



# GRAVITA

## GRAVITA INDIA LTD.

Corp. Office : 402, Gravita Tower, A-27 B, Shanti Path,  
Tilak Nagar, JAIPUR-302 004, Rajasthan (INDIA)  
Phone : +91-141- 2623266, 2622697 FAX : +91-141-2621491  
E-mail : info@gravitaindia.com Web. : www.gravitaindia.com  
CIN : L29308RJ1992PLCO06870

15<sup>th</sup> July, 2017  
GIL/2017-18/72

To,

|  |   |
|--|---|
| The BSE Limited<br>Phiroze Jeejeebhoy Towers<br>Dalal Street<br>Mumbai- 400 001<br>Fax No.: 022-22722041<br>Scrip Code- 533282 | The listing Department<br>The National Stock Exchange of India Ltd.<br>Exchange Plaza, C-1, Block G,<br>Bandra- Kurla Complex<br>Bandra(east)<br>Mumbai- 400 051<br>Fax No.: 022-26598237/38<br>Company Code- GRAVITA |
|--|---|

### Sub: Notice of AGM

Dear Sir/Madam,

Please find enclosed Notice of AGM issued by the company.

Kindly take the above and oblige.

Yours Faithfully  
For **Gravita India Limited**

*Nitin Gupta*

**Nitin Gupta**  
(Company Secretary)  
ACS-31533



Encl: As above



**GRAVITA INDIA LIMITED**

[CIN: L29308RJ1992PLC006870]

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

## Notice of 25<sup>th</sup> Annual General Meeting

Notice is hereby given that the **25<sup>th</sup> Annual General Meeting** of the Members of **Gravita India Limited** having **CIN-L29308RJ1992PLC006870**, will be held on **Tuesday, 8<sup>th</sup> August, 2017 at 11.00 a.m.** at "Saurabh", Chittora Road, Harsulia Mod, Diggi-Malpura Road, Tehsil-Phagi, Jaipur-303904 (Rajasthan) to transact the following businesses :

### ORDINARY BUSINESS

- To receive, consider and adopt the :
  - Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2017 together with the reports of the Board of Directors and Auditors thereon.
  - Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2017 together with the report of Auditors thereon.
- To declare Final Dividend on Equity Shares for the Financial Year 2016-17.
- To appoint a Director in place of Mr. Rajat Agrawal (DIN-00855284), who retires by rotation and being eligible, offers himself for re-appointment.
- To ratify the appointment of Statutory Auditors of the Company, and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the resolution passed by the members at the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, having Firm Registration No. 015125N, who were appointed in the Annual General Meeting of the Company held on 02<sup>nd</sup> August 2014 as Statutory Auditors of the Company to hold office till the conclusion of 27<sup>th</sup> Annual General Meeting of the Company, subject to ratification at every AGM, be and is hereby ratified to hold the office of Statutory Auditors till the conclusion of next AGM at such remuneration plus Service Tax as applicable, out-of-pocket expenses and travelling expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

### SPECIAL BUSINESS

- To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, the approval of the Members be and is hereby accorded to the substitution of the existing set of Articles of Association with a new set of Articles of Association."

**"RESOLVED FURTHER THAT** pursuant to the provisions of Section 15 and all other applicable provisions, if any, of the Companies Act, 2013, a noting to the above effect shall be made and entered in the each copy of the Articles of Association as printed and circulated by the Company post the approval of the same by the members of the Company."

**"RESOLVED FURTHER THAT** the Board of the Directors of the Company be and are hereby authorised to do all such other acts, deeds, matters and things which are necessary, desirable, incidental and / or consequential to give effect to the this resolution."

- To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act, and subject to approval, if and to the extent necessary, the remuneration of Mr. Rajat Agrawal, Managing Director of the Company [DIN: 00855284] be and is hereby revised for the remaining term of his office with effect from 1<sup>st</sup> April, 2017:-

#### Salary and Perquisites:

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

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

**“RESOLVED FURTHER THAT** the Managing Director shall be entitled to the facilities as are allowable to the employees of Senior Management Cadre of the Company and reimbursement of entertainment and other expenses actually and properly incurred by him in connection with the business of the Company.”

