



Pradeep Pincha

Practicing Company Secretary

Scrutinizer's Report

Consolidated Report on e-Voting and Poll

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time]

To,

The Chairman
Gravita India Limited
Saurabh, Chittora Road, Harsulia Mod,
Diggi-Malpura Road, Tehsil-Phagi, Jaipur
Rajasthan-303904

Dear Sir,

I was appointed as Scrutinizer by the Board of Directors of Gravita India Limited (herein after referred to as "the Company") for the purpose of scrutinizing the remote e-Voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, in respect of below mentioned resolutions proposed at 25th Annual General Meeting (AGM) held on Tuesday, 8th August, 2017 at 11.00 a.m. at "Saurabh", Chittora Road, Harsulia Mod, Diggi-Malpura Road, Tehsil-Phagi, Jaipur-303 904 (Rajasthan).

I was also appointed to scrutinize the poll process at 25th AGM of the Company pursuant to provisions of Section 109 of the Companies Act, 2013 read-with Rule 21 of the Companies (Management And Administration) Rules, 2014, as amended from time to time.

I hereby State that the Management of the Company is responsible for compliance of the applicable provisions of the Companies Act, 2013, SEBI Act, 1992 and SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, related to conducting of Annual General Meeting including voting (remote e-Voting & poll) thereat, and my responsibility is only to the extent of making a Scrutinizers Report for ascertaining the votes cast in "Favour" or "Against" for respective resolutions contained in the Notice of 25th AGM of the Company dated 24th June, 2017.

In connection to above, I submit my report as under:

- The Company had appointed Central Depository Services (India) Limited ("CDSL") as the agency to provide the remote e-Voting facility to the Members of the Company in connection with the 25th AGM of the Company.
- The remote e-Voting facility was made available from Saturday, 5th August, 2017 at 10:00 A.M. to Monday, 7th August, 2017 till 5:00 P.M. for the person(s), whose name is recorded in the Register of Member or in the Register of Beneficial owners maintained by the depositories as on the cut-off date i.e. 3rd August, 2017.
- At the 25th AGM of the Company held on 8th August, 2017, the Chairman of the Meeting called for a poll to facilitate the members present in the Meeting to record their votes through the poll process who could not participate through remote e-voting.





- After the conclusion of 25th AGM of the Company on Tuesday, 8th August, 2017 a final electronic report of remote e-Voting was generated by unblocking the votes cast through remote e-Voting facility in presence of two witnesses viz. Mr. Akshit Kr. Jangid and Mr. Lokesh Sharma who are not in the employment of the Company.
- Thereafter, the voting done through remote e-Voting and Polling, were reconciled with the records maintained by the RTA and the authorizations/proxies lodged with the Company and result of the scrutiny of the above voting process (remote e-Voting and Poll) in respect of the resolutions as set-out in the Notice of 25th AGM of the Company dated 24th June, 2017 are reproduced herein under:

Item No. 1- Ordinary Resolution

To receive, consider and adopt the:

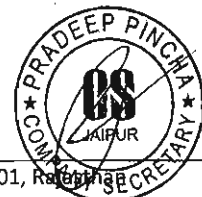
- a) Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017 together with the reports of the Board of Directors and Auditors thereon.
- b) Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017 together with the report of Auditors thereon:

Particular	Number of votes cast through			Total in Percentage (%)
	Poll at AGM	Remote e-Voting	Total	
Assent	195540	53290077	53485617	100
Dissent	0	0	0	0
Invalid Votes	0	0	0	0
Total	195540	53290077	53485617	100

Item No. 2- Ordinary Resolution

To declare Final Dividend on Equity Shares for the Financial Year 2016-17

Particular	Number of votes cast through			Total in Percentage (%)
	Poll at AGM	Remote e-Voting	Total	
Assent	195540	53290077	53485617	100
Dissent	0	0	0	0
Invalid Votes	0	0	0	0
Total	195540	53290077	53485617	100





Item No. 3- Ordinary Resolution

To appoint a Director in place of Mr. Rajat Agrawal (DIN-00855284), who retires by rotation and being eligible, offers himself for re-appointment.

