

# MINUTES OF GENERAL MEETING

**MINUTES OF THE 21<sup>ST</sup> ANNUAL GENERAL MEETING OF MEMBERS OF GRAVITA INDIA LIMITED HELD AT "SAURABH FARMS", CHITTORA ROAD, HARSULIA MOD, DIGGI MALPURA, TEHSIL-PHAGI, JAIPUR-303904 ON 29<sup>TH</sup> JULY 2013 AT 11.30 A.M.**

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## **PRESENT:**

Mr. Rajat Agrawal	Managing Director (In Chair)
Mr. Rajeev Surana	Whole time Director
Dr. Mahavir Prasad Agrawal	Whole time Director
Mr. Dinesh Kumar Govil	Chairman of Audit Committee
Mr. Arun Kumar Gupta	Director
Mrs. Leena Jain	Company Secretary

Members present in person- 32 representing 41862263 shares (61.45% of paid-up capital)  
Members present through proxy- 13 representing 9171246 shares (13.46 % of paid-up Capital)

## **CHAIRMAN**

Mr. Rajat Agrawal was unanimously elected as the Chairman of the meeting and took the chair.

## **QUORUM**

Since the requisite quorum for the meeting was present, Chairman commenced the proceedings of the Meeting.

## **WELCOME**

Mrs. Leena Jain formally extended a warm welcome to the shareholders present at the 21<sup>st</sup> Annual General Meeting and introduced the members of the Board to the Shareholders.

## **BOOKS AND STATUTORY REGISTERS**

The Company Secretary informed the members that in terms of various provisions of the Companies Act, 1956, all Statutory Registers are available at the meeting for inspection of any member till the conclusion of the meeting.

## **NOTICE OF THE MEETING**

With the permission of the members present, the notice convening the meeting was taken as read.

## **CHAIRMAN'S SPEECH**

The Chairman addressed the members and apprised the members about the achievements made by the Company and detailed the Company's policy in formulating plans for growth.



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Copies of the Chairman's Speech were distributed to the members and others present.

## PRESENTATION ON BUSINESS GROWTH OF THE COMPANY

Mr Naveen Prakash Sharma, President & CEO of the Company gave a presentation about business of the Company. He explained to the members about Indian and Global Growth achieved by company in last financial year and also explained the future growth prospects of the Company.

## AUDITOR'S REPORT

Mr. Vikas Rajvanshi, Statutory Auditor of the Company, read the Auditor's Report on the Balance Sheet as at 31<sup>st</sup> March, 2013 and the Profit & Loss account for the year ended on that date.

## ORDINARY BUSINESS:

### Item No. 1: Adoption of Accounts

The motion number 1 in the Notice of AGM of the Company regarding adoption of annual audited accounts of the Company for the Financial Year ended 31st March 2013 was taken up by the Meeting.

The Chairman proposed the following motion, which was seconded by Mr. Kamal Singh for approval as an ordinary resolution:

“**RESOLVED THAT** the Audited Balance Sheet as at 31st March, 2013 and Profit and Loss Account for the financial year ended on that date together with the Directors Report, Auditors Report, Schedules and Notes thereon, be and are hereby received, considered and adopted.”

The Chairman put the motion to vote by show of hands and declared the same as passed by requisite majority.

### Item No. 2: Declaration of Final Dividend on Equity Shares for the Year Ended March 31, 2013

The Company Secretary apprised the members that the Board has proposed to pay dividend @ Rs 0.30 per share (15%) on the fully paid-up Equity Shares of Rs 2/- each of the Company for the Financial Year 2012-13.

Mr. Ajay Kumar Kumawat proposed the following motion, which was seconded by Mr. Gopal Maheshwari for approval as an ordinary resolution:

“**RESOLVED THAT** in terms of the recommendation of the Board of Directors of the Company, the approval of the members of the Company be and is hereby granted for payment of dividend at the rate of 15% (Rs. 0.30 per share) on the fully paid-up Equity Shares of Rs 2/- each of the Company for the financial year 2012-13 and the same be paid to all the members whose names are on the Company's Register of Members at the end of business hours of 23rd July 2013 and in respect of shares held in dematerialized form, the



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dividend will be paid to members whose names are furnished by the Depository Participant as on that day.”

The Chairman put the motion to vote by show of hands and declared the same as passed unanimously.

## **Item No. 3: Re-Appointment of Shri Dinesh Kumar Govil, Director of the Company**

The motion number 3 in the Notice of AGM of the Company regarding re-appointment of Shri Dinesh Kumar Govil as Director was taken up by the Meeting.

Mr. Navin Prakash Sharma and Mr. Vijay Pareekh proposed the following motion, which was seconded by Mr. Krishan Gopal Gupta for approval as an ordinary resolution:

“**RESOLVED THAT** Mr Dinesh Kumar Govil, Director of the Company, who retires by rotation and is eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

The Chairman put the motion to vote by show of hands and declared the same as passed unanimously.

## **Item No. 4: Re-Appointment of Shri Rajeev Surana, Whole-time Director of the Company**

The motion number 4 in the Notice of AGM of the Company regarding re-appointment of Shri Rajeev Surana as Director was taken up by the Meeting.

Mr. Sunil Kansal proposed the following motion, which was seconded by Mr. Gopal Agarwal for approval as an ordinary resolution:

“**RESOLVED THAT** Mr Rajeev Surana, Whole time Director of the Company, who retires by rotation and is eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

The Chairman put the motion to vote by show of hands and declared the same as passed requisite majority.

## **Item No. 5: Appointment of Auditors**

The motion number 5 in the Notice of AGM of the Company regarding appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, Jaipur, as Statutory Auditors of the Company, in place M/s Rajvanshi & Associates, Chartered Accountants, Jaipur who expressed their unwillingness to be re-appointed as Statutory Auditors of the Company for F.Y. 2013-14 and M/s Deloitte Haskins and Sells, Chartered Accountants being eligible offers themselves for appointment as Statutory Auditor of the Company in term of section 224(1B) of the Companies Act, 1956 for the Financial Year 2013-14 was taken up by the Meeting.



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Mr. Sandeep Chaudhary proposed the following motion, which was seconded by Mr Kamal Kumawat for approval as an ordinary resolution:

**“RESOLVED THAT** M/s Deloitte Haskins & Sells, Chartered Accountants, Delhi, having firm registration no. 015125N, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be decided by the Board of Directors of the Company in consultation with the Audit Committee.”

The Chairman put the motion to vote by show of hands and declared the same as passed by requisite majority.

## **Item No. 6: Re-Appointment and Revision in Remuneration of Shri Rajat Agrawal as Managing Director of the Company**

The motion number 6 in the Notice of AGM of the Company regarding re-appointment and revision in remuneration of Shri Rajat Agrawal, Managing Director of the Company as approved by the Remuneration Committee and Board of Directors was taken up by the meeting.

Mr. Rakesh Jain proposed the following motion, which was seconded by Mr. Yugal Kishore Sharma for approval:

**“RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, 310, and 311 and all other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII of the said Act and as per the recommendation of Remuneration Committee, the consent of the shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Rajat Agrawal who was re-appointed by the Board of Directors as Managing Director of the Company for a period of three years w.e.f. 26th September 2012 and to the remuneration payable to Mr Agrawal as recommended by the Remuneration Committee and Board of Directors at their respective meetings held on 24th June 2013 with effect from 1st July 2013 as per details mentioned below:

### **I. SALARY AND PERQUISITES:**

Basic – ₹ 3,50,000/- per month (Three Lacs Fifty Thousand only)

HRA and Perquisites & other allowances - ₹ 1,50,000/- per month (One Lac Fifty Thousand only)

Annual Gross Remuneration shall comprise of Salary, HRA, allowances & perquisites and retiral benefits not exceeding ₹ 60 Lacs.

### **II. COMMISSION**

In addition to the Salary, Perquisites, Allowances and Benefits as above, Managing Director shall be entitled to receive a commission upto 2% per annum of the net profits of the company computed as per the provisions of Section 349 and 350 of the Companies Act, 1956 for the respective financial years falling during his tenure as Managing Director.



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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.

Gratuity payable as per the Rules of the Company but not exceeding 15 days salary for each completed year of service and encashment of leave at the end of the tenure will not be included in the computation of Salary to the extent the same are not taxable under the Income-Tax Act, 1961.

The aggregate of the Salary and Perquisites as above shall always be subject to the overall ceiling laid down in Section 198 and 309 of the Companies Act, 1956.

**“RESOLVED FURTHER THAT** where in any financial year during the currency of term of Managing Director the Company has no profits or its profits are inadequate, the Company shall pay to the Managing Director, remuneration by way of Salary and Perquisites as specified above as minimum remuneration, subject however to the provisions of the Companies Act, 1956 and such approvals as may be required.”

**“RESOLVED FURTHER THAT** Shri Rajeev Surana, Whole-time Director and Smt Leena Jain, Company Secretary of the Company be and are hereby severally authorized to comply with all necessary formalities in this regard.”

The Chairman put the motion to vote by show of hands and declared the same as passed unanimously.

Mr Rajat Agrwal and Dr. Mahavir Prasad Agarwal being interested in the matter did not vote on this business.

## **Item No. 7: Re-Appointment and Revision in Remuneration of Shri Rajeev Surana as Whole time Director of the Company**

The motion number 7 in the Notice of AGM of the Company regarding re-appointment and revision in remuneration of Shri Rajeev Surana, Whole time Director of the Company as approved by the Remuneration Committee and Board of Directors was taken up by the meeting.

**“RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, 310, and 311 and all other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII of the said Act, and as per the recommendation of Remuneration Committee, the consent of the shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Rajeev Surana who was re-appointed by the Board of Directors as Whole-time Director of the Company liable to retire by rotation for a period of three years w.e.f. 26th September 2012 and to the remuneration payable to Mr Surana as recommended by Remuneration Committee and Board of Directors of the Company at their respective meetings held on 24th June 2013 with effect from 1st July 2013 as per details mentioned below:



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## **SALARY AND PERQUISITES:**

Basic - ₹ 1,75,000/- per month (One Lacs Seventy Five Thousand only)  
HRA and Perquisites & other allowances - ₹ 75,000/- per month (Seventy Five Thousand only)

Annual Gross Remuneration shall comprise of Salary, HRA, allowances & perquisites and retiral benefits not exceeding ₹ 30 Lacs.

The Whole Time Director shall be entitled to the facilities as are allowable to the employees of Senior Management Cadre of the Company and reimbursement of entertainment and other expenses actually and properly incurred by him in connection with the business of the Company.

Gratuity payable as per the Rules of the Company but not exceeding 15 days salary for each completed year of service and encashment of leave at the end of the tenure will not be included in the computation of Salary to the extent the same are not taxable under the Income-Tax Act, 1961.

The aggregate of the Salary and Perquisites as above shall always be subject to the overall ceiling laid down in Section 198 and 309 of the Companies Act, 1956.

**“RESOLVED FURTHER THAT** where in any financial year during the currency of term of Whole-Time Director the Company has no profits or its profits are inadequate, the Company shall pay to the Whole-Time Director, remuneration by way of Salary and Perquisites as specified above as minimum remuneration, subject however to the provisions of the Companies Act, 1956 and such approvals as may be required.”

**“RESOLVED FURTHER THAT** Shri Rajat Agrawal, Managing Director and Smt Leena Jain, Company Secretary of the Company be and are hereby severally authorized to comply with all necessary formalities in this regard.”

The Chairman put the motion to vote by show of hands and declared the same as passed unanimously.

Mr Rajeev Surana being interested in the matter did not vote on this business.

## **Vote of thanks**

There being no other business to be transacted, the meeting ended with a vote of thanks to the chair.

Place: Jaipur

Date: 30-07-13



  
(CHAIRMAN)