**“RESOLVED FURTHER THAT** gratuity payable as per the rules of the Company but not exceeding 15 days salary for each completed year of service, encashment of leave at the end of the tenure and provident fund will not be included in the computation of Salary to the extent the same are not taxable under the Income-Tax Act, 1961.”

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

**“RESOLVED FURTHER THAT** a revised Memorandum setting out the terms of Mr. Rajat Agrawal [DIN: 00855284], as Managing Director of the Company be and is hereby considered and approved.”

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to alter, vary and modify any of the terms and conditions of the said remuneration including salary, allowances and perquisites in accordance with and subject to the limits prescribed in Section 196, 197 and/or Schedule V of the Companies Act, 2013 or any amendment or any statutory modifications or re-enactments thereof, subject to approvals, if any as may be required and as may be agreed between the Board of Directors and Mr. Rajat Agrawal.”

7. **To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act and subject to the approval, if any, the remuneration of Dr. Mahavir Prasad Agarwal [DIN: 00188179], Whole-time Director of the Company be and is hereby revised for the remaining term of his office with effect from 1<sup>st</sup> April, 2017:-

**Salary and Perquisites:**

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

HRA and Perquisites & other allowances – ₹6,00,621/- per month (Six Lacs Six Hundred and Twenty One only)

**“RESOLVED FURTHER THAT** the Whole-time Director shall be entitled to the facilities as are allowable to the

employees of Senior Management Cadre of the Company and reimbursement of entertainment and other expenses actually and properly incurred by him in connection with the Business of the Company.”

**“RESOLVED FURTHER THAT** gratuity payable as per the rules of the Company but not exceeding 15 days salary for each completed year of service, encashment of leave at the end of the tenure and Provident Fund will not be included in the computation of Salary to the extent the same are not taxable under the Income-Tax Act, 1961.”

**“RESOLVED FURTHER THAT** wherein any financial year during the tenure of Whole-time Director, the Company has no profits or its profits are inadequate, the Company shall pay to Dr. Mahavir Prasad Agarwal, Whole-time Director remuneration by way of salary and perquisites as prescribed in Schedule V of the Companies Act, 2013, subject to approvals, if any as may be required.”

**“RESOLVED FURTHER THAT** a revised Memorandum setting out the terms of Dr. Mahavir Prasad Agarwal [DIN: 00188179], as Whole-time Director of the Company be and is hereby considered and approved.”

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to alter, vary and modify any of the terms and conditions of the said re-appointment / remuneration including salary, allowances and perquisites in accordance with and subject to the limits prescribed in Section 196, 197 and/or Schedule V of the Companies Act, 2013 or any amendment or any statutory modifications or re-enactment thereof, subject to approvals, if any as may be required and as may be agreed between the Board of Directors and Dr. Mahavir Prasad Agarwal.”

8. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:-**

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), remuneration of the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors and as set out in the Explanatory Statement annexed to the Notice calling this Meeting to conduct the audit of cost records of the Company for the financial year ending 31<sup>st</sup> March, 2017, be and is hereby ratified and confirmed.”

By Order of the Board

Sd/-

**Nitin Gupta**

Company Secretary

Date: 24<sup>th</sup> June, 2017

Place: Jaipur

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY STAMPED, FILLED AND SIGNED INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, MUST BE DEPOSITED AT THE CORPORATE OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE COMMENCEMENT OF THE MEETING.**
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. An Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Businesses in the Notice is annexed hereto and forms part of this Notice.
4. Members and Proxies attending the Meeting are requested to bring their attendance slip duly filled along with their copy of Annual Report to the Meeting.
5. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorising their representatives to attend and vote at the Annual General Meeting.
6. The Register of Members and Share Transfer books of the Company shall remain closed from Thursday, 3<sup>rd</sup> August, 2017 to Tuesday, 8<sup>th</sup> August, 2017 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares.
7. Payment of Dividend as recommended by the Directors, if approved at the Meeting, will be made to those members whose names are on the Company's Register of Members at the end of business hours of Wednesday, 2<sup>nd</sup> August, 2017 and in respect of the shares held in dematerialised form, the dividend will be paid to members whose names are furnished by the Depositories, viz. National Securities Depositories Limited and Central Depository Services (India) Limited as Beneficial Owners as on that date.
8. Members are requested to note that Dividends and / or IPO Application Money not encashed or remaining unclaimed for a period of 7 (seven) Years from the date of transfer to the Company's Unpaid Dividend Accounts/IPO Application Money shall be transferred to the Investor Education and Protection Fund (IEPF) established Under Section 125 of the Companies Act, 2013.
9. The members who have not yet encashed their dividend warrants and/or application money in IPO for the below mentioned financial years, are requested to forward their claims to the Company's Registrar and Share Transfer Agents (RTA). It may be noted that once the unclaimed dividend and / or unclaimed application money is transferred to the Investor

