<p>Dr. Mahavir Prasad Agarwal Dr. Mahavir Prasad Agarwal aged about 84 years has done MBBS M.D. in General Medicine and worked in the Department of Medical & Health, Government of Rajasthan in various capacities from 1958 to 1992. He retired as Director of Department of Medical & Health, Rajasthan in 1992. After retirement, Dr. Agarwal engaged himself in the business of Lead Manufacturing and Trading with his technocrat son to gather vast 26 years of experience in the Metal Industry. He is an Instrumental guiding force and source of inspiration to whole Gravita Team.</p>	<p>Directorships : Gravita Infotech Limited Saurabh Farms Limited Shah Buildcon Private Limited Jalousies (India) Private Limited Karvrish Assets Private Limited Karvrish Resources Private Limited</p>	<p>Dr. M.P. Agarwal is Trustee of Agrawal Family Private Trust which holds 25.23% shareholding of the Company.</p>
<p>Mr. Rajat Agrawal Mr. Rajat Agrawal aged about 51 years is a Bachelor of Engineering from MNIT, Jaipur and carry rich experience of over 26 years in establishing and handling manufacturing operations. He has attended various management development programmes and has participated in, and contributed to, many prestigious international industry conferences. He has also attended OPM, an advanced management programme at the Harvard Business School, USA. Mr. Agrawal has been instrumental in transforming the Indian Lead Recycling industry with his progressive outlook. Under his leadership, the Gravita group has grown leaps & bounds, into a true Indian multinational, with subsidiaries in more than 14 countries across continents.</p>	<p>Committee Membership : NIL</p> <p>Directorships : Gravita Infotech Limited Saurabh Farms Limited Devonic Ventures Private Limited</p>	<p>Mr. Rajat Agrawal holds 47.56% equity shares of total share capital of the Company.</p>

18. Electronic copy of Annual Report 2018 and Notice of the 26th Annual General Meeting of the Company inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes. For members who have not registered their email address, physical copies of the Notice of the 26th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
19. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant. Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled in 'E-Communication Registration Form', available on following URL <http://www.gravitaindia.com/investors/e-communication>. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request
20. In compliance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (LODR), Regulations, 2015, the Company is pleased to

offer e-voting facility for the members to enable them to cast their votes electronically on all resolutions set forth in this Notice.

For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited ("CDSL") for facilitating e-voting. The Board of Directors of the Company has appointed Shri Pradeep Pincha, Practicing Company Secretary as Scrutinizer to scrutinize the remote e-voting in a fair and transparent manner.

The instructions for members for voting electronically are as under:-

(i) The e-voting period begins on 29th August, 2018 at 9:00 am and ends on 31st August, 2018 at 5:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 25th August, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is 3 Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant<GRAVITA INDIA LIMITED> on which you choose to vote.
- (xiii) 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.

- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. i-phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are

required to log on to www.evotingindia.com and register themselves as Corporates.

- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

By Order of the Board

Sd/-

Date: 12th July, 2018
Place: Jaipur

Nitin Gupta
Company Secretary

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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

ITEM No. 4

At the 22nd Annual General Meeting of the Company held on 02nd August, 2014, the members had appointed M/s Deloitte Haskins & Sells, Chartered Accountants having Firm Registration No. 015125N as the Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that Annual General Meeting (AGM) till the conclusion of 27th Annual General Meeting, subject to ratification of their appointment at every AGM of the Company. This was done as per Law prevailing at that time.

Further as per Companies Amendment Act, 2017 proviso to sub-section (1) of Section 139 of the Companies Act, 2013, which provided for such ratification every year, has been deleted. However, since the resolution passed on 02nd August, 2014 contains such requirement, it is proposed, as a major of abundant caution, to have ratification of appointment Statutory Auditors, done by the members for the entire unexpired period.

None of the Directors, Key Managerial Personnel and / or the relatives of the Directors / Key Managerial Personnel are, in anyway, concerned or interested in this resolution.

The Board of Directors of your Company recommends the passing of ordinary resolution as set out in the Notice.

