

12th September, 2024
GIL/2024-25/135

To,

The BSE Ltd. 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 (E), Mumbai- 400 051 Fax No.: 022-26598120 Company Code- GRAVITA
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Subject: Errata to the Notice of 32nd Annual General Meeting (“AGM”) of the Company for the financial year ended on 31st March 2024.

Dear Sir/Ma’am,

With reference to Our letter dated 24th August, 2024 informing about 32nd Annual General Meeting (AGM) of the Company scheduled to be held on Wednesday, 18th September, 2024 at 01:00 P.M. (“IST”) through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) facility, an Errata to the Notice of 32nd Annual General Meeting (AGM) is being circulated electronically to the Members to whom Notice of 32nd Annual General Meeting (AGM) was sent, in terms of provisions of the Companies Act, 2013 and the Rules made thereunder.

The copy of Errata to the Notice of 32nd Annual General Meeting (AGM) is enclosed herewith and is also available on the website of the Company at <https://www.gravitaindia.com/Upload/PDF/ERRATA-TO-NOTICE-OF-THE-32ND-ANNUALGENERAL-MEETING.pdf>

Please take the above on record and oblige.

Yours Faithfully
For **Gravita India Limited**

Nitin Gupta
(Company Secretary)
FCS-9984

Encl: As Above

Regd. Office:

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

ERRATA TO NOTICE OF THE 32ND ANNUAL GENERAL MEETING

Gravita India Limited had issued NOTICE dated 20th July, 2024 for its 32nd Annual General Meeting (AGM), scheduled on Wednesday, 18th September, 2024 at 01:00 P.M. through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact 7 (seven) businesses, out of which 4 (Four) are Ordinary and remaining 3 (Three) are Special.

An error was noted in respect of the Ordinary Business at Serial No.3 of the above referred Notice related to “to appoint a Director in place of Mr. Yogesh Malhotra (DIN: 05332393), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment” and the additional information required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015, and other applicable provisions for item No. 3 of the AGM Notice was inadvertently omitted from the printed copy of the Notice. This error is now being rectified through the issuance of this erratum.

For ease of reference of the members, the entire Item No. 3 of the Notice is given below:

Item no. 3: To appoint a Director in place of Mr. Yogesh Malhotra (DIN: 05332393), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Additional Information as required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and other applicable provisions for the item No. 3 of the Notice of AGM forming part of Annexure A are as under:

Particulars	Mr. Yogesh Malhotra
Date of Birth and Age	08 th July, 1968 (about 56 years)
Nationality	Indian
Date of first appointment on Board	31 st March, 2019
Brief Profile, Qualification and Expertise in specific functional Areas	Mr. Yogesh Malhotra is an Engineering graduate with a BE (Mechanical) degree from MREC, Jaipur and an MBA from National University of Singapore. He has Over 31 years of National and International experience and expertise in the Asia Pacific markets. He had served in various capacities in top organizations like: Blue Star, Castrol and Eurochem.
Number of Shares held in the Equity Capital of the Company including shareholding as a beneficial owner	11,141 Equity shares of Rs. 2/- each
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Directorships: - Noble Buildestate Private Limited - Nature Living Developers Private Limited - Gravita Infotech Limited Committee Membership: NIL
Relationship with other directors, Manager and other Key Managerial Personnel of the company	Nil
Number of Meetings of the Board attended during the year	During F.Y. 2023-24 total 6 (SIX) meetings were held and Yogesh Malhotra attended all the Board Meeting.
Terms and Conditions of Appointment or Re-appointment along with details of remuneration sought to be paid	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.
Details of Last remuneration Drawn	Mr. Yogesh Malhotra is receiving remuneration of Rs. 67.94 Lakhs Per Month including Special Ex-Gratia (excluding Provident fund and Gratuity)

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Phone: +91-141-2623266, 2622697 FAX : +91-141-2621491

Email: companysecretary@gravitaindia.com



GRAVITA INDIA LTD.

Corp. Office: Gravita Tower, A-27 B, Shanti Path,
Tilak Nagar, JAIPUR-302004, Rajasthan (INDIA)
Phone : +91-141-2623266, 2622697 FAX : +91-141-2621491
Web : www.gravitaindia.com
CIN:- L29308RJ1992PLC006870

Except the aforesaid changes, rest all other details in the Notice of the AGM shall remain unchanged and this Corrigendum shall form integral part of the Notice of the AGM.

Enclosed herewith is Notice of AGM after incorporating the above changes and the same is also available on the website of the Company at https://www.gravitaindia.com/Upload/PDF/Gravita-India-Notice_24_final.pdf

For Gravita India Limited

Sd/-
Nitin Gupta
Company Secretary
FCS No.: 9984

Place: Jaipur
Date: 12.09.2024

Registered Office:
"Saurabh", Chittora Road, Diggi-Mal Pura Road,
Harsulia Mod, Teh. Phagi, Jaipur-303904 (Raj.)

NOTES:

- 1. Additional Information as required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and other applicable provisions for the item No. 3 of the Notice of AGM forming part of Annexure A to the original AGM notice is attached hereto.**
- 2. The Errata to AGM Notice is issued in continuation of and should be read in conjunction with the original AGM Notice which was already emailed to the shareholders on 24th August, 2024. All other contents of the AGM Notice, save and except as mentioned in this errata, shall remain unchanged.**

Regd. Office:

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GRAVITA INDIA LIMITED

(CIN: L29308RJ1992PLC006870)

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

Phone: +91-9928070682 **Email:** companysecretary@gravitaindia.com

Fax: +91-141-2621491

Notice of 32nd Annual General Meeting

Notice is hereby given that the **32nd Annual General Meeting** of the Members of **Gravita India Limited (CIN: L29308RJ1992PLC006870)**, will be held on Wednesday, 18th September, 2024 at 01:00 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") 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, 2024 together with the reports of the Board of Directors and Statutory Auditors thereon.
 - Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 together with the report of Statutory Auditors thereon.
- To confirm the payment of interim dividend of Rs. 5.20/- (260% per equity share of Rs. 2/- each) for the Financial Year 2024-25.
- To appoint a Director in place of Mr. Yogesh Malhotra (DIN: 05332393), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
- To re-appoint M/s. Walker Chandiook & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration.

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

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any of Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014, (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s. Walker Chandiook & Co. LLP, Chartered Accountants having Firm Registration No. FRN 001076N/N500013 be and are hereby re-appointed as Statutory Auditors of the company to hold office from the conclusion of 32nd Annual General Meeting until the conclusion of 37th Annual General Meeting of the company to be held in the year 2029 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS

5. Re-appointment of Mr. Rajat Agrawal (DIN: 00855284), as Managing 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 179, 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactments thereof for the time being in force), and on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the consent of members of the company be and is hereby accorded to re-appoint Mr. Rajat Agrawal (DIN: 00855284), as a Managing Director of the Company for a further period of 3 years w.e.f. 25th September 2024 at the remuneration and other terms and conditions as mentioned below :-

SALARY AND PERQUISITES:

Basic – Rs. 10,95,868/- Per month (Rupees Ten Lakhs Ninety Five Thousand Eight Hundred and Sixty Eight only)

HRA, Perquisites & other allowances – Rs. 14,69,917/- Per month (Rupees Fourteen Lakhs Sixty Nine Thousand Nine Hundred and Seventeen 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.

Notice

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 Managing Director, Mr. Rajat Agrawal (DIN: 00855284) shall be paid the remuneration as stated in the resolution as the minimum remuneration subject to limits laid down in Schedule V of the Companies Act, 2013 or as approved by the shareholders of the Company by way of Special Resolution or otherwise as permissible by law for the time being in force.

RESOLVED FURTHER THAT subject to necessary approvals, the Board of Directors of the Company be and is hereby authorized to alter, vary, modify the terms and conditions of re-appointment including remuneration, subject to applicable provisions, for the time being in force and as may be agreed between the Board of Directors and Mr. Rajat Agrawal (DIN: 00855284).

RESOLVED FURTHER THAT Mr. Rajat Agrawal (DIN: 00855284) shall be the Whole time Key managerial Person of the company as defined under Section 203 of Company Act, 2013 read with Rules, made thereunder.

RESOLVED FURTHER THAT the Board of directors of the Company be and hereby authorized to do all things, deeds, act and matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. Approval of remuneration of Mr. Rajat Agrawal (DIN: 00855284), Managing 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 Mr. Rajat Agrawal (DIN: 00855284), Managing 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 Mr. Rajat Agrawal (DIN: 00855284) 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 are 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."

7. To ratify the remuneration of Cost Auditors of the company under section 148 of Companies Act, 2013 for Financial Year 2024-25:

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, the Companies (Cost Records and Audit) Rules, 2014 and all other applicable provisions, if any (including any statutory modification(s) and re-enactment thereof for the time being in force), the remuneration of Rs. 55,000/- (Rupees Fifty-Five Thousand only) exclusive of reimbursement of Tax and all out of pocket expenses payable to M/s. K.G. Goyal and Associates (Firm Registration No. 000024), Cost Accountants who have been appointed by the Board of Directors as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending on 31st March, 2025, be and is hereby ratified and confirmed."

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

Nitin Gupta
Company Secretary
FCS: 9984

Date: 20th July, 2024
Place: Jaipur

Notice

NOTES:-

- The Ministry of Corporate Affairs (“MCA”) vide its circular dated May 5, 2020 read with circulars dated April 8, 2020; April 13, 2020; January 13, 2021; December 14, 2021; May 5, 2022; December 28, 2022 and September 25, 2023 (“MCA Circulars”) has permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue for the 32nd Annual General Meeting of the Company shall be the Registered Office of the Company. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith (Refer point no. 24).**
- A member entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint a proxy to attend and vote instead of himself. The proxy need not be a member of the company. Since this AGM will be held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, route map and Attendance Slip are not annexed to this Notice.

Corporate Members/ Institutional Investors (i.e. other than individuals, HUF’s, NRI’s, etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM or to vote through remote e-voting are requested to send a duly certified copy of the Board Resolution to companysecretary@gravitaindia.com.
- Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Members may note that the VC/OAVM Facility, provided by CDSL, allows participation of at least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come first-served basis.
- An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), in the Notice is annexed hereto and forms part of this Notice and available for inspection in physical as well as in electronic form during business hours at the Registered Office of the company and copies thereof shall also be available for inspection in physical or electronic form at the Head Office as well as Corporate Office of the company and also at the Annual General Meeting of the company.
- The Register of Members and Share Transfer books of the Company shall remain closed from Thursday, 12th September, 2024 to Wednesday, 18th September, 2024 (both days inclusive).
- The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and The Register of Contract or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available electronically for inspection by the members.
- For the purpose of payment of Interim Dividend of 2024-25 as declared by the Board of Directors in the Board meeting dated 30th April, 2024; the Board of Directors of the company fixed Tuesday, 14th May, 2024 as record date for the purpose of ascertaining the eligibility of shareholders and in respect of the shares held in dematerialized form, the dividend paid to members whose names were furnished by the Depositories, viz. National Securities Depositories Limited and Central Depository Services (India) Limited as Beneficial Owners as on that date.
- 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 also be transferred to IEPF suspense Account.
- 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

Notice

(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
31 st March, 2017	Final Dividend
31 st March, 2018	Final Dividend
31 st March, 2019	Final Dividend
31 st March, 2020	Interim Dividend
31 st March, 2021	Interim Dividend
31 st March, 2022	Interim Dividend
31 st March, 2023	Final Dividend

- 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 31st March, 2024 on the website of the Company at <https://www.gravitaindia.com/investors/iepf>.
- SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its Registrar and Share Transfer Agent are required to seek relevant bank details of shareholders from depositories/investors for making payment of dividends in electronic mode. Further, pursuant to recent General Circular 20/2020 dated 5th May, 2020 companies are directed to credit the dividend of the shareholders directly to the bank accounts of the shareholders using Electronic Clearing Service. Accordingly, Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the Registrar & Share Transfer Agent in respect of shares held in physical form.
- 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 / KFin Technologies Ltd. (RTA of the Company) quoting reference of the Registered Folio Number.
- As an ongoing endeavour to enhance Investor experience and leverage new technology, our registrar and transfer agents (KFin Technologies Limited) have been continuously developing new applications. Here is a list of applications that has been developed for our investors.

Investor Support Centre: A webpage accessible via any browser enabled system. Investors can use a host of services like Post a Query, raise a service request, Track the status of their DEMAT and REMAT request, Dividend status, Interest and Redemption status, Upload exemption forms (TDS), Download all ISR and other related forms.

URL: <https://ris.kfintech.com/clientservices/isc>

eSign Facility: Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination requires that eSign option be provided to Investors for raising service requests. KFin Technologies Ltd is the first RTA which has enabled the option and can be accessed via the link below.

URL: <https://ris.kfintech.com/clientservices/isc>

KYC Status: Shareholders can access the KYC status of their folio. The webpage has been created to ensure that shareholders have the requisite information regarding their folios.

URL: <https://ris.kfintech.com/clientservices/isc/kycqry.aspx>

KPRISM: A mobile application as well as a webpage which allows users to access Folio details, Interest and Dividend status, FAQs, ISR Forms and full suite of other investor services.

URL: <https://kprism.kfintech.com/signin.aspx>

WhatsApp: Modern technology has made it easier to communicate with shareholder across multiple levels. WhatsApp has a wider reach today with majority having a know-how of the application. In order to facilitate the shareholders KFin Technologies Ltd. has now a dedicated WhatsApp number that can be used for a bouquet of services.

Notice

WhatsApp Number: (91) 910 009 4099

15. 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.
16. 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.
17. The certificate, from Mr. Akshit Kumar Jangid (Membership No.: F11285), Partner of M/s Pinchaa & Co, Secretarial Auditors of the Company for the financial year 2023-24, certifying that the Company's Stock option Scheme '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 through CDSL link.
18. 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.
19. Pursuant to regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Companies can serve soft copies of full Annual Reports to those Members who have registered their e-mail address either with the Company or with the Depository Participant. Pursuant to SEBI circular SEBI/HO/DDHS/P/CIR/2023/0164 dated October 06th, 2023 it has been decided to provide relaxation upto September 30, 2024, from Regulation 36(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") which requires sending hard copy of annual report containing salient features of all the documents prescribed in Section 136 of the Companies Act, 2013 to the shareholders who have not registered their email addresses.
20. Further the 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 <https://www.gravitaindia.com/investors/shareholder-information>. 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.
21. In line with the Ministry of Corporate Affairs (MCA) Circular dated 13th April, 2020 the Notice calling the AGM has been uploaded on the website of the Company at www.gravitaindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com
22. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
23. A person who is not a Member as on the cutoff date should treat this Notice for information purposes only.
24. In compliance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended), and Regulation 44 of SEBI (LODR), Regulations, 2015 and Secretarial Standards on general meeting (SS-2) and MCA Circulars dated **April 8, 2020; April 13, 2020; January 13, 2021; December 14, 2021; May 5, 2022; December 28, 2022 and September 25, 2023** 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 Mr. Akshit Kumar Jangid (Membership No. F11285), Practicing Company Secretary as Scrutinizer to scrutinize the remote e-voting in a fair and transparent manner. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS 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.

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- (i) The voting period begins on Sunday, 15th September, 2024 from 9:00 A.M. and ends on Tuesday, 17th September, 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 Wednesday, 11th September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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/ websites 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.

- (iv) 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 and joining virtual meetings **(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 CDSL Depository	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi Tab. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.

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<p>Individual Shareholders holding securities in demat mode with NSDL Depository</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: https://eservices.nsd.com 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</p>
	<p>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 or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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 or joining virtual meeting & voting during the meeting.</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 Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800-21-09911.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000</p>

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

- (v) Login method for e-Voting and joining virtual meetings 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.
 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,

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- 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 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:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
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"> • 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.
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).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 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.
 - 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.

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- The 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 mandatory 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

The instructions for members for attending the AGM through VC/OVAM & E-voting during the meeting are as under: -

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance **atleast 7 (Seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 (Seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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.

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If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 2109 911

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 or call toll free no. 1800 2109 911

25. In compliance with provisions of Section 96 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 provide the facility for holding AGM through VC/OVAM. Central Depository Services (India) Limited ("CDSL") will be providing facility for participation in the AGM through VC/OVAM.
26. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through e-voting (i.e. votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him, who shall countersign the same and the results will be announced not later than 2 (two) working days from the conclusion of the AGM. 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 and CDSL's website 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.
27. 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. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
28. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Meeting i.e. 18th September, 2024.

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

Nitin Gupta
Company Secretary
FCS: 9984

Date: 20th July, 2024
Place: Jaipur

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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 Businesses and item No. 4 of ordinary business mentioned in the accompanying Notice:

ITEM NO. 4: TO RE-APPOINT M/s. WALKER CHANDIOK & CO. LLP, CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION

The Members of the Company at the 27th Annual General Meeting ('AGM') held on 20th September, 2019 approved the appointment of M/s. Walker ChandioK & Co. LLP, Chartered Accountants, as the Auditors of the Company for a period of five years from the conclusion of the said AGM till the conclusion of 32nd AGM. M/s. Walker ChandioK & Co. LLP will complete their first term of five years at the conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of M/s. Walker ChandioK & Co. LLP, Chartered Accountants, as the Auditors of the Company for second term of five consecutive years from the conclusion of this AGM till the conclusion of the 37th AGM. On the recommendation of the Committee, the Board also recommended for the approval of the Members, the remuneration of M/s. Walker ChandioK & Co. LLP, Chartered Accountants for the financial year 2024-25 as 59.85 Lacs plus Goods and Services Tax as applicable, and reimbursement of out-of-pocket expenses incurred.

The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee in consultation with Statutory Auditor.

The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. Walker ChandioK & Co. LLP, Chartered Accountants to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s. Walker ChandioK & Co. LLP, Chartered Accountants have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of the Notice for approval of members.

None of the Promoters, Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

ITEM NO. 5: RE-APPOINTMENT OF MR. RAJAT AGRAWAL (DIN: 00855284), AS MANAGING DIRECTOR OF THE COMPANY

It is proposed to re-appoint Mr. Rajat Agrawal (DIN: 00855284) as Managing Director of the Company for a further period of three years. The tenure of Mr. Rajat Agrawal (DIN: 00855284) as Managing Director of the Company will expire on 24th September, 2024 and he has been recommended for reappointment as Managing Director for a further period of 3 Years w.e.f. 25th September, 2024 by Nomination and Remuneration Committee at its Meeting held on 20th July, 2024 and approved by the Board of Directors at their meeting held on 20th July, 2024 subject to the approval of members/ shareholders of the Company in accordance with the provisions of Sections 179, 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.

The brief resume of Mr. Rajat 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

i. Nature of Industry

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

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- 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**

(Rs. in Crores)

Particulars	2022-23	2023-24
Total Revenue from Operations	2,524.39	2,679.07
Other Income	59.72	53.21
Profit Before Tax	116.25	208.22
Net Profit After Tax	101.15	179.62
EPS	14.65	26.01

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

II. Information about the Appointee

i. Background Details

The background details of Mr. Rajat Agrawal are annexed herewith the notice.

ii. Past Remuneration

Mr. Rajat Agrawal was receiving remuneration of Rs. 25.66 Lakhs Per Month (excluding Provident Fund and Gratuity) and there is no revision in the remuneration.

iii. Recognition or Awards

Mr. Rajat Agrawal's visionary spirit has won him much acclaim and many awards including 'The Jan Sampark Gaurav Award' for outstanding contribution in environment protection, The Most Innovative CEO Award by Inc. 500, The Niryat Shree Award by The President of India, The CNBC TV 18- ICICI Bank Emerging India Award 2012, The COSIA Entrepreneurship Appreciation Award 2011, The Udyog Bharti Award, The Niryat Shiromani Award and The Rashtriya Vikas Ratan Award to name a few among big bunch of accolades.

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 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. Rajat Agrawal belongs to promoter group and hold 38.24% of total shareholding of the company and as a Trustee on behalf of Agrawal Family Private Trust holds 25.13% of total shareholding of the company. Further, Dr. Mahavir Prasad Agarwal, Chairman & Whole-time Director of the Company is father of Mr. Rajat Agrawal.

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III. OTHER INFORMATION:

i. 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.

ii. 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.

iii. 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:

- a) 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.
- b) 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.
- c) service contracts, notice period, severance fees: Not Applicable
- d) 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 the Annual General Meeting.

The resolution for seeks approval of members as a Special Resolution for the re-appointment of Mr. Rajat Agrawal (DIN: 00855284) as Managing Director of the Company with effect from 25th September, 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 Mr. Rajat Agrawal (DIN: 00855284), 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. 5.

ITEM NO. 6: APPROVAL OF REMUNERATION OF MR. RAJAT AGRAWAL (DIN: 00855284), MANAGING 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 2.5 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. Mr. Rajat Agrawal (DIN: 00855284) is being re-appointed as Managing Director of the company for a term of three years effective from 25th September, 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 Mr. Rajat Agrawal (DIN: 00855284) as per terms and conditions including remuneration of re-appointment, notwithstanding the same

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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. 6 of the Notice for approval of Members by Special Resolution. Mr. Rajat Agrawal (DIN: 00855284), Managing Director is interested in this matter.