Education and Protection Fund (IEPF) as above, no claims shall rest with the Company in respect of such amount. The respective unclaimed dividend and IPO Application money along with their due dates for transfer to IEPF are as under :

| Financial Year Ended         | Nature of Amount      | Due Date of transfer to IEPF |
|------------------------------|-----------------------|------------------------------|
| 31 <sup>st</sup> March, 2011 | IPO Application Money | 12.11.2017                   |
| 31 <sup>st</sup> March, 2011 | Final Dividend        | 29.08.2018                   |
| 31 <sup>st</sup> March, 2012 | Interim Dividend      | 06.03.2019                   |
| 31 <sup>st</sup> March, 2012 | Final Dividend        | 15.09.2019                   |
| 31 <sup>st</sup> March, 2013 | Interim Dividend      | 27.09.2019                   |
| 31 <sup>st</sup> March, 2013 | Interim Dividend      | 04.03.2020                   |
| 31 <sup>st</sup> March, 2013 | Final Dividend        | 04.09.2020                   |
| 31 <sup>st</sup> March, 2014 | Interim Dividend      | 10.03.2021                   |
| 31 <sup>st</sup> March, 2014 | Final Dividend        | 08.09.2021                   |
| 31 <sup>st</sup> March, 2015 | Final Dividend        | 14.09.2022                   |
| 31 <sup>st</sup> March, 2016 | Final Dividend        | 12.09.2023                   |

10. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with the companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 06<sup>th</sup> August, 2016 (date of last Annual General Meeting) on the website of the Company at <http://www.gravitaIndia.com/investors/iepf-details>.
11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Karvy Computershare Pvt. Ltd. (RTA of the Company) quoting reference of the Registered Folio Number.
12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificate to RTA of the Company, for consolidation into single folio.
13. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
14. The Certificate, from M/s Deloitte Haskins & Sells, Chartered Accountants, the Statutory Auditors of the Company for the financial year 2016-17, certifying that the Company's Stock option Scheme viz 'Gravita Employees Stock Option Plan 2011' is being implemented in accordance with the SEBI Guidelines as amended, and in accordance with the resolution passed by shareholders at the Annual General Meeting held on 27<sup>th</sup> July, 2011 shall be available for inspection by the members at the AGM.
15. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

16. Information pursuant to applicable provisions in respect of the directors who are proposed to be appointed/reappointed at the ensuing Annual General Meeting under Item No. 3 of the Notice is as under:

| Brief Profile of the Director and Nature of his Expertise in functional areas  | Directorship/Committee memberships in other companies:  | Shareholding in Gravita India Limited |
|--|---|---------------------------------------|
| <p><b>Mr. Rajat Agrawal</b><br/>Mr. Rajat Agrawal aged about 50 years is a Bachelor of Engineering from MNIT, Jaipur and carry rich experience of over 25 years in establishing and handling manufacturing operations. He has attended various management development programmes and has participated in, and contributed to, many prestigious international industry conferences. He has also attended OPM, an advanced management programme at the Harvard Business School, USA. Mr. Agrawal has been instrumental in transforming the Indian Lead Recycling industry with his progressive outlook. Under his leadership, the Gravita group has grown leaps &amp; bounds, into a true Indian multinational, with subsidiaries in more than 14 countries across continents.</p> | <p><b>Directorships :</b><br/>Gravita Infotech Limited<br/>Noble Buildestate Private Limited<br/>Saurabh Farms Limited<br/>Devonic Ventures Private Limited</p> <p><b>Committee Membership:</b> NIL</p> | <p>47.73%</p>                         |

17. Electronic copy of Annual Report 2017 and Notice of the 25<sup>th</sup> Annual General Meeting of the Company inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. For members who have not registered their email address, physical copies of the Notice of the 25<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

18. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant. Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled in 'E-Communication Registration Form', available on following URL <http://www.gravitaindia.com/investors/e-communication>. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

19. In compliance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (LODR), Regulations, 2015, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically on all resolutions set forth in this Notice.

