

**15<sup>th</sup> May, 2024**  
**GIL/2024-25/042**

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
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**Subject: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), please find the enclosed copy of the postal ballot notice dated 13<sup>th</sup> May, 2024 along with explanatory Statement seeking the consent of members by Postal Ballot only through voting by electronic means for the following special businesses as set out in the said Postal Ballot Notice:-

1. Re-Appointment of Dr. Mahavir Prasad Agarwal (DIN: 00188179) as a Chairman Cum Whole Time Director of the Company;
2. Approval of Remuneration of Dr. Mahavir Prasad Agarwal (DIN: 00188179), Chairman Cum Whole Time Director in terms of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
3. Appointment of Mr. Satish Kumar Agrawal (DIN: 10462319) as a Non-Executive Independent Director of the Company; and
4. Appointment of Mr. Ashok Jain (DIN: 01641752) as a Non-Executive Independent Director of the Company.

In this connection, we also wish to inform that company has engage the services of the CDSL (Central Depository Services (India) Limited) for providing e-Voting facility to all the members. The e-Voting in respect of the resolution contained in postal ballot notice will commence on Thursday, 16<sup>th</sup> May, 2024 at 9:00 A.M. and ends on Friday, 14<sup>th</sup> June, 2024 at 5:00 P.M. The Postal Ballot results will be submitted to the stock Exchange in accordance with Listing Regulations.

Yours Faithfully  
For **Gravita India Limited**

**Nitin Gupta**  
**Company Secretary**  
**(FCS-9984)**

**Encl.: As above**

**Regd. Office:**

‘SAURABH’, Chittora Road, Diggi-Malpura Road  
Tehsil: Phagi, JAIPUR- 303 904, Raj. (INDIA)  
Phone: +91-141-2623266, 2622697 FAX : +91-141-2621491  
Email: [companysecretary@gravitaindia.com](mailto:companysecretary@gravitaindia.com)



## GRAVITA INDIA LIMITED

(CIN: L29308RJ1992PLC006870)

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

Phone: +91-141-2623266, 2622697 • Fax: +91-141-2621491

Email: [companysecretary@gravitaindia.com](mailto:companysecretary@gravitaindia.com)

### POSTAL BALLOT NOTICE

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

Dear Member(s),

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

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

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

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

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

Cut-off date for eligibility to vote	Friday, 10th May, 2024
Commencement of e-Voting period	09:00 A.M. IST on Thursday, 16th May, 2024
Conclusion of e-Voting period	05:00 P.M. IST on Friday, 14th June, 2024

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

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

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

The last date of e-Voting, i.e. 14th June, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

**SPECIAL BUSINESS:**

**1. RE-APPOINTMENT OF DR. MAHAVIR PRASAD AGARWAL (DIN: 00188179) AS A CHAIRMAN CUM WHOLE TIME DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 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 all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to re-appoint Dr. Mahavir Prasad Agarwal having DIN: 00188179 aged 90 years as Chairman cum Whole Time Director of the Company for a further period of 3 years w.e.f. 1st April 2024 at a remuneration and other terms and conditions as mentioned below:

**SALARY AND PERQUISITES:**

**Basic** – Rs. 5,15,096/- Per month (Rupees Five Lakhs Fifteen Thousand and Ninety Six only)

**HRA, Perquisites & other allowances** – Rs. 6,87,988/- Per month (Rupees Six lakhs Eighty Seven Thousand Nine Hundred and Eighty Eight only)

**RESOLVED FURTHER THAT** the Chairman cum 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, 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** in the event of loss or inadequacy of profits in any financial year during the tenure of his service as Chairman cum Whole-time Director, Dr. Mahavir Prasad Agarwal (DIN: 00188179) 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 Dr. Mahavir Prasad Agarwal (DIN: 00188179).