Apart from above none of the Promoters, Directors, Key Managerial Personnel of the Company or 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. 7: TO RATIFY THE REMUNERATION OF COST AUDITORS OF THE COMPANY UNDER SECTION 148 OF COMPANIES ACT, 2013 FOR FINANCIAL YEAR 2024-25

The Board of Directors, at its Meeting held on 30th April, 2024 and on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. K.G. Goyal & Associates, Cost Accountant, Jaipur (Firm Registration No. 000024) as Cost Auditors of the Company, for conducting the audit of the cost records of the Company, for the financial year ending on 31st March, 2025 at a remuneration of Rs. 55,000/- exclusive of reimbursement of Tax and all out of pocket expenses.

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Members of a Company are required to ratify the remuneration to be paid to the Cost Auditors of the Company. Accordingly, consent of the Members is sought for passing an ordinary resolution as set out in Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending 31st March, 2025.

None of the Promoters, Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the said Resolution.

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 items of business and to take decision thereon.

A brief profile of M/s. K.G. Goyal & Associates, Cost Accountant, Jaipur along with letter of appointment as issued by the Company to Cost Auditors of the Company shall be available for inspection 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 the Annual General Meeting.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members.

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

Nitin Gupta
Company Secretary
FCS: 9984

Date: 20th July, 2024
Place: Jaipur

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ANNEXURE A

Information pursuant to Regulation 36 (3) of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) in respect of the directors who are proposed to be appointed/reappointed and revision in remuneration at the ensuing Annual General Meeting under Item Nos. 5 and 6 of the Notice is as under:

Particulars	Mr. Rajat Agrawal
Date of Birth and Age	09 th August, 1967 (about 57 years)
Nationality	Indian
Date of first appointment on Board	04 th August, 1992
Brief Profile, Qualification and Expertise in specific functional Areas	Mr. Rajat Agrawal is a Bachelor of Engineering from MNIT, Jaipur and carry rich experience of over 32 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. Rajat Agrawal has been instrumental in transforming the Indian 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.
Number of Shares held in the Equity Capital of the Company	2,63,99,789 Equity shares of Rs. 2/- each
Directorship/Committee memberships in other companies:	Directorships: <ul style="list-style-type: none"> - Gravita Infotech Limited - Saurabh Farms Limited - Devonix Ventures Private Limited - Nature Living Developers Private Limited - Karvrish Assets Private Limited - Karvrish Infratech Private Limited - Jalousies (INDIA) Private Limited - Shah Buildcon Private Limited - Karvrish Resources Private Limited - Karvrish Buildcon Private Limited - Gravita Impex 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 Mr. Rajat Agrawal from any Directors and KMP's of the Company.
Number of Meetings of the Board attended during the year	During F.Y. 2023-24 total 6 (SIX) meetings were held and Mr. Rajat Agrawal attended 3 (THREE) Board Meetings.
Terms and Conditions of Appointment or Re-appointment along with details of remuneration sought to be paid	As mentioned in the item No. 5 of the Notice.
Details of Last remuneration Drawn	Mr. Rajat Agrawal is receiving remuneration of Rs. 25.66 Lakhs Per Month (excluding Provident fund and Gratuity)

Notice

Additional Information as required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and other applicable provisions for the item No. 3 of the Notice of AGM forming part of Annexure A are as under:

Particulars	Mr. Yogesh Malhotra
Date of Birth and Age	08 th July, 1968 (about 56 years)
Nationality	Indian
Date of first appointment on Board	31 st March, 2019
Brief Profile, Qualification and Expertise in specific functional Areas	Mr. Yogesh Malhotra is an Engineering graduate with a BE (Mechanical) degree from MREC, Jaipur and an MBA from National University of Singapore. He has Over 31 years of National and International experience and expertise in the Asia Pacific markets. He had served in various capacities in top organizations like: Blue Star, Castrol and Eurochem.
Number of Shares held in the Equity Capital of the Company including shareholding as a beneficial owner	11,141 Equity shares of Rs. 2/- each
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Directorships: - Noble Buildestate Private Limited - Nature Living Developers Private Limited - Gravita Infotech Limited Committee Membership: NIL
Relationship with other directors, Manager and other Key Managerial Personnel of the company	Nil
Number of Meetings of the Board attended during the year	During F.Y. 2023-24 total 6 (SIX) meetings were held and Yogesh Malhotra attended all the Board Meeting.
Terms and Conditions of Appointment or Re-appointment along with details of remuneration sought to be paid	Re-appointment in terms of Section 152(6) of the Companies Act, 2013.
Details of Last remuneration Drawn	Mr. Yogesh Malhotra is receiving remuneration of Rs. 67.94 Lakhs Per Month including Special Ex-Gratia (excluding Provident fund and Gratuity)