For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited ("CDSL") for facilitating e-voting.

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

- (i) The voting period begins on Saturday, 5<sup>th</sup> August, 2017 at 10:00 a.m. and ends on Monday, 7<sup>th</sup> August, 2017 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of 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) The shareholders should log on to the e-voting website **www.evotingindia.com**.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.

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

| For Members holding shares in Demat Form and Physical Form |  |
|--|--|
| PAN  | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>▶ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>▶ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.</li> </ul> <p>Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p> |
| 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"> <li>▶ If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>  |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <GRAVITA INDIA LIMITED> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- ▶ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
  - ▶ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
  - ▶ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - ▶ The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
  - ▶ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com**.

By Order of the Board

Sd/-

**Nitin Gupta**

Company Secretary

Date: 24<sup>th</sup> June, 2017

Place: Jaipur

## ANNEXURE TO THE NOTICE

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

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

#### ITEM NO. 5

The existing Articles of Association ("AOA") were based on the Companies Act, 1956 and several clauses / regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force.

The Existing regulations of the Articles of Association are to be replaced by the new set of regulations as per the provisions of the Companies Act, 2013. Hence, it is considered expedient to wholly replace the existing AoA by a new set of Articles, to align them with the provisions of Companies Act, 2013.

Further, as per the provisions of Section 14 of the Companies Act, 2013 read with Rules made thereunder and other applicable provisions, if any, amendment of the Articles of Association of the Company is required to be approved by the Members of the Company by way of passing a Special Resolution, at the recommendation of the Board. Accordingly, this matter has been placed before the shareholders for approval thereof.

A copy of the existing as well as new Articles of Association of the Company is available for inspection at the Registered Office of the Company during working hours on any working day.

None of the directors and / or any relatives of the Directors / key managerial personnel are concerned / interested in this resolution.

#### ITEM NO. 6

Mr. Rajat Agrawal has been instrumental in transforming the Indian Lead Recycling Industry with his progressive outlook. Under his leadership, the Gravita group has grown leaps & bounds, into a true Indian multinational, with subsidiaries in more than 14 countries across continents.

Considering the excellent performance of Mr. Agrawal, Nomination and Remuneration Committee and Board of Directors of the Company, at their respective meetings held on 01<sup>st</sup> April, 2017 has recommended to increase the remuneration of Mr. Agrawal from ₹1.08 Crore (One Crore Eight Lacs) per annum to ₹1.20 crore (One Crore Twenty Lacs) per annum. The Remuneration proposed to be paid to Mr. Agrawal is within the limit of Section 197 read with Schedule V of the Companies Act, 2013 as amended and has been approved by Nomination & Remuneration Committee and subsequently by the Board in its meeting held on 15<sup>th</sup> May, 2017. Further, Mr. Agrawal is Director of the company since its commencement and attended total 8 Board Meetings out of 9 Board Meetings held during the year.

If in any financial year during the tenure of Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Rajat Agrawal remuneration by way of salary and perquisites as prescribed in Schedule V of the Companies Act, 2013, subject to approvals, if any as may be required

The Board recommends passing of the relevant Special Resolution as mentioned in Item no. 6 of the Notice.

None of the Directors, Key Managerial Personnel of the Company, and their relatives except Dr. Mahavir Prasad Agarwal and Mr. Rajat Agrawal and their relatives may be deemed concerned or interested in the resolution.

### Disclosures as per Schedule V of the Companies Act, 2013

#### I. General Information

##### i. Nature of Industry

Gravita India Limited is engaged in manufacturing and recycling of Aluminum, Lead and Lead Products.

ii. **Date of commencement of commercial production:** In year 1992

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

##### iv. Financial performance based on given indicators

| Particulars          | (₹ in crore) |             |
|----------------------|--------------|-------------|
|                      | F.Y.2016-17  | F.Y.2015-16 |
| Total Revenue        | 53,399.98    | 35,384.02   |
| Profit Before Tax    | 2,779.80     | 322.25      |
| Net Profit After Tax | 2,265.26     | 326.56      |
| EPS                  | 3.31         | 0.48        |

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 is disclosed in Point no. 16 of the Notice.

