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 : L29308RJ1992PLC006870

15th May, 2019
GIL/2019-20/013

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 along with Explanatory Statement for obtaining shareholder's consent by Postal Ballot.

Dear Sir/Ma'am

Please find the enclosed copy of the notice dated 27th April, 2019 along with explanatory Statement seeking the consent of members by a Postal Ballot for the following items:-

1. To Re-appoint Mr. Dinesh Kumar Govil (DIN: 02402409) as an Independent Director (Category: Non-Executive) of the Company for the second term of five (5) consecutive years.
2. To Re-appoint Mr. Arun Kumar Gupta (DIN: 02749451) as an Independent Director (Category: Non-Executive) of the Company for the second term of five (5) consecutive years.

A specimen copy of the Postal Ballot Form in respect of the said ballot is also enclosed for the information of the Members.

Yours Faithfully
For **Gravita India Limited**

GRAVITA INDIA LIMITED JAIPUR

Nitin Gupta
Company Secretary
(FCS-9984)

Encl: As above

Works & Regd. Office :
'SAURABH', Chittora Road, Diggi-Malpura Road
Tehsil : Phagi, JAIPUR-303 904, Raj. (INDIA)
Phone : +91-9928070682 Email : works@gravitaindia.com

We Recycle to Save Environment

Regd.Office :
"Saurabh", Chittora Road, Harsulia Mod,
Diggi - Malpura, Tehsil Phagi, Jaipur - 303 904
Phone : +91-141-2623266 | Fax : +91-141-2621491
Website : www.gravitaindia.com
CIN : L293088RJ1992PLC006870

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of Companies Act 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force) that the resolutions appended below are proposed to be passed by members as Special Resolutions by way of postal ballot which includes voting through electronic means.

The Explanatory Statement to be annexed to Notice under Section 102 (1) of the act setting out the material facts and reasons for the Resolutions is also appended here with and is being sent to you along with a Postal Ballot Form for your consideration. Mr. Pradeep Pincha, Practicing Company Secretary has been appointed as scrutinizer by the Board of Directors of your Company.

You are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the completed Form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer on or before the close of working hours on Friday, 14th June, 2019 the last date for receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

The resolution passed through the Postal Ballot shall be deemed to be passed in an Extra Ordinary General Meeting of the Company.

E-Voting Option

We are pleased to offer e-voting facility also as an alternate for our Members which would enable you to cast your votes electronically, instead of physical postal ballot form. Please carefully read and follow the instructions on e-voting printed in this notice. The Scrutinizer will submit his report to the Chairman of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot will be announced on Saturday, 15th June, 2019 at 5.00 p.m. at the Corporate Office of the Company. The result of the postal ballot along with scrutinizer's report will be posted on the Company's website www.gravitaindia.com and website of CDSL besides communicating the same to the National Stock Exchange of India Limited and BSE Limited.

SPECIAL BUSINESS:

Item 1:

Re-appointment of Mr. Dinesh Kumar Govil (DIN: 02402409) as an Independent Director (Category: Non-Executive) of the Company for the second term of five (5) consecutive years and in this regard to consider and if thought fit, to pass, the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Rules made there under read with Schedule IV to the Act, Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force and subject to such other laws, rules and regulations as may be applicable in this regard, Mr. Dinesh Kumar Govil (DIN: 02402409) who was appointed as an Independent Director of the Company for a term of 5 consecutive year(s) and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director be and is re-appointed as an Independent Director for a further term of Five (5) consecutive years from 01st August, 2019 to 31st July, 2024 [which expression shall include continuation of his said term as Independent Director of the Company beyond his age of seventy five (75) years]."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company for the time being are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard."

Item 2:

Re-appointment of Mr. Arun Kumar Gupta (DIN: 02749451) as an Independent Director (Category: Non-Executive) of the Company for the second term of five (5) consecutive years and in this regard to consider and if thought fit, to pass, the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Rules made there under read with Schedule IV to the Act, Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) and/or re-enactment there of for the time being in force and subject to such other laws, rules and regulations as may be applicable in this regard, Mr. Arun Kumar Gupta (DIN: 02749451),who was appointed as an Independent Director of the Company for a term of 5 consecutive year(s) and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director be and is re-appointed as an Independent Director for a further term of Five (5) consecutive years from 01st July, 2019 to 30th June, 2024 [which expression shall include continuation of his said term as Independent Director of the Company beyond the age of seventy five (75) years]."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company for the time being are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard."

By order of Board of Directors

Sd/-
Nitin Gupta
Company Secretary
FCS : 9984

Date: 27th April, 2019
Place: Jaipur

Notes :

1. An explanatory statement pursuant to section 102(1) of the Companies Act 2013 in respect of the proposed special businesses is annexed hereto.
2. As part of the Green initiative, the Notice is being sent to the shareholders who have registered their Email IDs with the Company / RTA through email and to all other shareholders through post along with the Postal Ballot Form. Members have option to vote either through e-voting or through Postal Ballot Form.The Notice is being sent to all the Members whose names appear in the Register of Members/Record of Depositories as on Friday, 10th May, 2019 i.e. on cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
3. The Notice is being published in NafaNuksan (Hindi) and Financial Express(English) newspaper and will also be available on the website of the Company http://www.gravitaindia.com.
4. The shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. Shareholders who have not received the Postal Ballot Form may apply to the Company and obtain a duplicate thereof.
5. The scrutinizer will submit his report after completion of the scrutiny of ballot forms and the result of the voting by Postal Ballot will be announced in accordance with the provisions of Section 110 and other applicable provisions (if any) of the Companies Act 2013 on Saturday, 15th June, 2019 at 5:00 p.m. at the Corporate Office of the Company.
6. Postal Ballot Forms received after Friday, 14th June, 2019 will be considered as invalid.
7. Copy of documents referred to in this notice and the accompanying Explanatory statement are open for inspection on any working day between 1.00p.m. to 04.00 p.m. uptoFriday, 14th June, 2019
8. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the company for receipt of duly completed postal ballot forms or e-voting i.e. Friday, 14th June, 2019
9. Members requiring having any grievances may contact Mr. Nitin Gupta, Company Secretary at the Corporate Office of the Company situated at Gravita Tower, A-27B, Shanti Path, Tilak Nagar, Jaipur - 302004 Telephone No. +91-141-4057810 or through e-mail at companysecretary@gravitaindia.com
10. Information Pertaining to Directors seeking re-appointment as mentioned under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards.

Particulars	**Mr. Dinesh Kumar Govil**	**Mr. Arun Kumar Gupta**
Date of Birth	**13.09.1947**	**30.06.1944**
Nationality	**Indian**	**Indian**
Date of first appointment on Board	**30.06.2009**	**11.08.2009**
Brief Profile, Qualification and Expertise in specific functional Areas	Mr. Dinesh Kumar Govil, aged about 72 years is a professional Banker having 40 years of rich and varied exposure in field of Banking Industry. He is a qualified Bachelor of Engineering and a PMA from "Indian Institute of Management" Ahmedabad, with acumen to understand functioning of business. He is Chairman of Audit Committee of Board of Directors of the Company. He has served BOB Housing Finance Ltd., Jaipur in the capacity of Managing Director. He has been on the Board of various Gramin Banks sponsored by Bank of Baroda for 5 years. He is also having exposure of International Banking environment during his tenure of 4 years as Senior Manager/ Chief Manager in U.A.E.	Mr. Arun Kumar Gupta, aged about 74 years an Engineering Graduate, has vast experience of 49 years of working on various positions with Government of Rajasthan. has worked as Chairman of Task Force for Revamping of Chambal Canal in Rajasthan in 2007-08. He has also been advisor of Govt.of Rajasthan on issues relating to InterState water dispute and other technical matters relating to development of water resources in the state.
Number of Shares held in the Equity Capital of the Company	Nil	Nil
Directorship/Committee memberships in other companies:	**Directorships :** Gravita Infotech Limited Viva Home Finance Limited Viva Supermarkets Private Limited Euphoriare Insurance Brokers Private Limited Sawan Consulting Private Limited **Committee Membership :** Viva Home Finance Limited-Chairman of Audit Committee Gravita Infotech Limited- Chairman of Remuneration Committee	Nil
Relationship with other directors Manager and other Key Managerial Personnel of the company	Nil	Nil
Number of Meetings of the Board attended during the year	During F.Y. 2018-19 total 8 (eight) meetings were held and Mr. Dinesh Kumar Govil attended all the Board Meetings.	During F.Y. 2018-19 total 8 (eight) meetings were held and Mr. Arun Kumar Gupta attended 7 (Seven) Board Meetings.
Details of Last remuneration Drawn	Nil	Nil
Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid	Mr. Dinesh Kumar Govil is appointed as Independent Director of the company for a further period of five years on no remuneration basis and shall not be liable to retire by rotation.	Mr. Arun Kumar Gupta is appointed as Independent Director of the company for a further period of five years and shall not be liable to retire by rotation, on no remuneration basis.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item 1:

Mr. Dinesh Kumar Govil was appointed as an Independent Non-Executive Director of the Company by the members at the 22nd AGM of the Company held on 02nd August 2014 for a period of five consecutive years commencing from 02nd August, 2014 upto 01st August, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Also as per Regulation 17(1)(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is

passed to that effect, further Mr. Govil will attain the age of 75 years in his upcoming tenure therefore it is also proposed to take prior approval by way of passing special resolution in this regard.

Based on terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Dinesh Kumar Govil, being eligible for re-appointment as an Independent Director, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 01st August, 2019 to 31st July, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

As required under Section 160 of the Companies Act, 2013, Notice has been received from a member proposing the candidature of Mr. Dinesh Kumar Govil for the Office of Director of the Company. Further as per Schedule IV of Companies Act, 2013 the re-appointment of independent director shall be on the basis of report of performance evaluation therefore as per performance evaluation done by Nomination and Remuneration Committee and Board of Directors of the company the performance of Mr. Dinesh Kumar Govil is found satisfactory. Therefore on recommendation of Nomination & Remuneration Committee the Board of the Company at its meeting held on 27th April, 2019 has also re-commended the said appointment.

In the opinion of the Board, Mr. Dinesh Kumar Govil fulfills the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Dinesh Kumar Govil as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Dinesh Kumar Govil as an Independent Director for another term of five consecutive years with effect from 01st August, 2019 to 31st July, 2024, for the approval by the shareholders of the Company.

Item 2:

Mr. Arun Kumar Gupta was appointed as an Independent Non-Executive Director of the Company by the members at the 22nd AGM of the Company held on 02nd August 2014 for a period of five consecutive years commencing from 02nd August, 2014 upto 01st August, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Arun Kumar Gupta, being eligible for re-appointment as an Independent Director, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 1st July, 2019 to 30th June, 2024.

Also as per Regulation 17(1)(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, further Mr. Gupta will attain the age of seventy five this year, therefore it is also proposed to take prior approval by way of passing the special resolution in this regard.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

As required under Section 160 of the Companies Act, 2013, Notice has been received from a member proposing the candidature of Mr. Arun Kumar Gupta for the Office of Director of the Company. Further as per Schedule IV of Companies Act, 2013 the re-appointment of independent director shall be on the basis of report of performance evaluation therefore as per performance evaluation done by Nomination and Remuneration Committee and Board of Directors of the company the performance of Mr. Arun Kumar Gupta is found satisfactory. Therefore on recommendation of Nomination & Remuneration Committee the Board of the Company at its meeting held on 27th April, 2019 has also re-commended the said appointment.

In the opinion of the Board, Mr. Arun Kumar Gupta fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Arun Kumar Gupta as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Arun Kumar Gupta as an Independent Director for another term of five consecutive years with effect from 01st July, 2019 to 30th June, 2024, for the approval by the shareholders of the Company.

By order of Board of Directors

Sd/-
Nitin Gupta
Company Secretary
FCS : 9984

Date: 27th April, 2019
Place: Jaipur

INSTRUCTIONS FOR VOTING
Voting through Physical Postal Ballot Form

1. The members are requested to carefully read the instructions printed in the Postal Ballot form and return the Postal Ballot form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self-addressed envelope, so as to reach the Scrutinizer, before Friday, 14th June, 2019 to be eligible for being considered, failing which, it will strictly be treated as if no reply has been received from the member.
2. The members are requested to exercise their voting rights by using the attached Postal Ballot form only. No other form or photocopy thereof is permitted.
3. Envelopes containing Postal Ballot form if deposited in person or sent by courier at the expense of the registered member will also be accepted.

E-voting Facility

In compliance with provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligation and Discloser Requirements) Regulation, 2015, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the Postal Ballot Form.

If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice- versa. However, in case memberscast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by postal ballot shall be treated as invalid.

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 e-voting period begins on Thursday, 16th May, 2019 at 09:00 a.m. and ends on Friday, 14th June, 2019 at 5:00 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 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

(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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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. • 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).

(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 where in 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. i-phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. 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, and 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 scrutinizer 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

Regd.Office :
"Saurabh", Chittora Road, Harsulia Mod,
Diggi - Malpura, Tehsil Phagi, Jaipur - 303 904
Phone : +91-141-2623266 | Fax : +91-141-2621491
Website : www.gravitaindia.com
CIN : L293088RJ1992PLC006870

POSTAL BALLOT FORM

1. Name & Registered Address of the first named Shareholder :

2. Name(s) of the Joint Holder(s), (If any) :

3. Registered Folio Number/ DP ID No. /Client ID No.* :
   *(Applicable to investors holding Shares in dematerialized form)

4. Number of Share(s) held :

5. EVSN (E-Voting Sequence Number) : 190513006

I/We hereby exercise my/our votes in respect of the Special Resolutions set out in the Notice dated 27th April, 2019 as set out below to be passed by means of Postal Ballot by sending my/our assent or dissent to the said resolutions by placing the (✓) mark at the appropriate box below (tick in both boxes for the same resolution, will render the ballot invalid): :

Sr. No.	DESCRIPTION	Type of Resolution	No. of Shares	**(For)** I/WE assent to the Resolution	**(Against)** I/WE dissent to the Resolution
(1)	Special Resolution for Re-appointment of Mr. Dinesh Kumar Govil (DIN: 02402409) as an Independent Director (Category: Non-Executive) of the Company for the second term of five (5) consecutive years from 01st August, 2019 to 31st July, 2024 [which expression shall include continuation of his said term as Independent Director of the Company beyond his age of seventy five (75) years]."	Special			
(2)	Special Resolution for Re-appointment of Mr. Arun Kumar Gupta (DIN: 02749451) as an Independent Director (Category: Non-Executive) of the Company for the second term of five (5) consecutive years from 01st July, 2019 to 30th June, 2024 [which expression shall include continuation of his said term as Independent Director of the Company beyond the age of seventy five (75) years].".	Special			

E-mail ID :

Place :

Date : Signature of the Member

NOTE :

1. Please read the instructions printed overleaf before exercising your vote.
2. Last day for the receipt of Postal Ballot Forms by the Scrutinizer is Friday, 14th June, 2019.

INSTRUCTIONS

1. A member desirous of exercising vote by Postal Ballot should complete the Postal Ballot From in all respect and send it after signature to the Scrutinizer in the attached self-address postage pre-paid envelope which shall be properly sealed with adhesive tape. However, envelopes containing Postal Ballot Form, if send by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.
2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with Company/ Depository Participant. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of the member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot From will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (05.00 P.M.) on Friday, 14th June, 2019. Postal Ballot Forms received after that date will be strictly treated as if the reply from such member has not been received. The members are requested to send the duly completed Postal Ballot Form well before Friday, 14th June, 2019 providing sufficient time for postal transit.
5. The voting will be reckoned in proportion to Member's shares of the paid up equity share capital of the Company as on Friday, 10th May, 2019.
6. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by certified copy of Board Resolution/ Authority and preferably with the attested specimen signature(s) of the duly authorised signatory(s) giving requisite authority to the person on the Postal Ballot Form.
7. Members are requested not to send any paper (other than the resolution /authority as mentioned under item Nos. 3&6 above) along with the postal ballot form in the enclosed self-addressed postage pre-paid envelopes as all such envelopes will be sent to the scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the scrutinizer.
8. The exercise of vote by Postal Ballot is not permitted through proxy.
9. There will be one Postal Ballot form for each folio/ client ID irrespective of the number of Joint Member(s).
10. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
11. Members from whom no postal ballot is received or received after the aforesaid stipulated period shall not be counted for the purpose of passing of the resolution.
12. The scrutinizer's decision on the validity of a Postal Ballot shall be final.
13. The result of the voting on the resolutions will be declared at the Corporate Office of the company on Saturday, 15th June, 2019 at 5.00 P.M. The results will be informed to the stock exchanges and hosted on the company's website www.gravitaindia.com on the very day itself.
14. The Company is pleased to offer e-voting facility as an alternative for all the shareholders of the company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure of e-voting is enumerated in the Postal Ballot Notice.
15. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal ballot, then please do not cast your vote by e-voting and vice-versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and votes cast through postal ballot form shall be considered invalid.
16. The items of businesses covered by this Postal ballot will not be transacted at any General Meeting even though Members who have not excised their franchisee through Postal Ballot might be present in person or through proxy at the meeting.
17. A Member seeking duplicate Postal Ballot Form or having any query pertaining to the resolutions proposed to be passed by Postal Ballot or the Postal Ballot processcan write to The Company Secretary, Gravita India Limited, 402, Gravita Tower, A-27-B, Shanti Path, Tilak Nagar, Jaipur-302004 or to the E-mail ID : companysecretary@gravitaindia.comTel No. : +91-141-4057800, Fax No. : +91-141-2621491.Duly completed and signed Duplicated Postal Ballot Forms should, however, reach the Scrutinizer not later than the closing of working hours (05.00 P.M.) on Friday,14th June, 2019.