

23rd October, 2024
GIL/2024-25/167

To,

The BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400 001 Fax No.: 022-22721919 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.: 022-2659 8120 Company Code- GRAVITA
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Subject: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), please find the enclosed copy of the postal ballot notice dated 04th October, 2024 along with explanatory Statement seeking the consent of members by Postal Ballot only through voting by electronic means for the following special businesses as set out in the said Postal Ballot Notice: -

1. To consider and approve the revision in Remuneration of Mr. Rajat Agrawal (DIN: 00855284), Managing Director of the Company;
2. To consider and approve the revision in Remuneration of Mr. Yogesh Malhotra (DIN: 05332393), Whole-Time Director & Chief Executive Officer (CEO) of the Company;
3. To approve raising of funds in one or more tranches, by issuance of securities by way of Private Offerings, Qualified Institutions Placement(s) and/or any combination thereof or any other method as may be permitted under applicable law for an amount not exceeding Rs. 1,000 Crores;
4. Appointment of Mr. Sunil Kansal (DIN: 09208705), As Whole Time Director of the Company.

In this connection, we also wish to inform that company has engage the services of the CDSL (Central Depository Services (India) Limited) for providing e-Voting facility to all the members. The e-Voting in respect of the resolution contained in postal ballot notice will commence on Thursday, 24th October 2024 at 9:00 A.M. and ends on Friday, 22nd November, 2024 at 5:00 P.M. The Postal Ballot results will be submitted to the stock Exchange in accordance with Listing Regulations.

Regd. Office:

‘SAURABH’, Chittora Road, Diggi-Malpura Road
Tehsil: Phagi, JAIPUR- 303 904, Raj. (INDIA)
Phone: +91-141-2623266, 2622697 FAX : +91-141-2621491
Email: companysecretary@gravitaindia.com



GRAVITA INDIA LTD.

Corp. Office: Gravita Tower, A-27 B, Shanti Path,
Tilak Nagar, JAIPUR-302004, Rajasthan (INDIA)
Phone: +91-141-2623266, 2622697 FAX : +91-141-2621491
Web : www.gravitaindia.com
CIN:- L29308RJ1992PLC006870

Yours Faithfully,
For **Gravita India Limited**

Nitin Gupta
Company Secretary
(FCS-9984)

Encl.: As above

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'SAURABH', Chittora Road, Diggi-Malpura Road
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 **We Recycle to Save Environment**



GRAVITA INDIA LIMITED

(CIN:L29308RJ1992PLC006870)

Regd. Office: 'Saurabh', Chittora Road, Harsulia Mod, Diggi-Malpura Road, Tehsil, Phagi, Jaipur-303904 (Rajasthan) **Corp. Office:** Gravita Tower, A-27 B, Shanti Path, Tilak Nagar, Jaipur-302004 (Rajasthan)

Phone: +91-141-2623266, 2622697 **Email:** companysecretary@gravitaindia.com

Fax: +91-141-2621491 **Web:** www.gravitaindia.com

POSTAL BALLOT NOTICE

Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and 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 Member(s),

NOTICE is hereby given pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions of the Act and Rules, along with the General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations that the resolutions appended below are proposed to the Members of the Company to be passed by way of postal ballot, only through remote voting by electronic means ("remote e-voting").

The proposed resolution along with the Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions, if any, of the Act read with rules framed thereunder, setting out the material facts and reasons thereof are annexed to this Notice.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, and SS-2, the Company is pleased to provide e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-Voting is mentioned in this Notice. The Company has engaged the services of CDSL for facilitating e-Voting. The Company has made necessary arrangements with KFin Technologies Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-Voting facility will be available during the following period:

Cut-off date for eligibility to vote	Friday, 18 th October, 2024
Commencement of e-Voting period	09:00 A.M. IST on Thursday, 24 th October, 2024
Conclusion of e-Voting period	05:00 P.M. IST on Friday, 22 nd November, 2024

The e-Voting facility will be disabled by CDSL immediately thereafter.