##### ii. Past Remuneration

Mr. Rajat Agrawal was receiving remuneration of ₹1.08 Crore per annum and now the said remuneration is revised from ₹1.08 Crore to ₹1.20 Crore.

**iii. Recognition or Awards**

Mr. 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 revision of remuneration.

**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 47.73% of total shareholding of the company. Further, Dr. M. P. Agarwal, Chairman & Whole-time Director of the Company is father of Mr. Rajat Agrawal.

**III. Other Information:****i. Reasons of loss or inadequate profits:**

Not Applicable

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

Not Applicable

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

Not Applicable

**IV. Disclosures:**

The details required to be given under this head are disclosed in Corporate Governance Report of the Company which forms part of Annual Report 2016-17.

**ITEM NO. 7**

Considering the excellent performance of Dr. Mahavir Prasad Agarwal, Nomination & Remuneration Committee and Board of Directors of the Company, at their respective meetings held on 01<sup>st</sup> April, 2017 has recommended to increase the remuneration of Mr. Agarwal from ₹72 lakh (Seventy Two Lacs only) per annum to ₹1.20 crore (One Crore Twenty Lacs) per annum. The Remuneration proposed to be paid to Mr. Agarwal is within the limit of Section 197 read with Schedule V of the Companies Act, 2013 as amended and has been approved by Nomination & Remuneration Committee and subsequently by the Board in its meeting held on 15<sup>th</sup> May, 2017. Further, Dr. M.P. Agarwal is Director of the company since its commencement and attended total 9 Board Meetings out of 9 Board Meetings held during the year.

If in any financial year during the tenure of Whole-time Director, the Company has no profits or its profits are inadequate, the Company shall pay to Dr. Mahavir Prasad Agarwal, Whole-time Director remuneration by way of salary and perquisites as prescribed in Schedule V of the Companies Act, 2013, subject to approvals, if any as may be required.

The Board recommends passing of the relevant Special Resolution as mentioned in Item no. 7 of the Notice.

None of the Directors, Key Managerial Personnel of the Company, and their relatives except Mr. Rajat Agrawal and Dr. Mahavir Prasad Agarwal and their relatives may be deemed concerned or interested in the resolution.

**Disclosures as per Schedule V of the Companies Act, 2013****I. General Information****i. Nature of Industry**

Gravita India Limited is engaged in manufacturing and recycling of Aluminum, Lead and Lead Products.

**ii. Date of commencement of commercial production: In year 1992****iii. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. N.A.****iv. Financial performance based on given indicators**

| Particulars          | ₹ in crore) |             |
|----------------------|-------------|-------------|
|                      | F.Y.2016-17 | F.Y.2015-16 |
| Total Revenue        | 53,399.98   | 35,384.02   |
| Profit Before Tax    | 2,779.80    | 322.25      |
| Net Profit After Tax | 2,265.26    | 326.56      |
| EPS                  | 3.31        | 0.48        |

**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

Dr. Agarwal has worked in the Department of Medical & Health, Government of Rajasthan in various capacities from 1958 to 1992. He retired as Director of Department of Medical & Health, Rajasthan in 1992. After retirement, Dr. Agarwal engaged himself in the business of Lead Manufacturing and Trading with his technocrat son to gather vast 25 years of experience in the Lead Metal Industry. He is an Instrumental guiding force and source of inspiration to whole Gravita Team.

### ii. Past Remuneration

Dr. Mahavir Prasad Agrawal was receiving remuneration of ₹72 Lacs per annum and now the said remuneration is revised from 72 Lacs to 1.20 Crore.

### iii. Recognition or Awards

NIL

### iv. Job Profile and his Suitability

Dr. Agarwal is serving company since 1992 and he is having excellent grasp and deep knowledge and experience of not only Engineering and Technology but also of General Management. Looking into his knowledge in various aspects relating to the Company's affair and long business experience, the Board of the directors is of the opinion that for smooth and efficient running of the business, the services of Dr. Mahavir Prasad Agarwal should be continued with the company.

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

### vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Dr. Mahavir Prasad Agarwal belongs to promoter group and as a Trustee on behalf of Agrawal Family Private Trust holds 25.34% of total shareholding of the company. Further he is father of Mr. Rajat Agrawal, Managing Director of the company.