**RESOLVED FURTHER THAT** Dr. Mahavir Prasad Agarwal (DIN: 00188179) 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, acts and matters and take all matter and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

**2. APPROVAL OF REMUNERATION OF DR. MAHAVIR PRASAD AGARWAL (DIN: 00188179), CHAIRMAN CUM WHOLE TIME DIRECTOR IN TERMS OF REGULATION 17(6)(e) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of Sections 196, 197, 198 and schedule-V of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) and on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, consent of the Members be and is hereby accorded to the continuation of payment of remuneration to Dr. Mahavir Prasad Agarwal (DIN: 00188179), Chairman cum Whole Time Director as per the terms and conditions including remuneration of re-appointment till the expiry of his term notwithstanding:

- i. The annual remuneration payable to Dr. Mahavir Prasad Agarwal (DIN: 00188179) exceeds Rs. 5.00 crore or 2.50 per cent of the net profits of the Company, whichever is higher; or
- ii. The aggregate annual remuneration to all executive Directors who are promoters of the Company exceeds 5 per cent of the net profits of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

**3. APPOINTMENT OF MR. SATISH KUMAR AGRAWAL (DIN: 10462319) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed thereunder read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") 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, Mr. Satish Kumar Agrawal (DIN:10462319), who has consented to act as an 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 his 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 Non-Executive Independent Director of the Company not liable to retire by rotation for a term of five consecutive years with effect from 01.07.2024.

**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."

**4. APPOINTMENT OF MR. ASHOK JAIN (DIN: 01641752) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed thereunder read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") 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, Mr. Ashok Jain (DIN: 01641752), who has consented to act as an 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 his 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 Non-Executive Independent Director of the Company not liable to retire by rotation for a term of five consecutive years with effect from 01.07.2024.

**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."

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

Sd/-

**Nitin Gupta**

**Company Secretary**

**FCS: 9984**

**Date: 13th May, 2024**

**Place: Jaipur**

**Notes:**

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Rules setting out the material facts and reasons for the proposed Resolution of the Postal Ballot Notice is appended herein below for your consideration.
2. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-Voting only. Therefore, those Members who have not yet registered their email address are requested to get their email addresses registered contact to RTA (KFIN Technologies Limited) on email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or to company at [companysecretary@gravitaindia.com](mailto:companysecretary@gravitaindia.com).
3. In compliance with the MCA Circulars, this Postal Ballot notice ("Notice") is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose name appear in the Register of Members/ Record of Depositories as on cut-off date i.e. 10th May, 2024  

It is however, clarified that all Members of the Company as on the Cutoff date (including those members who may not have received this Notice due to non-registration of their e-mail IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice and are requested to promptly register their e-mail addresses with their respective Depository Participant (DP). Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)
4. The Postal Ballot Notice is also available on the Company's website [www.gravitaindia.com](http://www.gravitaindia.com) and at the respective websites of Stock Exchanges and also on the website of the Central Depository Services (India) Limited (CDSL).
5. The Board of Directors of the Company has appointed Mr. Akshit Kumar Jangid, Practicing Company Secretary (FCS 11285, CP No. 16300), partner of M/s Pinchaa & Co., Jaipur, as the Scrutinizer for conducting the postal ballot process in accordance with law in a fair and transparent manner.
6. As per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the item of business set out in the attached Notice is proposed to be passed by postal ballot. The Members can opt for only remote e-voting. The procedure for e-voting is attached.
7. The Company hereby requests all its members to register their e-mail IDs if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through e-mail.
8. Members are requested to send their assent or dissent through electronic means within a period of thirty days from the date of dispatch of such Notice.
9. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on 10th May, 2024. A person who is not a Member on the cutoff date should treat this Notice for information purpose only. Provided that once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.
10. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-Voting service facility arranged by CDSL. The e-Voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com) Please refer to the instructions for e-Voting given along with this Notice for the process and manner in which e-Voting can be carried out.
11. The Scrutinizer will submit his report to the Chairman or any other person authorised by the chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced at the Corporate Office of the Company by the Chairman or any Director of the Company duly authorized, on or before Two Working Days from the conclusion of e-voting process and the same will also be displayed on the website of the Company [www.gravitaindia.com](http://www.gravitaindia.com) besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents.
12. The resolution, where assented to by the requisite majority of the shareholders by means of postal ballot (which shall also include the results of remote e-Voting), will be deemed to have been duly passed on 14th June, 2024 i.e. the last date of e-Voting.
13. All documents proposed for approval, if any, in the above Notice and documents specifically stated to be open for inspection in the Explanatory Statement will be posted on the website of the Company [www.gravitaindia.com](http://www.gravitaindia.com) to facilitate online inspection of relevant documents until the date of announcement of the results of this Postal Ballot.

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

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

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

- The e-Voting period begins on Thursday, 16th May, 2024 from 9:00 A.M. and ends on Friday, 14th June, 2024 at 05:00 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 10th May, 2024 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-Voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-Voting service providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-Voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ web-sites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

- In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<p>(1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>(2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.</p> <p>(3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>(4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>(1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>(2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>(3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Share holders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000

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

- Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
1. The shareholders should log on to the e-Voting website [www.evotingindia.com](http://www.evotingindia.com).
  2. Click on “Shareholders” module.
  3. Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  4. Next enter the Image Verification as displayed and Click on Login.

5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
<b>PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>● 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).</li> </ul>

- After entering these details appropriately, click on "SUBMIT" tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.



- It is Mandatory that, A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [companysecretary@gravitaindia.com](mailto:companysecretary@gravitaindia.com), if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. **For Physical shareholders-** Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. **For Demat shareholders -** Please update your email id & mobile no. with your respective Depository Participant (DP)
3. **For Individual Demat shareholders –** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding remote e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33

1. The scrutinizer shall submit his report to the Chairman or a person authorised by him, who shall countersign the same and declare the result of the voting forthwith with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not. The declared Results, along with the Scrutinizer's Report will be submitted with the Stock Exchanges where the Company's equity shares are listed (BSE Limited & National Stock Exchange of India Ltd.) and shall also be displayed on the Company's website [www.gravitaindia.com](http://www.gravitaindia.com) and CDSL's website [www.evotingindia.com](http://www.evotingindia.com) The Scrutinizer's decision on the validity or otherwise of the E-voting will be final. The relevant information w.r.t. voting by electronic means shall be under the safe custody of the scrutinizer till the Chairman consider, approves and sign the minutes.
2. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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

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

**Date: 13th May, 2024  
Place: Jaipur**

## 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. 1: RE-APPOINTMENT OF DR. MAHAVIR PRASAD AGARWAL (DIN: 00188179) AS A CHAIRMAN CUM WHOLE TIME DIRECTOR OF THE COMPANY:**

It is proposed to re-appoint Dr. Mahavir Prasad Agarwal (DIN: 00188179) as Chairman Cum Whole time Director of the Company for a period of 3 years. The tenure of Dr. Mahavir Prasad Agarwal (DIN: 00188179) as Chairman Cum Whole-time-Director has expired on 31st March 2024 and he has been reappointed as Chairman Cum Whole time Director for a further period of 3 Years w.e.f. 1st April 2024 on the recommendation of Nomination and Remuneration Committee at its Meeting held on 20th March, 2024 and approved by the Board of Directors at their meeting held on 28th March 2024 subject to the approval of members/ shareholders of the Company in accordance with the provisions of Sections 196, 197, 198 and 203 and Schedule V of the Companies Act, 2013 ("Act"). The Act also requires approval of the members of the Company for the said re-appointment and remuneration.

He has attained the age of Ninety (90) Years and hence continuation of his employment as Chairman cum Whole-time Director requires the approval of members by way of a special resolution. Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution. Keeping in view that Dr. Mahavir Prasad Agarwal has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to continue the employment of Dr. Mahavir Prasad Agarwal (DIN: 00188179) as Chairman cum Whole-time Director.

The brief resume of Dr. Mahavir Prasad Agarwal, nature of his expertise in functional areas, disclosure of inter-se relationships between Directors, Directorships and Memberships of Committees of the Board etc. as required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meeting (SS-2) and other applicable provisions is set out in this Notice as **Annexure A**.

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

#### **I. General Information**

##### **(1) Nature of Industry**

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

##### **(2) Date of commencement of commercial production:** In year 1992

##### **(3) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.** N.A.

##### **(4) Financial performance based on given indicators**

(Rs. in Crores)

Particulars	F.Y. 2023-24	F.Y. 2022-23
Total Revenue	2,679.07	2,524.39
Profit Before Tax	208.22	116.25
Net Profit After Tax	179.62	101.15
EPS	26.01	14.65

##### **(5) Foreign investments or collaborators, if any:** The Company has foreign investments in the following wholly owned subsidiaries -

- Gravita Global Pte. Ltd.
- Gravita Ghana Ltd.

## **II. Information about the Appointee**

### **(1) Background Details**

The background details of Dr. Mahavir Prasad Agarwal are annexed herewith the notice.

### **(2) Past Remuneration**

Dr. Mahavir Prasad Agarwal was receiving remuneration of Rs. 12.03 lacs per month in past and there is no change in remuneration.

