



GRAVITA INDIA LTD.

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E-mail : info@gravitaindia.com Web. : www.gravitaindia.com
CIN : L29308RJ1992PLCO06870

15th June, 2019
GIL/2019-20/029

To,

The BSE Ltd. Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400001 Fax No.: 022- 22723121/ 22722037 Scrip Code: 533282	The Listing Department National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex Bandra (E) Mumbai – 400051 Fax No.: 022 – 26598120 Company Code: GRAVITA
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Sub.: Proceedings of postal ballot

Dear Sir/Mam,

With reference to captioned subject please find enclosed summary of proceedings as required under regulation 30, part A of schedule-III (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the above on your record and oblige.

Yours faithfully

For Gravita India Limited


Nitin Gupta
(Company Secretary)
FCS: 9984



Encl.: As Above

MINUTES OF POSTAL BALLOT

MINUTES OF THE PROCEEDINGS HELD ON SATURDAY, 15TH JUNE, 2019 AT 04:30 P.M. AT GRAVITA TOWER, A-27B SHANTI PATH, TILAK NAGAR, JAIPUR-302004, RAJASTHAN FOR DECLARATION OF RESULT OF POSTAL BALLOT INCLUDING REMOTE E-VOTING IN RESPECT OF THE RESOLUTIONS SET OUT IN THE NOTICE OF POSTAL BALLOT DATED 27TH APRIL, 2019 PURSUANT TO SECTIONS 110 AND 108 OF THE COMPANIES ACT, 2013, OF GRAVITA INDIA LIMITED AND DEEMED TO BE PASSED ON FRIDAY, 14TH JUNE, 2019

PRESENT:

Dr. Mahavir Prasad Agarwal Chairman

SCRUTINIZER:

Mr. Pradeep Pincha Practicing Company Secretary

IN ATTENDANCE:

Mr. Nitin Gupta Company Secretary

It was informed that:

Pursuant to Sections 110 and 108 of the Companies Act, 2013, read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, amended as on date, the Board of Directors of the Company at its meeting held on 27th April, 2019 had accorded its approval to conduct a Postal Ballot to seek approval of the members of the Company for the Special Resolutions to be passed through Postal Ballot as specified in the Postal Ballot Notice dated 27th April, 2019 and appointed Mr. Pradeep Pincha, Practicing Company Secretary, (FCS:5369;CP:4426) as the Scrutinizer for scrutinizing the voting process for the Postal Ballot in a fair and transparent manner. The Board fixed 10th May, 2019 as the cut-off date for ascertaining the name of the Shareholders to whom the notice of Postal Ballot would be sent physically through registered post and electronically.

The Postal Ballot Notice dated 27th April, 2019, issued pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, amended as on date, for passing Special Resolutions by Postal Ballot, was dispatched with Postal Ballot Forms and the self-addressed postage pre-paid envelopes through on or before 15th May, 2019 to the Members of the Company. Members were requested to return the duly completed Postal Ballot Forms in the attached self-addressed postage pre-paid envelopes, so as to reach the Scrutinizer on or before 5.00 p.m. on Friday, 14th June, 2019.

In compliance with the requirements of Sections 110 and 108 of the Companies Act, 2013 read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, amended as on date and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company had provided Remote E-Voting facility to vote on the Special Resolutions deemed to be passed by Postal Ballot on 14th June, 2019, the last date of receipt of Postal Ballot Forms, in terms Secretarial Standard on General Meetings (SS-2) and remote e-voting which commenced on Thursday, 16th May, 2019, at 09.00 a.m. to Friday, 14th June, 2019, at 5.00 p.m. was also provided to the Members of the Company whose names appeared in the Register of Members as on the cut-off date i.e. 10th May, 2019, to vote on the resolutions through a platform provided by Central Depository Services (India) Limited (CDSL).


Mahavir Prasad Agarwal

MINUTES OF POSTAL BALLOT

An advertisement pursuant to Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, amended as on date, about completion of dispatch of Postal Ballot Notice/Form, last date of receipt of reply of the Members and containing other required information was published in Financial Express, Delhi (English Edition) and NafaNuksan (Hindi Edition) on 16th May, 2019.

Thereafter Mr. Pradeep Pincha, Practicing Company Secretary submitted his report and other related papers with requisite details of the voting through postal ballot including remote e-voting on the resolution as set-out in the Notice of Postal Ballot which was countersigned by Dr. Mahavir Prasad Agarwal, Chairman of the Company.

Accordingly, on the basis of the Scrutinizers Report dated 15th June, 2019, the results on Postal Ballot and remote e-voting was declared by Dr. Mahavir Prasad Agarwal, Chairman of the Company on Saturday, the 15th June, 2019 at 5:00 p.m. at Gravita Tower, A-27B Shanti Path, Tilak Nagar, Jaipur-302 004 and all the resolutions as set out in the Notice of Postal Ballot dated 27th April, 2019 were deemed to have been passed on Friday, 14th June, 2019, the last date of receipt of Postal Ballot Forms and remote e-voting, brief details of which are provided hereunder:

Item 1:

Re-appointment of Mr. Dinesh Kumar Govil (DIN: 02402409) as an Independent Director (Category: Non-Executive) of the Company for the second term of five (5) consecutive years and in this regard to consider and if thought fit, to pass, the following resolution as a Special Resolution:

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	52596491	97.52	1308738	2.43	0
Postal Ballot (Physical)	25927	0.05	0	0	0
TOTAL	52622418	97.57	1308738	2.43	0

Based on the analysis of the valid votes, the Scrutinizer has reported that the Special Resolution as set out under Item No. 1 in the Notice of the Postal Ballot has been passed by the Members of the Company with requisite majority and the same was announced by Dr. Mahavir Prasad Agarwal, Chairman of the Company.

Accordingly, the Resolution as reproduced hereunder was passed as a Special Resolution and carried unanimously:



MINUTES OF POSTAL BALLOT

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Rules made thereunder read with Schedule IV to the Act, Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force and subject to such other laws, rules and regulations as may be applicable in this regard, Mr. Dinesh Kumar Govil (DIN: 02402409) who was appointed as an Independent Director of the Company for a term of 5 consecutive year(s) and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director be and is re-appointed as an Independent Director for a further term of Five (5) consecutive years from 01st August, 2019 to 31st July, 2024 (which expression shall include continuation of his said term as Independent Director of the Company beyond his age of seventy five (75) years).”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company of the Company for the time being are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard.”

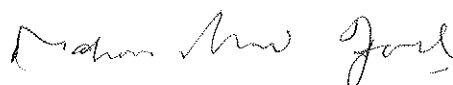
Item 2:

Re-appointment of Mr. Arun Kumar Gupta (DIN: 02749451) as an Independent Director (Category: Non-Executive) of the Company for the second term of five (5) consecutive years and in this regard to consider and if thought fit, to pass, the following resolution as a Special Resolution:

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	No. of shares	Percentage	No. of shares	Percentage	No. of shares
Remote E-voting	52596565	97.52	1308664	2.43	0
Postal Ballot (Physical)	25927	0.05	0	0	0
TOTAL	52622492	97.57	1308664	2.43	0

Based on the analysis of the valid votes, the Scrutinizer has reported that the Special Resolution as set out under Item No. 2 in the Notice of the Postal Ballot has been passed by the Members of the Company with requisite majority and the same was announced by Dr. Mahavir Prasad Agarwal, Chairman of the Company.

Accordingly, the Resolution as reproduced hereunder was passed as a Special Resolution and carried unanimously:



MINUTES OF POSTAL BALLOT

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Rules made thereunder read with Schedule IV to the Act, Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force and subject to such other laws, rules and regulations as may be applicable in this regard, Mr. Arun Kumar Gupta (DIN: 02749451), who was appointed as an Independent Director of the Company for a term of 5 consecutive year(s) and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director be and is re-appointed as an Independent Director for a further term of Five (5) consecutive years from 01st July, 2019 to 30th June, 2024 (which expression shall include continuation of his said term as Independent Director of the Company beyond the age of seventy five (75) years).”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company of the Company for the time being are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard.”

Dr. Mahavir Prasad Agarwal expressed his special thanks to Mr. Pradeep Pincha for exercising due diligence for the entire postal ballot process and concluded the proceedings.

Date: 15th June, 2019

Place: Jaipur



(Chairman)