## III. Other Information:

### i. Reasons of loss or inadequate profits:

Not Applicable

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

Not Applicable

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

Not Applicable

## IV. Disclosures:

The details required to be given under this head are disclosed in Corporate Governance Report of the Company which forms part of Annual Report 2016-17.

## ITEM NO. 8

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Cost Records and Audit) Rules, 2014 (the Rules), the Company is required to appoint a Cost Auditor to audit the Cost Records of Company. On recommendation of the Audit Committee at its meeting held on 24<sup>th</sup> June, 2017 the Board has approved the appointment of M/s. K.G. Goyal & Associates, Cost Accountants as the Cost Auditor of the Company for F.Y.2017-18 at a remuneration of ₹55,000/- exclusive of reimbursement of service tax and all out of pocket expenses incurred by them in connection with the Cost Audit.

The remuneration of the Cost Auditor is required to be ratified by members of the Company. Accordingly, the Board recommends passing of the relevant Ordinary Resolution as mentioned in Item no. 8 of the Notice.

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

By Order of the Board

Date: 24<sup>th</sup> June, 2017

Place: Jaipur

Sd/-

**Nitin Gupta**

Company Secretary

**GRAVITA INDIA LIMITED**

[CIN: L29308RJ1992PLC006870]

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

Website : www.gravitaindia.com

Phone : +91-141-2623266

**FORM MGT-11****PROXY FORM**

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

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

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

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

.....

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

- 1) Name:..... Address.....  
e-mail id.....Signature..... or failing him/her
- 2) Name:..... Address.....  
e-mail id.....Signature..... or failing him/her
- 3) Name:..... Address.....  
e-mail id.....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25<sup>th</sup> Annual General Meeting of the Company, to be held on Tuesday, 8<sup>th</sup> August, 2017 at 11:00 a.m. at "Saurabh", Chittora Road, Harsulia Mod, Diggi Malpura Road, Tehsil Phagi, Jaipur, 303904 and at any adjournment thereof in respect of such resolutions as are indicated below:

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

| S. No.                   | Description of Resolution   | For | Against |
|--------------------------|---|-----|---------|
| <b>Ordinary Business</b> |   |     |         |
| 1                        | To receive, consider and adopt the :<br>a) Audited Standalone Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2017 together with the reports of the Board of Directors and Auditors thereon.<br>b) Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2017 together with the report of Auditors thereon |     |         |
| 2                        | Approval of final dividend for F.Y. 2016-17   |     |         |
| 3                        | Appointment of Director in place of Mr. Rajat Agrawal, who retires by rotation and being eligible, offers himself for re-appointment.   |     |         |
| 4                        | Ratification of appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, as Statutory Auditors  |     |         |
| <b>Special Business</b>  |   |     |         |
| 5                        | Special resolution for alteration in AoA of the Company   |     |         |
| 6                        | Special Resolution for revision in remuneration of Mr. Rajat Agrawal, Managing Director   |     |         |
| 7                        | Special Resolution for revision in remuneration of Dr. Mahavir Prasad Agarwal, Whole-time Director  |     |         |
| 8                        | Ratification of remuneration of Cost Auditors of the Company under Section 148 of Companies Act, 2013   |     |         |

Signed this ..... day of ..... 2017

\_\_\_\_\_  
Signature of Shareholder\_\_\_\_\_  
Signature of Proxy holder (s)

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

(See overleaf for Notes)

**Notes:**

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



**GRAVITA INDIA LIMITED**

[CIN: L29308RJ1992PLC006870]

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

Website : [www.gravitaindia.com](http://www.gravitaindia.com)

Phone : +91-141-2623266

**ATTENDANCE SLIP**

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

DP ID:.....

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

No. of Shares held:.....

I hereby record my presence at the 25<sup>th</sup> Annual General Meeting of the Company held on Tuesday, 8<sup>th</sup> August, 2017 at 11:00 a.m. at 'Saurabh', Chittora Road, Harsulia Mod, Diggi Malpura Road, Tehsil Phagi, Jaipur, 303904. (Rajasthan)

\_\_\_\_\_  
Signature of the Member / Proxy

**Notes:**

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

# ROUTE MAP

## Location Map