### **(3) Recognition or Awards**

NIL

### **(4) Job Profile and his Suitability**

Dr. Mahavir Prasad Agarwal is serving company since 1992 and he is having excellent grasp and deep 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 affair and long business experience, the Board of the 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.

### **(5) Remuneration Proposed**

The remuneration proposed is detailed in the resolution.

### **(6) Comparative remuneration profile with respect to Industry, Size of the Company, Profile of the position and person**

Looking to the vast experience of Dr. Mahavir Prasad Agarwal, the proposed remuneration is in consensus with remuneration paid to the KMP's of other industries of similar size for similarly placed person.

### **(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any**

Dr. Mahavir Prasad Agarwal belongs to promoter group and as a Trustee on behalf of Agrawal Family Private Trust holds 25.13% of total shareholding of the company. Further he is father of Mr. Rajat Agrawal (DIN: 00855284), Managing Director of the company.

## **III. Other Information:**

### **(1) Reasons of loss or inadequate profits:**

The company has not incurred any losses in past years but due to competitive market conditions, increase the overall expenditure including the remuneration payable to managerial persons the profits of the company may be termed as inadequate profits.

### **(2) Steps taken or proposed to be taken for improvement:**

The Company remains committed to generate good returns for its stakeholders and has been successfully taking business initiatives to grow size of its operations and is expected to make higher profits in future.

### **(3) Expected increase in productivity and profit in measurable terms:**

The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

## **IV. Disclosures:**

- (i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors - Details are already disclosed in the respective resolution and shall be the part of Annual Report of the Company.
- (ii) details of fixed component and performance linked incentives along with the performance criteria; Details are already disclosed in the respective resolution and shall be part of Annual Report of the Company.

- (iii) service contracts, notice period, severance fees: Not Applicable
- (iv) stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable: Not Applicable

All the relevant documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection by the Members at the Registered Office of the Company during working hours on all working days, except Saturdays, Sundays and National Holidays between 11:00 A.M. and 1:00 P.M. upto the date of declaration of the result of Postal Ballot.

The resolution for seeks approval of members as a Special Resolution for the re-appointment of Dr. Mahavir Prasad Agarwal (DIN: 00188179) as Chairman Cum Whole-time-Director of the Company with effect from 01st April, 2024, pursuant to the provisions of Section 196 and 197 read with Schedule V other applicable provision of the Companies Act, 2013 and the rules made there under.

The Board has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

Except Dr. Mahavir Prasad Agarwal (DIN: 00188179), being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.1.

**ITEM NO. 2: APPROVAL OF REMUNERATION OF DR. MAHAVIR PRASAD AGARWAL (DIN: 00188179), CHAIRMAN CUM WHOLE TIME DIRECTOR IN TERMS OF REGULATION 17(6)(e) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

In terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the fees or compensation payable to executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by Special Resolution in general meeting, if-

- i. the annual remuneration payable to such executive director exceeds Rs.5.00 crore or 2.50 per cent of the net profits of the listed entity, whichever is higher; or
- ii. where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity:

Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such director. Dr. Mahavir Prasad Agarwal (DIN: 00188179) is being re-appointed as Chairman cum Whole Time Director of the company for a term of three years effective from 01st April, 2024

In view of the above, the Board on the recommendation of the Nomination and Remuneration Committee, and subject to approval of shareholders by way of special resolution have approved continuation of payment of remuneration to Dr. Mahavir Prasad Agarwal (DIN: 00188179) as per terms and conditions including remuneration of re-appointment, notwithstanding the same exceeding the limits prescribed in Regulation 17(6)(e)(i) and (ii) as mentioned above, till the expiry of his term.

The additional detailed information/ disclosure as required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meeting (SS-2) is set out in this Notice as **Annexure A**.

The Board of Directors recommended the resolution at Item No. 2 of the Notice for approval of Members by Special Resolution. Dr. Mahavir Prasad Agarwal (DIN: 00188179), Whole-time Director is interested in this matter.