ITEM NO. 5

The tenure of appointment of Dr. Agarwal as Whole-time Director expired on 31st March, 2018 and he has been reappointed as Whole-time Director for a further tenure of 3 years w.e.f 1st April, 2018 as recommended by Nomination & Remuneration Committee and approved by Board of Directors at their respective meetings held on 31st March, 2018. In terms of the provisions of Companies Act, the Nomination and Remuneration Committee of the Board and the Board of Directors have appointed him on the current remuneration of One Crore Twenty Lacs per annum. In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to him with the prior approval of the Central Government or in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act as the case may be.

Disclosures as per Schedule V of Companies Act, 2013

I. General Information

- i. **Nature of Industry:** Gravita India Limited is engaged in manufacturing and recycling of Lead Aluminium and Plastic.
- 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:

Particulars	(₹ in Lacs)	
	2016-17	2017-18
Total Revenue	55,768.12	79,657.08
Profit Before Tax	2,835.29	3,627.75
Net Profit After Tax	2,299.66	2,546.24
EPS	3.36	3.71

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

II. Information about the Appointee

i. Background Details

Dr. Mahavir Prasad Agarwal aged about 84 years has done MBBS M.D. in General Medicine and worked in the Department of Medical & Health, Government of Rajasthan in various capacities from 1958 to 1992. He retired as Director of Department of Medical & Health, Rajasthan in 1992. After retirement, Dr. Agarwal engaged himself in the business of Lead Manufacturing and Trading with his technocrat son to gather vast 26 years of experience in the Metal Industry. He is an Instrumental guiding force and source of inspiration to whole Gravita Team.

ii. Past Remuneration

Dr. M.P Agarwal is receiving remuneration of ₹120.00 Lacs per annum and his re-appointment is also done on same remuneration.

iii. Recognition or Awards: NIL

iv. Job Profile and his Suitability

Dr. Agarwal is serving company from 04.08.1992 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 Dr. Mahavir Prasad Agarwal 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 Dr. M.P Agarwal, 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

Dr. Agarwal belongs to promoter group and hold 25.23% (on behalf of Agrawal Family Private Trust) of total shareholding of the company. Further he is father of Mr. Rajat Agrawal, Managing Director of the Company.

III. Other Information:

i. Reasons of loss or inadequate profits:

Not Applicable since company is paying remuneration in Profit condition.

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

Not Applicable since company is paying remuneration in Profit condition.

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

Not Applicable since company is paying remuneration in Profit condition.

IV. Disclosures:

The details required to be given under this head are disclosed in Corporate Governance Report of the Company which forms part of Annual Report 2017-18.

Other disclosures as per Secretarial Standards-2

Shareholding in Company

Dr. M.P. Agarwal is Trustee of Agrawal Family Private Trust which holds 25.23% shareholding of the Company.

Directorship/Committee memberships in other companies:

Directorships :
 Gravita Infotech Limited
 Saurabh Farms Limited
 Shah Buildcon Private Limited
 Jalousies (India) Private Limited
 Karvrish Assets Private Limited
 Karvrish Resources Private Limited
 Committee Membership : NIL

Relationship with other directors Manager and other Key Managerial Personnel of the company

Dr. Mahavir Prasad Agarwal is Father of Mr. Rajat Agrawal Managing Director of the Company apart from this there is no relationship of Dr. Agarwal from any Directors and KMP's of the Company.

Number of Meetings of the Board attended during the year

During F.Y. 2017-18 total 8 (eight) meetings were held and Dr. Mahavir Prasad Agarwal attended all the Board Meetings.

ITEM NO. 6

The tenure of appointment of Mr. Rajat Agrawal as managing Director will expire on 24th September, 2018 and he has been re-appointed as Managing Director for a further tenure of 3 years w.e.f 25th September, 2018 as recommended by Nomination & Remuneration Committee and approved by Board of Directors at their respective meetings held on 31st March, 2018 and 12th July, 2018. In terms of the provisions of Companies Act, the Nomination and Remuneration Committee of the Board and the Board of Directors have appointed him on the current remuneration of One Crore Twenty Lacs per annum. In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to him with the prior approval of the Central Government or in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act, as the case may be.

Disclosures as per Schedule V of Companies Act, 2013

I. General Information

i. Nature of Industry: Gravita India Limited is engaged in manufacturing and recycling of Lead, Aluminium and Plastic.

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:
 (₹ in Lacs)

Particulars	2016-17	2017-18
Total Revenue	55,768.12	79,657.08
Profit Before Tax	2,835.29	3,627.75
Net Profit After Tax	2,299.66	2,546.24
EPS	3.36	3.71

v. Foreign investments or collaborators, if any:

The Company has formed various wholly owned subsidiaries globally by investing in their equities, from time to time. Details of the same are disclosed in Board Report.

II. Information about the Appointee

i. Background Details

Mr. Rajat Agrawal aged about 51 years is a Bachelor of Engineering from MNIT, Jaipur and carry rich experience of over 26 years in establishing and handling manufacturing operations. He has attended various management development programmes and has participated in, and contributed to, many prestigious international industry conferences. He has also attended OPM, an advanced management programme at the Harvard Business School, USA. Mr. Agrawal has been instrumental in transforming the Indian Lead Recycling industry with his progressive outlook. Under his leadership, the Gravita group has grown leaps & bounds, into a true Indian multinational, with subsidiaries in more than 14 countries across continents.

ii. Past Remuneration

Mr. Rajat Agarwal is receiving remuneration of ₹120.00 Lacs per annum and his re-appointment is also done on same remuneration.

iii. Recognition or Awards: NIL

iv. Job Profile and his Suitability

Mr. Rajat Agrawal is first generation entrepreneur and belongs to promoter group of the Company. He is serving the company since its incorporation i.e. from 04.08.1992. Mr. Agrawal possesses rich business acumen and carries restlessness in achieving the goals set for the Company. With his endless efforts and wide experience, the company has been able to achieve the present heights in past few years. Looking to his competence in carrying the Company further, the Board of Directors has recommended his re-appointment as Managing Director.

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 to the work handled and responsibilities shouldered to Mr. Rajat Agrawal, 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

Mr. RajatAgrawal belongs to promoter group and hold 47.56% of total shareholding of the company. Further, Dr. M. P. Agarwal, Chairman & Whole-time Director of the Company is father of Mr. Rajat Agrawal.

III. Other Information:

i. Reasons of loss or inadequate profits:

Not Applicable since company is paying remuneration in Profit condition.

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

Not Applicable since company is paying remuneration in Profit condition.

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

Not Applicable since company is paying remuneration in Profit condition.

IV. Disclosures:

The details required to be given under this head are disclosed in Corporate Governance Report of the Company which forms part of Annual Report 2017-18.

Other disclosures as per Secretarial Standards-2

Shareholding in Company	Mr. Rajat Agrawal holds 47.56% equity shares of total share capital of the Company.
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Directorship/Committee memberships in other companies:	Directorships : Gravita Infotech Limited Saurabh Farms Limited Devonic Ventures Private Limited Committee Membership : NIL
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Relationship with other directors Manager and other Key Managerial Personnel of the company	Dr. Mahavir Prasad Agarwal is Father of Mr. Rajat Agrawal Managing Director of the Company apart from this there is no relationship of Mr. Agrawal from any Directors and KMP's of the Company.
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Number of Meetings of the Board attended during the year	During F.Y. 2017-18 total 8 (eight) meetings were held and Mr. Rajat Agrawal attended 5 (Five) Board Meetings.
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ITEM NO. 7:

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Cost Records and Audit) Rules, 2014 (the Rules), the Company is required to appoint a Cost Auditor to audit the Cost Records of Company. On recommendation of the Audit Committee at its meeting held on 12th July, 2018 the Board has approved the appointment of M/s. K.G. Goyal & Associates, Cost Accountants as the Cost Auditor of the Company for F.Y. 2018-19 at a yearly remuneration of ₹55,000/- exclusive of reimbursement of service tax and all out of pocket expenses incurred by them in connection with the Cost Audit.

The remuneration of the Cost Auditor is required to be ratified by members of the Company. Accordingly, the Board recommends passing of the relevant Ordinary Resolution as mentioned in Item no. 7 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in the resolution.

ITEM NO. 8

To meet funding requirements towards proposed capital expenditures, operational expenditure and working capital with respect to various projects of the Company, its Subsidiaries and Associate Companies and for general corporate purposes, your Company has availed Rupee Term Loan/SBLC facility of ₹31.50 Crores from ICICI Bank Ltd upon such terms and conditions stipulated by them and approved by the Board. One of the terms of sanction provides that in the event of default by the Company under the lending arrangements or upon exercise of an option provided under the lending arrangements the Bank and other lenders may be entitled to exercise the option to convert whole or part of their outstanding facility into fully paid up ordinary Equity Shares of the Company at a price to be determined in accordance with the applicable SEBI regulations at the time of such conversion.