Particular	Number of votes cast through			Total in Percentage (%)
	Poll at AGM	Remote e-Voting	Total	
Assent	195540	53290077	53485617	100
Dissent	0	0	0	0
Invalid Votes	0	0	0	0
Total	195540	53290077	53485617	100

Item No. 4- Ordinary Resolution

To ratify the appointment of Statutory Auditors of the Company for the Financial Year 2017-18, and to fix their Remuneration

Particular	Number of votes cast through			Total in Percentage (%)
	Poll at AGM	Remote e-Voting	Total	
Assent	195540	53290077	53485617	100
Dissent	0	0	0	0
Invalid Votes	0	0	0	0
Total	195540	53290077	53485617	100

Item No. 5- Special Resolution

Substitution of the existing set of Articles of Association with a new set of Articles of Association

Particular	Number of votes cast through			Total in Percentage (%)
	Poll at AGM	Remote e-Voting	Total	
Assent	195540	53290077	53485617	100
Dissent	0	0	0	0
Invalid Votes	0	0	0	0
Total	195540	53290077	53485617	100



Item No. 6- Special Resolution

Revisions in remuneration of Mr. Rajat Agrawal, Managing Director of the Company [DIN: 00855284] for the remaining term of his office with effect from 1st April, 2017

Particular	Number of votes cast through			Total in Percentage (%)
	Poll at AGM	Remote e-Voting	Total	
Assent	195540	53290077	53485617	100
Dissent	0	0	0	0
Invalid Votes	0	0	0	0
Total	195540	53290077	53485617	100

Item No. 7- Special Resolution

Revision in remuneration of Dr. Mahavir Prasad Agarwal [DIN: 00188179], Whole-time Director of the Company for the remaining term of his office with effect from 1st April, 2017

Particular	Number of votes cast through			Total in Percentage (%)
	Poll at AGM	Remote e-Voting	Total	
Assent	195540	53289977	53485517	100
Dissent	0	100	100	Negligible
Invalid Votes	0	0	0	0
Total	195540	53290077	53485617	100

Item No. 8-Ordinary Resolution

Ratification of remuneration payable to M/s. K.G. Goyal and Associates, Cost Accountants, Cost Auditor of the Company for the financial year ending on 31st March, 2018

Particular	Number of votes cast through			Total in Percentage (%)
	Poll at AGM	Remote e-Voting	Total	
Assent	195540	53290077	53485617	100
Dissent	0	0	0	0
Invalid Votes	0	0	0	0
Total	195540	53290077	53485617	100





Pradeep Pincha


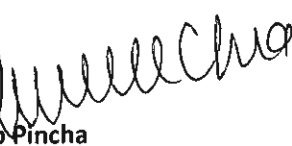
Practicing Company Secretary

After the aforesaid scrutiny of the voting process (remote e-Voting and Polling), I report that all the resolutions stand passed based on combined result (e-voting and Poll) with the requisite majority.

I have handed over the Polling Papers and other related papers/registers and records as well as report of remote e-Voting for safe custody to the Company Secretary of the Company, authorised by the Board.

You may accordingly declare the result of the voting (e-Voting and Poll) of the 25th AGM of the Company.


Thanking you,
Yours faithfully,

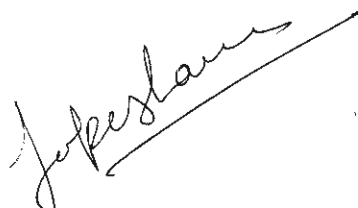


Pradeep Pincha
Practicing Company Secretary
M. No.: FCS 5369
C. P. No.: 4426

Dated: 09.08.2017

Place: Jaipur

Witnesses:


1. Mr. Akshit Kr. Jangid
C/o P. Pincha & Associates,
108, Shree Mansion, G-23,
Kamla Marg, C-Scheme,
Jaipur-302001 (Rajasthan)


2. Mr. Lokesh Sharma
C/o P. Pincha & Associates,
108, Shree Mansion, G-23,
Kamla Marg, C-Scheme,
Jaipur-302001 (Rajasthan)

Countersigned by: