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 : L29308RJ1992PLC006870

03rd September, 2022

GIL/2022-23/32

To,

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

Subject: - Notice of 30th AGM of the Company for the year ended March 31st, 2022.

Dear Sir/Ma'am,

In terms of the provisions of Regulation 34 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, please find attached herewith a copy of Notice 30th AGM of the Company for the financial year ended March 31st 2022 scheduled to be held on Wednesday, 28th September, 2022 at 1:00 P.M. through Video Conferencing /Other Audio Visual Means

Please take the above on record and oblige.

Yours Faithfully
For **Gravita India Limited**

NITIN GUPTA

Digitally signed by NITIN GUPTA
DN: c=IN, postalCode=302013, st=RAJASTHAN, street=JAIPUR, l=JAIPUR, o=Personal, serialNumber=54e8f71a9914fa3ea6723068a8c3414a9e3e05a9e3c14ec5054dbcfbb8f6eda2, pseudonym=5b6f432a2349d40aebc0f5a818809f92d, 2.5.4.20=d8baa340e2a007c2e7ac2ec25ef1ecebee40a6e14124ab44e4074467728 7eed0, email=NITIN.GUPTA@GRAVITAINDIA.COM, cn=NITIN GUPTA
Date: 2022.09.08 12:00:18 +05'30'

Nitin Gupta
(Company Secretary)
FCS-9984

Encl: As Above

GRAVITA INDIA LIMITED

[CIN: L29308RJ1992PLC006870]
Regd.Office: 'Saurabh', Chittora Road, Harsulia Mod
Diggi-Malpura Road, Tehsil Phagi, Jaipur-303904 [Rajasthan]
Phone: +91-9928070682 Email: companysecretary@gravitaindia.com
Fax: +91-141-2621491

Notice of 30th Annual General Meeting

Notice is hereby given that the 30th **Annual General Meeting** of the Members of **Gravita India Limited [CIN–L29308RJ1992PLC006870]**, will be held on Wednesday, 28th September, 2022 at 01:00 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the:

   a) Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the reports of the Board of Directors and Statutory Auditors thereon.

   b) Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the report of Statutory Auditors thereon.

2. To confirm the payment of interim dividend of ₹ 3.00/- (Rupees Three only) per share on equity shares of ₹ 2/- each for the Financial Year ended 31st March, 2022 as final dividend.

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

SPECIAL BUSINESS

4. To consider and approve the revision in remuneration of Mr. Yogesh Malhotra (DIN: 05332393), Whole-time Director and Chief Executive Officer of the company:

   To consider and if thought fit, to pass the following resolutions 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 Rules made thereunder and Schedule V of the said Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association, consent of Members be and is hereby accorded for revision in the remuneration of Mr. Yogesh Malhotra (DIN: 05332393), Whole-time Director & CEO of the Company for the remaining term of his office with effect from 1st June, 2022 and the revised remuneration structure shall be as follows:-

   SALARY AND PERQUISITES:

   Basic – ₹ 1,81,301/- Per month (Rupees One lakh Eighty One thousand three hundred and one only)

   HRA, Perquisites & Other Allowances – ₹ 2,55,441/- Per month (Rupees Two lakhs fifty-five thousand, four hundred and forty one only)

   Special Ex-Gratia – ₹ 62,50,000/- Per Month (Rupees Sixty Two Lakh and Fifty Thousand only)

   OTHER TERMS AND CONDITIONS:

   - 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, 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.
   - Special Ex-Gratia – ₹ 62,50,000/- Per month (Rupees Sixty two lakh and fifty thousand only) is payable at the discretion of the management and Mr. Rajat Agrawal (DIN: 00855284), Managing Director be and is hereby authorized on behalf of Board to take decision for the same from time to time.
   - All other terms and conditions shall remain same.

   "**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Yogesh Malhotra (DIN: 05332393), as Whole-time Director & CEO of the Company, the Company has no profits or its profits are inadequate, the Company will pay him remuneration as approved

Notice

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** the Board of Directors be and are hereby authorized to alter, vary and modify any of the terms and conditions as mentioned above 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. Yogesh Malhotra (DIN : 05332393)."

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

5. To consider and approve the revision in remuneration of Mr. Rajat Agrawal (DIN: 00855284), 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 Section 196,197,203 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder and Schedule V of the said Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association, consent of Members be and is hereby accorded for revision in the remuneration of Mr. Rajat Agrawal (DIN: 00855284), Managing Director of the Company for the remaining term of his office with effect from 1stJune, 2022,and the revised remuneration structure shall be as follows:-

SALARY AND PERQUISITES:

Basic – ₹ 9,99,228 /- Per month (Rupees Nine lakhs Ninety-Nine Thousand Two Hundred and Twenty-Eight only)

HRA, Perquisites & other allowances – ₹ 13,32,802/- Per month (Rupees Thirteen Lakhs Thirty Two Thousand Eight Hundred and Two only)

OTHER TERMS AND CONDITIONS:

- 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, 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.
- All other terms and conditions shall remain same

"**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Rajat Agrawal (DIN: 00855284), as Managing Director of the Company, the Company has no profits or its profits are inadequate, the Company may pay him remuneration 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** the Board of Directors be and are hereby authorized to alter, vary and modify any of the terms and conditions as mentioned above 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 (DIN: 00855284)"

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

6. To consider and approve the revision in remuneration of Dr. Mahavir Prasad Agarwal (DIN: 00188179), Whole Time Director of the company:

Notice

To consider and if thought fit, to pass 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 Rules made thereunder and Schedule V of the said Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association, consent of Members be and is hereby accorded for revision in the 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 June, 2022 and the revised remuneration structure shall be as follows:-

SALARY AND PERQUISITES:

Basic – ₹ 4,68,199/- per month (Four Lacs Sixty Eight Thousand One Hundred and Ninety Nine Only)

HRA, Perquisites & other allowances – ₹ 6,25,525/- per month (Six Lakh Twenty Five Thousand Five Hundred And Twenty Five 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** notwithstanding anything to the contrary herein contained 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(DIN: 00188179), remuneration 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** the Board of Directors be and are hereby authorized to alter, vary and modify any of the terms and conditions as mentioned above 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 Dr. Mahavir Prasad Agarwal (DIN: 00188179),."

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

7. Approval of remuneration of Mr. Rajat Agrawal (DIN: 00855284), Managing Director and Dr. Mahavir Prasad Agarwal (DIN: 00188179), Whole Time Director in terms of Regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of their appointment:

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) (Amendment) Regulations, 2018 read with the provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule V of the Companies Act, 2013, consent of the Members be and is hereby accorded to the continuation of payment of remuneration to Mr. Rajat Agrawal (DIN: 00855284), Managing Director and Dr. Mahavir Prasad Agarwal (DIN: 00188179), Whole Time Director till the expiry of their current term notwithstanding:

i. The annual remuneration payable to Mr. Rajat Agrawal (DIN: 00855284) and Dr. Mahavir Prasad Agarwal (DIN: 00188179), Whole Time Director exceeds ₹ 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."

Notice

8. To ratify the remuneration of Cost Auditors of the Company under section 148 of Companies Act, 2013 for Financial Year 2022-23:

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(s) thereof for the time being in force), the remuneration of ₹ 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 31st March, 2023, be and is hereby ratified and confirmed."

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

Nitin Gupta
Company Secretary
FCS: 9984

Place: Jaipur
Date: 2nd August, 2022

NOTES: -

1. 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 and May 5, 2022 ("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 30th 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. 25).

2. 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 certified copy of the Board Resolution to companysecretary@gravitaindia.com.

3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

4. 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.

5. 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 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.

Notice

6. The Register of Members and Share Transfer books of the Company shall remain closed from **Friday, 23rd** September, 2022 to Wednesday, 28th September, (both days inclusive).

7. 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.

8. For the purpose of payment of Interim Dividend, the Board of Directors of the company has fixed Wednesday, 09th February, 2022, as record date for the purpose of ascertaining the eligibility of shareholders and in respect of the shares held in dematerialized 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.

9. 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.

10. The members who have not yet enchased 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 (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
31st March, 2014	Final Dividend
31st March, 2015	Final Dividend
31st March, 2016	Final Dividend
31st March, 2017	Final Dividend
31st March, 2018	Final Dividend
31st March, 2019	Final Dividend
31st March, 2020	Interim Dividend
31st March, 2021	Interim Dividend
31st March, 2022	Interim Dividend

11. 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, 2021 on the website of the Company at http://www.gravitaindia.com/investors/iepf-details.

12. 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.

13. 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.

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14. 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.

15. 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.

16. The certificate, from Mr. Akshit Kumar Jangid (Membership No.: 11285), Partner of M/s Pinchaa & Co, Secretarial Auditor of the Company for the financial year 2021-22, 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.

17. 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.

18. 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/CFD/CMD2/CIR/P/2022/62, dated May 13, 2022 it has been decided to provide relaxation upto December 31, 2022, 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.

19. 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 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.

20. In line with the Ministry of Corporate Affairs (MCA) Circular dated 13thApril, 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.comand 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

21. 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.

22. A person who is not a Member as on the cut off date should treat this Notice for information purposes only.

23. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 , MCA Circular No. 17/2020 dated April 13, 2020, and MCA Circular No. 20/2020 dated May 05, 2020.

24. In continuation of this MCA Circular No. 20/2020 dated 05.05.2020, General Circular no. 02/2021 dated 13.01.2021, General Circular No. 19/2021 dated 08.12.2021,21/2021 dated 14.12.2021, 02/2022 dated 05.05.2022, it has been decided to allow companies whose AGMs were due to be held in the year 2022 to conduct their AGMs on or before 31.12.2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated 05.05.2020.

25. 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, 2015and Secretarial Standards on general meeting (SS-2) and MCA Circulars dated 08thApril, 2020, 13th April, 2020 and 05th May, 2020, 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. 11285), 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.

Notice

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.

- The e-voting period begins on Sunday, 25th September, 2022 from 9:00 a.m. and ends on tuesday, 27th September, 2022 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 Thusday, 22nd September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 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.

- 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	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. 1) 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

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	If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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.
Individual Shareholders holding securities in demat mode with NSDL	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.nsdl.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 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. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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
Individual Shareholders holding securities in Demat mode with **CDSL**	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 22 55 33
Individual Shareholders holding securities in Demat mode with **NSDL**	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.: 1800 1020 990 and 1800 22 44 30

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

- Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form**.

  The shareholders should log on to the e-voting website www.evotingindia.com.

  1. Click on "Shareholders" module.
  2. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  3. Next enter the Image Verification as displayed and Click on Login.

  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.

  4. 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders 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 indicated in the PAN field. • 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. Eg. If your name is 3 Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	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. • 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).

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Gravita India Limited> on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.

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- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 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.
- **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.
  - 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 scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required 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 repliedby 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/EGM 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 share holders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders

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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.
4. 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 22 55 33
5. 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 22 55 33
6. 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.

   The Results of voting will be declared within 48 hours 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 Chairperson consider, approves and sign the minutes.
7. Since the AGM will be held through VC / OAVM, the Route Map is not annexed with Notice.
8. 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.
9. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Meeting i.e. 28th September, 2022.

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

Nitin Gupta
Company Secretary
FCS: 9984

Date: 02nd August, 2022
Place: Jaipur

Notice

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 mentioned in the accompanying Notice:

ITEM NO. 4

Mr. Yogesh Malhotra (DIN:05332393) is serving Company since 2011 and he is having excellent grasp and thorough knowledge and experience of not only Engineering and Technology but also of General Management.

Considering the excellent performance of Mr. Yogesh Malhotra (DIN:05332393), Nomination and Remuneration Committee at its meeting held on 19th May, 2022 has recommended increasing the remuneration of Mr. Yogesh Malhotra (DIN:05332393) from ₹ 3.50 Cr per annum (excluding Provident fund and Gratuity) to Rs. 8.02 Cr per annum. The Remuneration proposed to be paid to Mr. Yogesh Malhotra (DIN:05332393) 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 19th May, 2022. Further, Mr. Yogesh Malhotra (DIN:05332393) is Whole-time Director and Chief Executive Officer of the Company and attended total 7 Board Meetings out of 7(seven) Board Meetings held during the year.

If in any financial year during the tenure of Whole-time Director and Chief Executive Office, the Company has no profits, or its profits are inadequate, the Company shall pay to Mr. Yogesh Malhotra (DIN:05332393) remuneration by way of salary and perquisites as prescribed in Schedule V of the Companies Act, 2013.

Pursuant to the applicable provisions of the Companies Act, 2013, and the relevant rules made thereunder, consent of members is being sought by way of special resolution.

Except Mr. Yogesh Malhotra (DIN: 05332393), none of the Directors, Key Managerial Personnel of the Company, and their relatives is concerned or interested in the resolution.

The Board recommends passing of the relevant Special Resolution as mentioned in Item no. 4 of the Notice.

Disclosures as per Schedule V of Companies Act, 2013

I. General Information

i. Nature of Industry: Gravita India Limited is engaged in manufacturing and recycling of Lead, Aluminium and Plastic 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: (₹ in Crores)

Particulars	2020-21	2021-22
Total Revenue from Operations	1226.42	1894.18
Other Income	12.26	7.29
Profit Before Tax	40.39	48.75
Net Profit After Tax	32.17	39.75
EPS	4.66	5.76

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

II. Information about the Appointee

i. Background Details

Mr. Yogesh Malhotra aged about 54 years is an Engineering graduate with a BE (Mechanical) degree from MREC, Jaipur and an MBA from National University of Singapore. He has over 29 years of National and International experience and expertise in the Asia Pacific markets. He had served in various capacities in top organisations like: Blue Star, Castrol and Eurochem.

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ii. Past Remuneration

Mr. Yogesh Malhotra was receiving remuneration of ₹ 3.50 Cr per annum(excluding Provident fund and Gratuity) and now the said remuneration is revised from ₹ 3.50 Cr per annum to ₹ 8.02 Cr per annum(excluding Provident fund and Gratuity).

iii. Recognition or Awards:

NIL

iv. Job Profile and his Suitability

Mr. Yogesh Malhotra is serving company since 2011 and he is having excellent grasp and thorough 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 affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Yogesh Malhotra 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 into the vast experience of Mr. Yogesh Malhotra, 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, or other director if any

None

III. OTHER INFORMATION:

i. Reasons of loss or inadequate profits:

The company has not incurred any losses but due to increase in 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 will focus on increasing its margins and profitability by enhancing its value-added products segment. In addition, the Company has plans to increase its business with Original Equipment Manufacturer "OEM's" which will help the Company to reduce its working capital cycle which will result in reduction in finance cost.

Further a new recycling unit at Mundra, Gujarat has been commercially started. This unit is strategically planned and establishment of Mundra plant will help the company in saving the inward and outward logistics cost as Mundra facility is much closer to the port which in turn will reduce the working capital requirement of the Company.

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:

The details required to be given under this head are disclosed in Corporate Governance Report of the Company which forms part of Annual Report 2021-2022.

Information pursuant to Regulation 36 (3) of SEBI (LODR) Regulations, 2015 and Secretarial Standards in respect of the directors who are proposed to be appointed/reappointed and revision in remuneration at the ensuing Annual General Meeting is disclosed in Annexure- 1 of the notice.

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ITEM NO. 5

Mr. Rajat Agrawal(DIN : 00855284) 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. Rajat Agrawal (DIN : 00855284), Nomination and Remuneration Committee and Board of Directors of the Company, at their respective meetings held on 19th May, 2022 has recommended to increase his remuneration from ₹ 1.20 Crore (One Crore Twenty Lacs) per annum (excluding Provident fund and Gratuity) to ₹ 2.80 crore (Two Crore Eighty Lacs) per annum (excluding Provident fund and Gratuity). 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 19th May, 2022. Further, Mr. Rajat Agrawal (DIN : 00855284) is Director of the company since its commencement and attended total 6 Board Meetings out of 7 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.

Pursuant to the applicable provisions of the Companies Act, 2013, and the relevant rules made thereunder, consent of members is being sought by way of special resolution.

The Board recommends passing of the relevant Special Resolution as mentioned in Item no. 5 of the Notice.

None of the Directors, Key Managerial Personnel of the Company, and their relatives except Dr. Mahavir Prasad Agarwal 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 Lead, Aluminium & Plastic 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

(₹ in Crores)

Particulars	2020-21	2021-22
Total Revenue from Operations	1,226.42	1,894.18
Other Income	12.26	7.29
Profit Before Tax	40.39	48.75
Net Profit After Tax	32.17	39.75
EPS	4.66	5.76

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

Mr. Rajat Agrawal aged about 55 years is a Bachelor of Engineering from MNIT, Jaipur and carry rich experience of over 30 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

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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.

ii. Past Remuneration

Mr. Rajat Agrawal was receiving remuneration of ₹ 1.20 Crore (One Crore Twenty Lacs) per annum (excluding Provident Fund and Gratuity) and now the said remuneration is revised to ₹ 2.80 crore (Two Crore Eighty Lacs) per annum (excluding Provident fund and Gratuity).

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 47.87% 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:

The Company has not incurred any losses but due to increase in 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 will focus on increasing its margins and profitability by enhancing its value-added products segment. In addition, the Company has plans to increase its business with Original Equipment Manufacturer "OEM's" which will help the Company to reduce its working capital cycle which will result in reduction in finance cost.

Further a new recycling unit at Mundra, Gujarat has been commercially started. This unit is strategically planned and establishment of Mundra plant will help the company in saving the inward and outward logistics cost as Mundra facility is much closer to the port which in turn will reduce the working capital requirement of the Company.

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.

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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 2021-22.

Information pursuant to Regulation 36 (3) of SEBI (LODR) Regulations, 2015 and Secretarial Standards in respect of the directors who are proposed to be appointed/reappointed and revision in remuneration at the ensuing Annual General Meeting is disclosed in Annexure- 1 of the notice.

ITEM NO. 6

Considering the excellent performance of Dr. Mahavir Prasad Agarwal (DIN : 00188179), Nomination & Remuneration Committee and Board of Directors of the Company, at their respective meetings held on 19th May, 2022 has recommended to increase the remuneration of Dr. M.P. Agarwal from ₹ 1.20 crore (One Crore Twenty Lacs) per annum (excluding Provident fund and Gratuity) to ₹ 1.31crore (One Crore Thirty One Lacs) per annum (excluding Provident fund and Gratuity). The Remuneration proposed to be paid to Dr. M. P. 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 19th May, 2022. Further, Dr. M.P. Agarwal is Director of the Company since its commencement and attended total 1 Board Meeting out of 7 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.

Pursuant to the applicable provisions of the Companies Act, 2013, and the relevant rules made thereunder, consent of members is being sought by way of special resolution.

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 Mr. Rajat Agrawal 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

(₹ in Crores)

Particulars	2020-21	2021-22
Total Revenue from Operations	1226.42	1894.18
Other Income	12.26	7.29
Profit Before Tax	40.39	48.75
Net Profit After Tax	32.17	39.75
EPS	4.66	5.76

v. Foreign investments or collaborations , 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. M.P. 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.

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After retirement, Dr. M.P. Agarwal engaged himself in the business of Lead Manufacturing and Trading with his technocrat son to gather vast 29 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 ₹ 1.20 crore (One Crore Twenty Lacs) per annum (excluding Provident fund and Gratuity) and now the said remuneration is revised to ₹ 1.31crore (One Crore Thirty One Lacs) per annum (excluding Provident fund and Gratuity).

iii. Recognition or Awards

NIL

iv. Job Profile and his Suitability

Dr. M.P. 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 (DIN:00188179) belongs to promoter group and as a Trustee on behalf of Agrawal Family Private Trust hold 25.13% of total shareholding of the company. Further he is father of Mr. Rajat Agrawal (DIN:00855284) Managing Director of the company.

III. OTHER INFORMATION:

i. Reasons of loss or inadequate profits:

The Company has not incurred any losses but due to increase in 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 will focus on increasing its margins and profitability by enhancing its value-added products segment. In addition, the Company has plans to increase its business with Original Equipment Manufacturer "OEM's" which will help the Company to reduce its working capital cycle which will result in reduction in finance cost.

Further a new recycling unit at Mundra, Gujarat has been commercially started. This unit is strategically planned and establishment of Mundra plant will help the Company in saving the inward and outward logistics cost as Mundra facility is much closer to the port which in turn will reduce the working capital requirement of the Company.

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:

The details required to be given under this head are disclosed in Corporate Governance Report of the Company which forms part of Annual Report 2021-22.

Notice

Information pursuant to Regulation 36 (3) of SEBI (LODR) Regulations, 2015 and Secretarial Standards in respect of the directors who are proposed to be appointed/reappointed and revision in remuneration at the ensuing Annual General Meeting is disclosed in Annexure-1 of the notice.

ITEM NO. 7

In terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on May 9, 2018 ("Amended Listing Regulations"), 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 ₹ 5.00 crore or 2.50 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 tenure of such directors viz. Mr. Rajat Agrawal (DIN: 00855284), Managing director and Dr. Mahavir Prasad Agarwal (DIN: 00188179), Whole-time Director for their remaining tenure. In order to comply with the requirement of Amended Listing Regulations and on recommendation of Board of Directors, approval of Members by way of Special Resolution is sought for paying them remuneration even if the annual aggregate remuneration payable to Mr. Rajat Agrawal (DIN: 00855284), Managing Director and Dr. Mahavir Prasad Agarwal (DIN: 00188179), Whole Time Director, exceeds 5% of the net profit of the Company as calculated under section 198 of the Companies Act in any year during the remaining tenure of their appointment.

The Board of Directors recommended the resolution at Item No. 7 of the Notice for approval of Members by Special Resolution.

Mr. Rajat Agrawal, Managing Director and Dr. Mahavir Prasad Agarwal, Whole-time Director, both are interested in this matter.

Apart from above none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Information pursuant to Regulation 36 (3) of SEBI (LODR) Regulations, 2015 and Secretarial Standards in respect of the directors who are proposed to be appointed/reappointed and revision in remuneration at the ensuing Annual General Meeting is disclosed in Annexure- 1 of the notice.

ITEM NO. 8:

The Board of Directors, at its Meeting held on 19th May, 2022 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, 2023 at a remuneration of Rs. 55,000/- excluding the reimbursement of Goods and Services Tax.

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 at Item No. 8 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, 2023.

None of the Directors, Key Managerial Personnel of the Company and their relatives is 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 the office hours up to the date of the Annual General Meeting and at the venue of the meeting for the duration of the meeting.

Notice

The Board of Directors recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the Members.

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

Nitin Gupta
Company Secretary
FCS: 9984

Date: 02nd August, 2022
Place: Jaipur

ANNEXURE 1

Information pursuant to Regulation 36 (3) of SEBI (LODR) Regulations, 2015 and Secretarial Standards 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. 3 ,4, 5, 6 and 7 of the Notice is as under:

Particulars	Mr. Yogesh Malhotra	Mr. Rajat Agrawal	Dr. Mahavir Prasad Agarwal
Date of Birth	08th July, 1968	09th August, 1967	01st March, 1934
Nationality	Indian	Indian	Indian
Date of first appointment on Board	31st March, 2019	04th August, 1992	04th August, 1992
Brief Profile, Qualification and Expertise in specific functional Areas	Mr. Yogesh Malhotra aged about 54 years is an Engineering graduate with a BE (Mechanical) degree from MREC, Jaipur and an MBA from National University of Singapore. He has Over 29 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.	Mr. Rajat Agrawal aged about 55 years is a Bachelor of Engineering from MNIT, Jaipur and carry rich experience of over 30 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.	Dr. Mahavir Prasad Agarwal aged about 88 years has done MBBS M.D. in General Medicine and 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. M.P. Agarwal engaged himself in the business of Lead Manufacturing and Trading with his technocrat son to gather vast 29 years of experience in the Lead Metal Industry. He is an Instrumental guiding force and source of inspiration to whole Gravita Team.

Notice

Particulars	Mr. Yogesh Malhotra	Mr. Rajat Agrawal	Dr. Mahavir Prasad Agarwal
Number of Shares held in the Equity Capital of the Company	42,506 Equity shares of ₹ 2/- each	Mr. Rajat Agrawal holds 47.87% equity shares of total share capital of the Company.	Dr. M.P. Agarwal is Trustee of Agrawal Family Private Trust which holds 25.13% shareholding of the Company
Directorship/Committee memberships in other companies:	Directorships : -Noble Buildestate Private Limited -Gravita Impex Private Limited -Nature Living developers private Limited Committee Membership: NIL	Directorships: -Gravita Infotech Limited -Saurabh Farms Limited -Devonic Ventures Private Limited -Nature Living Developers Private Limited -Karvrish Buildcon Private Limited Committee Membership: NIL	Directorships : -Gravita Infotech Limited -Saurabh Farms Limited -Shah Buildcon Private Limited -Jalousies (India) Private Limited -Karvrish Assets Private Limited -Karvrish Resources Private Limited Committee Membership : NIL
Relationship with other directors, Manager and other Key Managerial Personnel of the company	Nil	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.	Dr. Mahavir Prasad Agarwal is Father of Mr. Rajat Agrawal Managing Director of the Company apart from this there is no relationship of Dr. M.P. Agarwal from any Directors and KMP's of the Company.
Number of Meetings of the Board attended during the year	During F.Y. 2021-22 total 7 (seven) meetings were held and Yogesh Malhotra attended all the Board Meeting.	During F.Y. 2021-22 total 7 (seven) meetings were held and Mr. Rajat Agrawal attended 6 (six) Board Meetings.	During F.Y. 2021-22 total 7 (seven) meetings were held and Dr. Mahavir Prasad Agarwal attended 1 (one) Board Meeting.
Details of Last remuneration Drawn	Mr. Yogesh Malhotra is receiving remuneration of ₹ 3.50 Crores per annum(excluding Provident fund and Gratuity)	Mr. Rajat Agrawal is receiving remuneration of ₹ 1.20 Crores per annum (excluding Provident fund and Gratuity)	Dr. M.P Agarwal is receiving remuneration of ₹ 1.20 Crores (excluding Provident fund and Gratuity)