The proposed resolution is an enabling resolution under the provisions of the Section 62 (3) and other applicable provisions of the Companies Act, 2013 in view of the fact that under the lending arrangements, the Bank insist for inclusion of an option to convert the outstanding facility into Equity in the event of default or upon exercise of an option provided under the lending arrangements in the facility agreements.

Allotment of Equity Shares as above requires prior approval of the Members by way of Special Resolution. Hence this enabling resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested in the resolution except to the extent of their respective shareholdings in the Company if any. The Board commends the Special Resolution as set out at item number 8 for approval of Members.

By Order of the Board

Sd/-

Date: 12th July, 2018

Place: Jaipur

Nitin Gupta

Company Secretary

**GRAVITA INDIA LIMITED**

[CIN: L29308RJ1992PLC006870]

Regd. Office: 'Saurabh', Chittora Road, Harsulia Mod
Diggi-Malpura Road, Tehsil Phagi, Jaipur-303904 [Rajasthan]**FORM MGT-11****PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member (s): E-mail Id:

Registered address:..... Folio/Client Id:.....

..... DP ID:.....

.....

I/We, being the member (s) of Shares of the above named company, hereby appoint:

1) Name:.....Address.....

E-mail id.....Signature.....or failing him/her

2) Name:.....Address.....

E-mail id.....Signature.....or failing him/her

3) Name:.....Address.....

E-mail id.....Signature.....or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Saturday, 1st September, 2018 at 11:00 a.m. at "Saurabh", Chittora Road, Harsulia Mod, Diggi Malpura Road, Tehsil Phagi, Jaipur, 303904 and at any adjournment thereof in respect of such resolutions as are indicated below:

I/We wish my above proxy (ies) to vote in the manner as indicated in the box below:

S. No.	Description of Resolution	For	Against
Ordinary Business			
1	To receive, consider and adopt the : a) Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2018 together with the reports of the Board of Directors and Auditors thereon. b) Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 together with the report of Auditors thereon		
2	Approval of final dividend for F.Y. 2017-18		
3	Appointment of Director in place of, Dr. Mahavir Prasad Agarwal who retires by rotation and being eligible, offers himself for re-appointment.		
Special Business			
4	Ratification of appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, as Statutory Auditors		
5	Reappointment of Dr. Mahavir Prasad Agarwal, as Whole Time Director		
6	Reappointment of Mr. Rajat Agrawal, as Managing Director		
7	Ratification of remuneration of Cost Auditors of the Company under Section 148 of Companies Act, 2013		
8	Approval under Section 62(3) of Companies Act 2013 for raising of loan with an option to convert the same into equity share capital		

Signed this day of 2018

Signature of Shareholder Signature of Proxy holder (s)₹1/-
Revenue
Stamp

Please put a (√) in the appropriate column against the resolutions indicated in the Box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate

(See overleaf for Notes)

Notes:

1. A Proxy need not be a member of the Company.
2. This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company not less than 48 hours before the commencement of the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a Certified Copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.



GRAVITA INDIA LIMITED

[CIN: L29308RJ1992PLC006870]

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

ATTENDANCE SLIP

Regd. Folio No. / Client ID:.....

DP ID:.....

Name & Address of First / Sole Shareholder:.....

No. of Shares held:.....

I hereby record my presence at the 26th Annual General Meeting of the Company held on Saturday, 1st September, 2018 at 11:00 a.m. at Saurabh, Chittora Road, Harsulia Mod, Diggi Malpura Road, Tehsil Phagi, Jaipur, 303904. (Rajasthan)

Signature of the Member / Proxy

Notes:

- a) Only Member / Proxy can attend the meeting.
- b) Member / Proxy who wish to attend the meeting must bring this attendance slip to the meeting and hand it over at the entrance of the meeting hall.
- c) Member / Proxy should bring his / her copy of the Annual Report for reference at the meeting.

ROUTE MAP



Location Map