Apart from above none of the Director / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

**ITEM NO. 3: APPOINTMENT OF MR. SATISH KUMAR AGRAWAL (DIN: 10462319) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

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

Satish Kumar Agrawal was an Indian Revenue Service (IRS) Officer of the 1988 Batch. He has a 34 year record of distinguished service and has led charges at various places in diverse capacities in Central Excise Delhi Zone, Central Excise Pune Zone, Central Excise Vadodara Zone, Enforcement Department Mumbai and Ministry of Environment & Forests Delhi. Mr. Agrawal has excelled in academics right from the college days. He was a Gold Medalist in the Civil Engineering batch of 1983 at Malaviya National Institute of Technology. Subsequently, he ranked in Top 30 at the national GATE examination in 1984. Mr. Agrawal carried this pursuit for excellence to the public sector. He joined IRS (Customs and Indirect Taxes) in the 1988 batch and has served in various capacities in Customs, Central Excise, Service Tax, GST and other branches of the department. For his "Specially Distinguished Record of Service", Mr. Agrawal was awarded the Presidential Award of Appreciation by the then Finance Minister Arun Jaitley on the Republic Day. Along with serving India, Mr. Agrawal has also made key contributions to global policymaking. He represented India and the Ministry of Environment & Forests at the United Nations Climate Change Conference in Bonn, Germany (2007) and Budapest, Hungary (2008). Most recently, he led the Indian Customs Delegation for Capacity Building of the Maldives Customs Department (at Male) and led a meeting with the Maldives Defence Minister and other senior officers. His guidance and expertise will be very beneficial for the Company.

In terms of clause (1A) of Para A of Part D of Schedule II of the Listing Regulations, the Nomination and Remuneration Committee confirms that Mr. Satish Kumar Agrawal (DIN: 10462319) has the capabilities required in the Board of the Company as identified by it on the basis of the evaluation of the balance of skills, knowledge and experience on the Board of the Company.

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

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

In the opinion of the Board, Mr. Satish Kumar Agrawal (DIN:10462319), fulfills the conditions as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 for appointment as an Independent Director of the Company and that the proposed director is independent of the management. Having regard to his qualification, knowledge and experience, his appointment as an Independent Director will be in the interest of the Company.

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

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the agenda item and to take decision thereon.

The Board of Directors recommended the resolution at Item No. 3 of the Notice for approval of Members by Special Resolution. None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said Resolution.

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

Sr. No.	Particulars	Details
1.	Name	Mr. Satish Kumar Agrawal (DIN:10462319)
2.	Father's Name	Hanuman Prasad Agrawal
3.	Age	61 Years
4.	Qualification	B.E. (Bachelors in Engineering), M. Tech (Masters of Technology) and IRS (Retr.)
5.	Experience and nature of expertise in specific functional areas	Refer Notice and Explanatory Statement
6.	Terms and Conditions of Appointment	Mutually decided between the Board and Mr. Satish Kumar Agrawal (DIN:10462319)
7.	Remuneration sought to be paid	Mutually decided between the Board and Mr. Satish Kumar Agrawal (DIN:10462319)
8.	Last Remuneration drawn	NIL
9.	Date of First Appointment in the Company	NA
10.	Shareholding in the Company	NIL
11.	Relationship with other Directors/ Manager/ KMP	-
12.	Number of Meetings of the Board attended during the Year	NA
13.	a. Directorship in other Companies.	Unique Structures & Towers Limited
	b. Chairmanship/Membership in other Companies Committee.	NIL
14.	listed entities from which the person has resigned in the past three years	NIL
15.	the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer Notice and Explanatory Statement
16.	shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	NIL

#### **ITEM NO. 4: APPOINTMENT OF MR. ASHOK JAIN (DIN: 01641752), AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

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

Mr. Ashok Jain is superannuated IAS officer of 1981 seniority from Rajasthan cadre. He has held the highest post of Chief Secretary of Rajasthan. In 1981 he was selected in the Indian Administrative Service in first attempt at the age of 23. Prior to this he served for a brief period as lecturer in MBM Engineering College, and as Signal and Telecom officer in the Railways. As IAS officer, he has served in the Government of Rajasthan for about 36 years. He has held several important positions during the service. He has been district collector Jaisalmer, Director of Industries, Member Revenue Board, Chairman Rajasthan State Pollution Control Board, Chairman and MD Rajasthan State Roadways Corporation, Commissioner Jaipur Development Authority, and Chief Electoral Officer. He has headed many departments as Secretary/Principal Secretary/ Additional Chief Secretary, viz. Social Justice, Women and Child development, Finance, Planning, Personnel, Urban development, and Election.

While working as Director of Industries, where he spent about 5 years, he brought out the Industrial Policy 1994. He not only drafted the policy, but also got it successfully implemented. This policy was widely accepted and acclaimed by the industry. His guidance and expertise will be very beneficial for the Company.

In terms of clause (1A) of Para A of Part D of Schedule II of the Listing Regulations, the Nomination and Remuneration Committee confirms that Mr. Ashok Jain (DIN: 01641752) has the capabilities required in the Board of the Company as identified by it on the basis of the evaluation of the balance of skills, knowledge, and experience on the Board of the Company.

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

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

In the opinion of the Board, Mr. Ashok Jain (DIN: 01641752), fulfills the conditions as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 for appointment as an Independent Director of the Company and that the proposed director is independent of the management. Having regard to his qualification, knowledge and experience, his appointment as an Independent Director will be in the interest of the Company.

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

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the agenda item and to take decision thereon.

The Board of Directors recommended the resolution at Item No. 4 of the Notice for approval of Members by Special Resolution. None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said Resolution.

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

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Name	Mr. Ashok Jain (DIN: 01641752)
2.	Father's Name	Shri D.K. Jain
3.	Age	66 Years
4.	Qualification	MSc (Management and Implementation of Development Projects) from University of Manchester, UK and IAS (Retr.)
5.	Experience and nature of expertise in specific functional areas	Refer Notice and Explanatory Statement
6.	Terms and Conditions of Appointment	Mutually decided between the Board and Mr. Ashok Jain (DIN: 01641752)
7.	Remuneration sought to be paid	Mutually decided between the Board and Mr. Ashok Jain (DIN: 01641752)
8.	Last Remuneration drawn	NIL
9.	Date of First Appointment in the Company	NA

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
10.	Shareholding in the Company	NIL
11.	Relationship with other Directors/ Manager/ KMP	-
12.	Number of Meetings of the Board attended during the Year	NA
13.	a. Directorship in other Companies.	Rajasthan Avas Vikas and Infrastructure Limited
	b. Chairmanship/Membership in other Companies Committee.	NIL
14.	listed entities from which the person has resigned in the past three years	NIL
15.	the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer Notice and Explanatory Statement
16.	shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	NIL

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

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

**Date: 13th May, 2024  
Place: Jaipur**



**Annexure - A**

Information pursuant to Regulation 36 (3) of SEBI (LODR) Regulations, 2015 and Secretarial Standards in respect of the directors who are proposed to be appointed/reappointed and revision in remuneration through postal ballot with the approval of Shareholders under Item Nos. 1 and 2 of the Notice is as under:

<b>Particulars</b>	<b>Dr. Mahavir Prasad Agarwal</b>
<b>Date of Birth and Age</b>	01 <sup>st</sup> March, 1934 and about 90 years
<b>Nationality</b>	Indian
<b>Date of first appointment on Board</b>	04 <sup>th</sup> August, 1992
<b>Brief Profile, Qualification and Expertise in specific functional Areas</b>	Dr. Mahavir Prasad Agarwal aged about 90 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 Manufacturing and Trading with his technocrat son to gather vast 31 years of experience in the Metal Industry. He is an Instrumental guiding force and source of inspiration to whole Gravita Team.
<b>Number of Shares held in the Equity Capital of the Company</b>	Dr. Mahavir Prasad Agarwal is Trustee of Agrawal Family Private Trust which holds 25.13% shareholding of the Company
<b>Other Directorship, Chairmanship/ memberships of other Boards in other companies:</b>	<b>Directorships :</b> Gravita Infotech Limited Saurabh Farms Limited Shah Buildcon Private Limited Jalousies (India) Private Limited Karvrish Assets Private Limited Karvrish Resources Private Limited <b>Committee Membership : NIL</b>
<b>Relationship with other directors, Manager and other Key Managerial Personnel of the company</b>	Dr. Mahavir Prasad Agarwal is Father of Mr. Rajat Agrawal Managing Director of the Company apart from this there is no relationship of Dr. Mahavir Prasad Agarwal from any Directors and KMP's of the Company.
<b>Number of Meetings of the Board attended during the year</b>	During F.Y. 2023-24 total 6 (Six) meetings were held and Dr. Mahavir Prasad Agarwal attended 2 (Two) Board Meetings.
<b>Details of Last remuneration Drawn</b>	Dr. Mahavir Prasad Agarwal is receiving remuneration of Rs. 12.03 lacs per month and there is no change in remuneration.
<b>Terms &amp; Conditions of appointment/ re-appointment along with details of remuneration sought to be paid</b>	No Change.