The Board of Directors (the "Board") has appointed Mr. Akshit Kumar Jangid, Practicing Company Secretary (FCS 11285, CP No. 16300) partner of M/s Pinchaa & Co., Jaipur as the Scrutinizer for conducting the Postal Ballot/e- Voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced at the Corporate Office of the Company not later than two working days from the conclusion of the e-Voting period. The declared Results, along with the Scrutinizer's Report will be submitted to 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 last date of e-Voting, i.e. 22nd November, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

1. **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 all 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 and on the recommendation of Nomination and Remuneration Committee of the Company and approval of Board of Directors, 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 1st April, 2024 and the revised remuneration structure shall be as follows:-

SALARY AND PERQUISITES:

Basic- Rs. 22,00,000/- Per month (Rupees Twenty-Two Lakhs Only)

HRA, Perquisites & other allowances- Rs. 31,80,969/- Per month (Rupees Thirty-One Lakhs Eighty Thousand Nine Hundred and Sixty Nine 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), Managing director of the Company, the Company has no profits or its profits are inadequate, the Company may pay him remuneration as may be approved from time to time, as the minimum remuneration subject to limits as laid down in Schedule V of the Companies Act, 2013 or 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 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.”

2. **TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. YOGESH MALHOTRA (DIN: 05332393), WHOLE-TIME DIRECTOR & CHIEF EXECUTIVE OFFICER (CEO) OF THE COMPANY:**

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all 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, and on the recommendation of Nomination and Remuneration Committee of the Company and approval of Board of Directors, 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 April, 2024 and the revised remuneration structure shall be as follows:-

SALARY AND PERQUISITES:

Basic – Rs. 3,20,000/- Per month (Rupees Three Lakhs and Twenty Thousand Only)

HRA, Perquisites & other allowances –Rs. 4,29,638/- Per month (Rupees Four Lakhs Twenty Nine Thousand Six Hundred and Thirty Eight Only)

Special Ex-Gratia –Rs. 62,50,000 /- Per month (Rupees Sixty Two Lakhs 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 – Rs. 62,50,000/- Per month (Rupees Sixty-Two Lakhs 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 may pay him remuneration as may be approved from time to time, as the minimum remuneration subject to limits as laid down in Schedule V of the Companies Act, 2013 or 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. Yogesh Malhotra (DIN: 05332393).

RESOLVED FURTHER THAT 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."

3. **TO APPROVE RAISING OF FUNDS IN ONE OR MORE TRanches, BY ISSUANCE OF SECURITIES BY WAY OF PRIVATE OFFERINGS, QUALIFIED INSTITUTIONS PLACEMENT(S) AND/OR ANY COMBINATION THEREOF OR ANY OTHER METHOD AS MAY BE PERMITTED UNDER APPLICABLE LAW FOR AN AMOUNT NOT EXCEEDING RS. 1,000 CRORES**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to Sections 23, 41, 42, 62, 71, and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each including any amendment(s), statutory modification(s), or re-enactment(s) thereof ("**Companies Act**") and in accordance with the provisions of the memorandum of association and articles of association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014 each as amended; the listing agreements entered into by the Company with the stock exchanges where the equity shares of face value of Rs. 2 (Two) of the Company are listed ("**Stock Exchanges**", and such equity shares, the "**Equity Shares**"); and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India ("**Gol**"), Ministry of Corporate Affairs ("**MCA**"), Reserve Bank of India ("**RBI**"), Securities and Exchange Board of India ("**SEBI**"), Stock Exchanges, and such other statutory / regulatory authorities), and subject to all approvals, permissions, consents, and / or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, Gol, or any other concerned statutory / regulatory authority, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and / or sanctions by any of the aforesaid authorities, which will be considered by the board of directors of the Company ("**Board**", which term shall include any committee which the

Board may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), approval of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised to offer, issue, and allot (including with provisions for reservations on firm and / or competitive basis, or such part of the issue and for such categories of persons as may be permitted) any instrument or security, including Equity Shares, fully / partly convertible debentures, global depository receipts, American depository receipts, foreign currency convertible bonds, non—convertible debentures, warrants (collectively, the “**Securities**”), or any combination of Securities, to all or any such investors, jointly and / or severally, that may be permitted to invest in such issuance of Securities, including resident or non—resident / foreign investors (whether institutions and / or incorporated bodies and / or trusts or otherwise) / foreign portfolio investors / mutual funds / pension funds / venture capital funds / banks / alternate investment funds / Indian and / or multilateral financial institutions / insurance companies / any other qualified institutional buyers as defined under the SEBI ICDR Regulations (“**QIBs**”) / any other category of persons or entities who are authorised to invest in the Securities in terms of applicable law, as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company, for cash, in one or more tranches, with or without a green shoe option, to raise funds for an aggregate consideration of up to Rs. 1,000 Crores only (Rupees One Thousand Crores Only), through a public issue, rights issue, preferential allotment, or a private placement (including one or more qualified institutions placements (“**QIP**”) in accordance with the applicable provisions of the Companies Act and the SEBI ICDR Regulations, or through any other permissible mode and / or combination thereof as may be considered appropriate, to be subscribed to in Indian and / or any foreign currency by all eligible investors, through the issuance of an offer document / letter / circular / placement document, as permitted under applicable laws and regulations, at such price (including at a discount or premium to market price or prices permitted under applicable law), in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine to whom the offer, issue and allotment of Securities shall be made to the exclusion of others (including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company); making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investors and / or in respect of different Securities; number of securities to be issued; face value; number of Equity Shares to be issued and allotted on conversion / redemption / extinguishment of debt(s); rights attached to the warrants; period of conversion; fixing of record date; and / or book closure dates subject to the applicable laws considering the prevailing market conditions and / or other relevant factors, and wherever necessary, in consultation with the book running lead managers and / or other advisors appointed.

RESOLVED FURTHER THAT the relevant date for the purpose of pricing the Securities shall be date of the meeting in which the Board decides to open the issue of the Securities, subsequent to receipt of approval from the members of the Company, in terms of applicable law; in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs by way of a QIP, the relevant date for pricing of such Securities shall be either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board.

Resolved further that the terms and conditions of the Issue shall be as follows:

- a) the allotment of Equity Shares shall only be made to Qualified Institutional Buyers as defined under Regulation 2(1) (ss) of the SEBI ICDR Regulations;
- b) in case of allotment of equity shares, the relevant date for the purpose of pricing of the equity shares to be issued, shall be the date of the meeting in which the Board or the committee thereof decides to open the Issue in accordance with Regulation 171(b) (i) of the SEBI ICDR Regulations and in case of allotment of eligible convertible securities, either the date of the meeting in which the Board or the committee thereof decides to open the Issue or the date on which the holders of such convertible securities become entitled to apply for equity shares;
- c) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- d) the allotment of Securities shall be completed within a period of 365 days from the date of passing of this resolution by the members of the Company;
- e) all eligible securities issued under the Issue shall be listed on the recognised stock exchange where the equity shares of the Company are listed;
- f) the Issue Equity Shares to be made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations shall be made at such price which is not less than the price determined in accordance with the pricing formula in accordance with Regulation 176 of the SEBI ICDR Regulations (the “**Floor Price**”), provided that the Board or the Committee thereof may, at its discretion and in accordance with applicable law, offer a discount of not more than five per cent or such other percentage as permitted under applicable law, on such Floor Price, and the price

determined for the Issue shall be subject to appropriate adjustments in accordance with the provisions of the SEBI ICDR Regulations, as may be applicable;

- g) the equity shares arising pursuant to the Issue shall rank pari-passu in all respects including dividend entitlement with the existing Equity Shares of the Company;
- h) the tenure of the convertible or exchangeable eligible securities issued under the Issue shall not exceed sixty months from the date of allotment;
- i) the eligible securities allotted under the Issue shall not be sold by the allottee for a period of one year from the date of allotment, except on a recognised stock exchange;
- j) no allotment shall be made, either directly or indirectly, to any qualified institutional buyer who is a promoter of the Company or any person related to the promoters of the Company.

RESOLVED FURTHER THAT the Board shall not issue or allot partly paid-up eligible securities; provided that in case of allotment of non-convertible debt instruments along with warrants, the allottees may pay the full consideration or part thereof payable with respect to warrants, at the time of allotment of such warrants as may be decided by the Board (with the consent of the allottee); provided further that on allotment of equity shares on exercise of options attached to warrants, such equity shares shall be fully paid-up.

RESOLVED FURTHER THAT in accordance with Regulation 179 of the SEBI ICDR Regulations, a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs."

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Board be and is hereby authorised to do such acts, deeds, and things, in its absolute discretion, as it deems necessary or desirable in connection with offering, issuing, and allotting the Securities, and to give effect to these resolutions, including, without limitation, the following:

- a) offer, issue and allot all / any of the Securities, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion;
- b) determining the terms and conditions of the issuance, including among other things, (a) terms for issuance of additional Securities and for disposal of Securities which are not subscribed to by issuing them to banks / financial institutions / mutual funds or otherwise, (b) terms as are provided in domestic offerings of this nature, and (c) terms and conditions in connection with payment of interest, dividend, voting rights, premium and redemption or early redemption, conversion into Equity Shares, pricing, variation of the price or period of conversion, and / or finalizing the objects of the issuance and the monitoring of the same;
- c) approve, finalise, and execute any preliminary as well as final offer document (including, among other things, any draft offer document, offering circular, registration statement, prospectus, placement document, private placement offer letter, letter of offer, and / or other letter or circular), and to approve and finalise any bid cum application form, abridged letter of offer, notices, including any advertisements and other documents or any term sheets or any other ancillary documents in this regard;
- d) decide the form, terms and timing of the issue(s) / offering(s), Securities to be issued and allotted, class of investors to whom Securities are to be offered, issued and allotted, number of Equity Shares to be issued and allotted in each tranche;
- e) issue and allot such number of Equity Shares, as may be required to be issued and allotted, upon conversion of any Securities, or as may be necessary in accordance with the terms of the issuance all such Equity Shares ranking pari passu with the existing Equity Shares in all respects;
- f) approve, finalise, execute, and amend agreements and documents, including, any number of powers of attorney, lock-up letters, agreements in connection with the creation of any security, and agreements in connection with the appointment of any intermediaries and / or advisors, (including for underwriting, marketing, listing, trading, appointment of lead manager(s) / merchant banker(s), legal counsel, depository(ies), banker(s), advisor(s), registrar(s), trustee(s), and other intermediaries as required), and to pay any fees, commission, costs, charges and other expenses in connection therewith;
- g) provide such declarations, affidavits, certificates, consents and / or authorities as required from time to time;
- h) seek any consents and approvals, including, among others, the consent from the Company's lenders, customers, vendors, parties with whom the Company has entered into agreements, and from concerned statutory and regulatory authorities;

- i) file requisite documents with the SEBI, Stock Exchanges, the GoI, the RBI, and any other statutory and / or regulatory authorities, and any amendments, supplements or additional documents in relation thereto, as may be required;
- j) seeking the listing of the Securities on any stock exchange(s), submitting the listing application to such stock exchange(s) and taking all actions that may be necessary in connection with obtaining such listing approvals (both in-principle and final listing and trading approvals);
- k) open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board;
- l) approving the issue price and finalize allocation and the basis of allotment of the Securities on the basis of the bids / applications and over subscription thereof as received, where applicable;
- m) acceptance and appropriation of the proceeds of the issue of the Securities;
- n) affix the common seal of the Company, as required, on any agreement, undertaking, deed or other document, in the presence of any one or more of the directors of the Company or any one or more of the officers of the Company as may be authorised by the Board in accordance with the memorandum of association and articles of association of the Company;
- o) further authorise and empower any committee and / or director(s) and / or officer(s) of the Company, to execute and deliver, for and on behalf of the Company, any and all other documents or instruments and doing or causing to be done any and all acts or things as the committee / director(s) / officer(s) may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing, or in connection with the issuance of Securities, and any documents or instruments so executed and delivered or acts and things done or caused to be done by the committee / director(s) / officer(s) shall be conclusive evidence of the authority of the committee / director(s) / officer(s) and the Company in doing so; and
- p) do all such incidental and ancillary acts and things as may be deemed necessary, and to give such directions that may be necessary or settle any issues, questions, difficulties or doubts that may arise in regard to or in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions and the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

4. **APPOINTMENT OF MR. SUNIL KANSAL (DIN: 09208705), AS WHOLE TIME 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 179, 196, 197, 198 and 203 of the Companies Act, 2013 ("the Act") and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and Schedule V of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Sunil Kansal, Chief Financial Officer having DIN: 09208705 as Whole-time Director of the Company for a period of 3 years w.e.f. 04th October, 2024, liable to retire by rotation and on such terms and conditions including remuneration as mentioned below:

SALARY AND PERQUISITES:

Basic– Rs. 2,40,000/- per month (Rupees Two Lakhs Forty Thousand Only)

HRA and Perquisites & other allowances – Rs. 3,21,586/- per month (Rupees Three Lakhs Twenty One Thousand Five Hundred and Eighty Six Only)

Special Ex-Gratia – Rs. 6,25,000 /- Per month (Rupees Six Lakhs Twenty Five 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 – Rs. 6,25,000/- Per month (Rupees Six Lakhs Twenty Five 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.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of his service as Whole Time Director, Mr. Sunil kansal (DIN: 09208705) shall be paid the remuneration as stated in the resolution as the minimum remuneration subject to limits laid down in Schedule V of the Companies Act, 2013 or 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 a written memorandum setting out all the terms and conditions including remuneration of Mr. Sunil kansal (DIN: 09208705) prepared in terms of the provision of Section 190 of the Companies Act, 2013 and all other applicable provisions, if any, be and is hereby considered and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter, vary, modify the aforesaid terms and conditions of appointment including remuneration, subject to applicable provisions, for the time being in force and as may be agreed between the Board of Directors and Mr. Sunil kansal (DIN: 09208705).

RESOLVED FURTHER THAT Mr. Sunil kansal (DIN: 09208705) shall be continued as the whole-time key Managerial Personnel of the Company as defined under section 203 of Companies Act, 2013 read with rules made thereunder.

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

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

**Nitin Gupta
Company Secretary
FCS: 9984**

**Date: 04.10.2024
Place: Jaipur**

Notes:

- 1) The relevant Explanatory Statement setting out the material facts relating to the proposed Resolution of the Postal Ballot Notice and relevant information of the Director proposed to be appointed/ re-appointed at the Meeting, as required under Regulation 36(3) SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”) and other applicable provisions is appended for your consideration.
- 2) The provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-Voting only. Therefore, those Members who have not yet registered their email address are requested to get their email addresses registered contact to RTA (KFIN Technologies Limited) on email id einward.ris@kfintech.com or to company at companysecretary@gravitaindia.com.
- 3) In compliance with the MCA Circulars, this Postal Ballot notice (“Notice”) is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose name appear in the Register of Members/ Record of Depositories as on cut-off date i.e. 18th October, 2024

It is however, clarified that all Members of the Company as on the Cutoff date (including those members who may not have received this Notice due to non-registration of their e-mail IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice and are requested to promptly register their e-mail addresses with their respective Depository Participant (DP).Members holding shares in physical mode are requested to update their email addresses with the Company’s RTA at einward.ris@kfintech.com

- 4) The Postal Ballot Notice is also available on the Company’s website www.gravitaindia.com and at the respective websites of Stock Exchanges and also on the website of the Central Depository Services (India) Limited (CDSL).

- 5) The Board of Directors of the Company has appointed Mr. Akshit Kumar Jangid, Practicing Company Secretary (FCS 11285, CP No. 16300), partner of M/s Pinchaa& Co, Jaipur, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
- 6) As per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the item of business set out in the attached Notice is proposed to be passed by postal ballot. The Members can opt for only remote e-voting. The procedure for e-voting is attached.
- 7) The Company hereby requests all its members to register their e-mail IDs if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through e-mail.
- 8) Members are requested to send their assent or dissent through electronic means within a period of thirty days from the date of dispatch of such Notice.
- 9) Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on 18th October, 2024. A person who is not a Member on the cutoff date should treat this Notice for information purpose only. Provided that once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.
- 10) In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-Voting service facility arranged by CDSL. The e-Voting facility is available at the link www.evotingindia.com Please refer to the instructions for e-Voting given along with this Notice for the process and manner in which e-Voting can be carried out.
- 11) The Scrutinizer will submit his report to the Chairman or any other person authorised by the chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced at the Corporate Office of the Company by the Chairman or any Director of the Company duly authorized, on or before Two Working Days from the conclusion of e-voting process and the same will also be displayed on the website of the Company www.gravitaindia.com besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents.
- 12) The resolutions, if assented to by the requisite majority of the shareholders through Postal Ballot by remote e-Voting, will be deemed to have been duly passed on 22nd November, 2024 i.e. the last date of e-Voting.
- 13) All documents proposed for approval, if any, in the above Notice and documents specifically stated to be open for inspection in the Explanatory Statement will be posted on the website of the Company www.gravitaindia.com to facilitate online inspection of relevant documents until the date of announcement of the results of this Postal Ballot.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING 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 Thursday, 24th October, 2024 from 9:00 A.M. and ends on Friday, 22nd November, 2024 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 Friday, 18th October, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 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 **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 Depository	<ol style="list-style-type: none"> 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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration and My Easi New (Token) Tab and then click on registration option. 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. 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 Depository	<ol style="list-style-type: none"> 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. 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 21 09911
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.: 022-4886 7000 and 022-2499 7000

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 for **Physical shareholders and shareholders other than individual holding in Demat form.**
 1. The shareholders should log on to the e-Voting website www.evotingindia.com.
 2. Click on "Shareholders" module.
 3. 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.
 4. Next enter the Image Verification as displayed and Click on Login.
 5. 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.
 6. 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 sequence number sent by Company/RTA or contact Company/RTA.
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 <Company Name> 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.
- 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.
- There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- **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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.

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.

If you have any queries or issues regarding remote 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 21 09911

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 21 09911

1. The scrutinizer shall submit his report to the Chairman or a person authorised by him, who shall countersign the same and declare the result of the voting forthwith with details of the number of votes cast for and against the Resolution, invalid votes and whether the Resolution has been carried or not. 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 Chairman consider, approves and sign the minutes.

2. 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.

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

**Date: 04.10.2024
Place: Jaipur**

**Sd/-
Nitin Gupta
Company Secretary
FCS: 9984**

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)

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

ITEM NO. 1: TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. RAJAT AGRAWAL (DIN: 00855284), MANAGING DIRECTOR OF THE COMPANY:

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, having its presence around the globe with 12 eco-conscious state-of-the art manufacturing facilities.

Your Board of Directors wish to inform you that by considering the contribution of Mr. Rajat Agrawal (DIN : 00855284), Company has made immense progress and under his leadership, guidance and his skills of operational planning served the Company to overcome the future hardship and made immense growth, further as per the recommendation of Nomination and Remuneration Committee, the Board at its Meeting held on 04th October, 2024 approved the revision in payment of remuneration of Mr. Rajat Agrawal (DIN : 00855284) Managing Director of the Company with effect from 1st April, 2024 till the remaining of duration of his tenure on the terms and condition enumerated in the resolution.

Further, if in any financial year during the tenure of Mr. Rajat Agrawal (DIN : 00855284) 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. 1 of the Notice.

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

Disclosures as per Schedule V of the Companies Act, 2013 are provided below:

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:

(Rs. in Crores)

Particulars	2023-24	2022-23
Total Revenue from Operations	2,679.07	2,524.39
Other Income	53.21	59.72
Profit Before Tax	208.22	116.25
Net Profit After Tax	179.62	101.15
EPS	26.01	14.65

- 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 57 years is a Bachelor of Engineering from MNIT, Jaipur and carry rich experience of over 32 years in establishing and handling manufacturing operations. He has attended various management development programmes and has participated in, and contributed to, many prestigious international industry conferences. He has also attended OPM, an advanced management programme at the Harvard Business School, USA. Mr. Agrawal has been instrumental in transforming the Indian Lead Recycling industry with his progressive outlook. Under his leadership, the Gravita group has grown leaps & bounds, into a true Indian multinational, having its presence around the globe with 12 eco-conscious state-of-the art manufacturing facilities.

ii. Past Remuneration

Mr. Rajat Agrawal was receiving remuneration of Rs. 25.66 Lakhs per month (excluding Provident Fund and Gratuity) and now the said remuneration is revised from Rs. 25.66 Lakhs per month to Rs. 53.81 Lakhs per month (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 38.24% 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 remains committed to generate good returns for its stakeholders and has been successfully taking business initiatives to grow size of its operations and is expected to make higher profits in future.

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:

- i.** All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors; Details are already disclosed in the respective Resolution.
- ii.** Details of fixed component and performance linked incentives along with the performance criteria; Not Applicable
- iii.** Service contracts, notice period, severance fees;
 - Service contracts: As per Section 190 of the Companies Act, 2013, Written Memorandum is executed for the same.
 - Notice period: Three Months
 - Severance fees: Not Applicable
- iv.** Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable- Not Applicable

The Board has disclosed all the related information and to the best of their understanding, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the agenda item and to take decision thereon.

The additional detailed information/ disclosure as required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meeting (SS-2) is set out in this Notice as **Annexure A**

ITEM NO. 2 : TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. YOGESH MALHOTRA (DIN: 05332393), WHOLE-TIME DIRECTOR & CHIEF EXECUTIVE OFFICER (CEO) OF THE COMPANY:

Mr. Yogesh Malhotra (DIN: 05332393) Whole-time Director and Chief Executive Officer 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.

Your Board of Directors wish to inform you that by considering the contribution of Mr. Yogesh Malhotra (DIN: 05332393), Company has made immense progress and under his leadership, guidance and his skills of operational planning served the Company to overcome the future hardship and made immense growth, further as per the recommendation of Nomination and Remuneration Committee, the Board at its Meeting held on 04th October, 2024 approved the revision in payment of remuneration of Mr. Yogesh Malhotra (DIN: 05332393) Whole time director of the Company with effect from 1st April, 2024 till the remaining of duration of his tenure on the terms and condition enumerated in the resolution.

Further, if in any financial year during the tenure of Mr. Yogesh Malhotra (DIN: 05332393) 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 Promoters, 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.2 of the Notice.

Disclosures as per Schedule V of the Companies Act, 2013 are provided below:

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:**

(Rs. in Crores)

Particulars	2023-24	2022-23
Total Revenue from Operations	2,679.07	2,524.39
Other Income	53.21	59.72
Profit Before Tax	208.22	116.25
Net Profit After Tax	179.62	101.15
EPS	26.01	14.65

- 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. Yogesh Malhotra aged about 56 years is an Engineering graduate with a BE (Mechanical) degree from MREC, Jaipur and an MBA from National University of Singapore. He has over 31 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.

ii. Past Remuneration

Mr. Yogesh Malhotra was receiving remuneration of Rs. 67.94 Lakhs per month including Special Ex-gratia (excluding Provident fund and Gratuity) and now the said remuneration is revised from Rs. 67.94 Lakhs per month to Rs. 70 Lakhs per month including Special Ex-gratia (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 remains committed to generate good returns for its stakeholders and has been successfully taking business initiatives to grow size of its operations and is expected to make higher profits in future.

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:

- I. all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors; Details are already disclosed in the respective Resolution.
- II. Details of fixed component and performance linked incentives along with the performance criteria; Details are already disclosed in the respective Resolution.
- III. Service contracts, notice period, severance fees;
 - Service contracts: As per Section 190 of the Companies Act, 2013, Written Memorandum is executed for the same.
 - Notice period: Three Months
 - Severance fees: Not Applicable
- IV. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable; Not Applicable

The Board has disclosed all the related information and to the best of their understanding, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the agenda item and to take decision thereon.

The additional detailed information/ disclosure as required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meeting (SS-2) is set out in this Notice as **Annexure A**

ITEM NO. 3 : TO APPROVE RAISING OF FUNDS IN ONE OR MORE TRANCHEs, BY ISSUANCE OF SECURITIES BY WAY OF PRIVATE OFFERINGS, QUALIFIED INSTITUTIONS PLACEMENT(S) AND/OR ANY COMBINATION THEREOF OR ANY OTHER METHOD AS MAY BE PERMITTED UNDER APPLICABLE LAW FOR AN AMOUNT NOT EXCEEDING RS. 1,000 CRORES:

The Company anticipates growth opportunities in its existing operations and continues to evaluate various avenues for organic expansion and achieving inorganic growth. Towards this, the Company continues to require capital for achieving such growth and expansion. Accordingly, subject to compliance with applicable law, the Company proposes to raise capital by issuance of Securities and shall utilise the proceeds from the Issue (after adjustment of expenses related to the Issue, if any) ("Net Proceeds") for the purposes of i) Capital expenditures for capacity expansion of company and its subsidiaries, (ii) Investment in organic and inorganic growth opportunities, (iii) Working capital requirements of the company, (iv) Repayment or prepayment of debt availed by the company and/or any of its subsidiaries (v) General Corporate Purposes, as may be permissible under applicable law and approved by the board of directors of the Company.

While the amounts proposed to be utilised against each of the objects have been specified above, there may be a deviation of +/- 10% depending upon future circumstances, in terms of NSE notice No. NSE/ CML/2022/56 and BSE notice No. 20221213-47 each dated December 13, 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilisation of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws.

In line with the above, the Company proposes to raise funds through the issuance of any instrument or security, including equity shares, fully / partly convertible debentures, global depository receipts, American depository receipts, foreign currency convertible bonds, non—convertible debentures, warrants (collectively, the "**Securities**"), or any combination of Securities, for an aggregate consideration of up to Rs. 1,000 crores Only (Rupees One Thousand Crores Only) to all or any such investors, jointly and / or severally, that may be permitted to invest in such issuance of Securities, including resident or non—resident / foreign investors (whether institutions and / or incorporated bodies and / or trusts or otherwise) / foreign portfolio investors / mutual funds / pension funds / venture capital funds / banks / alternate investment funds / Indian and / or multilateral financial institutions / insurance companies / any other qualified institutional buyers as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**", and the qualified institutional buyers, the "**QIBs**") / any other category of persons or entities who are authorised to invest in the Securities in terms of applicable law, as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company, for cash, in one or more tranches, without or without a green shoe option, through a public issue, preferential allotment, private placement, or a rights issue (including one or more qualified institutions placements ("**QIP**") in accordance with the applicable provisions of the Companies Act (as defined hereinafter) and the SEBI ICDR Regulation), or through any other permissible mode and / or combination thereof as may be considered appropriate, in terms of Sections 23, 41, 42, 62, 71, and other applicable provisions of the Companies Act, 2013 and the applicable rules

made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each including any amendment(s), statutory modification(s), or re-enactment(s) thereof ("**Companies Act**") and in accordance with the provisions of the memorandum of association and articles of association of the Company, the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014 each as amended; the listing agreements entered into by the Company with the stock exchanges where the equity shares of face value of Rs. 2/- each of the Company are listed ("**Stock Exchanges**", and such equity shares, the "**Equity Shares**"); and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India, Ministry of Corporate Affairs, Reserve Bank of India, Securities and Exchange Board of India ("**SEBI**"), Stock Exchanges, and such other statutory / regulatory authorities). Accordingly, the board of directors of the Company ("**Board**", which term shall include any committee which the Board may have constituted or may constitute to exercise its powers, including the powers conferred by this resolution), at its meeting held on 04th October, 2024 subject to the approval of the members of the Company, approved the raising of funds at such price and on such terms and conditions as may be deemed appropriate by the Board at its sole and absolute discretion, taking into consideration market conditions and other relevant factors and wherever necessary, in consultation with the book running lead manager(s) and / or other advisor(s) appointed in relation to issuance of Securities, in accordance with applicable laws, and subject to regulatory approvals (as necessary).

The Issue is made through a qualified institutions placement shall be undertaken in terms of the SEBI ICDR Regulations as follows:

1. The allotment of Securities shall only be made to qualified institutional buyers ("QIBs") as defined under SEBI ICDR Regulations;
2. The allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution in accordance with the SEBI ICDR Regulations and applicable laws;
3. A minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
4. The "relevant date" for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee decides to open the proposed QIP of equity shares as eligible securities; and in case eligible securities are eligible convertible securities, then either the date of the meeting in which the Board or a duly authorized committee of the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for the equity shares as provided under the SEBI ICDR Regulations;
5. The equity shares of the same class, which are proposed to be allotted through qualified institutions placement or pursuant to conversion or exchange of eligible securities offered through qualified institutions placement, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;
6. An issuer shall be eligible to make a qualified institutions placement if any of its promoters or directors is not a fugitive economic offender.
7. No single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that qualified institutional buyers belonging to the same group or who are under same control shall be deemed to be a single allottee;
8. The Securities to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid up basis;
9. A discount of not more than 5% (five per cent) or such other percentage as may be permitted under applicable law to the floor price may be provided in terms of the SEBI ICDR Regulations;
10. The Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;
11. No allotment of Eligible Securities shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company; and

12. The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting.

Further, Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing members of such company and to any persons other than the existing members of the company by way of a special resolution. Since the special resolution proposed in the business of the notice may result in the issuance of Equity Shares of the Company to the existing members of the Company and to persons other than existing members of the Company, approval of the members of the Company is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of SEBI ICDR Regulations.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its members by way of a Special Resolution. Consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Companies Act, 2013 read with applicable provisions of the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended for issuance of Securities. The Equity Shares allotted pursuant to the issue shall rank in all respects pari passu with the existing Equity Shares of the Company.

The Equity Shares to be allotted would be listed on the BSE Limited. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchange as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The resolution proposed is an enabling resolution and the detailed terms and conditions for the offer (including number of equity shares to be issued, identification of investors, price, quantum and timing of the issue) of fund raising through qualified institution placement will be determined by the Board in consultation with the lead managers, advisors, placement agents and such other agency or agencies as may be required to be consulted by the Company, considering the prevailing market conditions and in accordance with the applicable provisions of the law and other relevant factors. The same will be in accordance with the terms approved by the members in the proposed resolution.

In terms of Sections 23, 42, 62 and 71 of the Companies Act, 2013 read with Chapter VI of the SEBI ICDR Regulations, approval of the members by way of special resolution is required for fund raising through qualified institution placement. Accordingly, the consent of the members is being sought by way of special resolution.

The directors recommend the resolution for your approval.

None of the director and key managerial personnel of the Company including their relatives are, in anyway, concerned or interested in the said resolution except to the extent of their shareholding.

ITEM NO. 4: APPOINTMENT OF MR. SUNIL KANSAL (DIN: 09208705), CHIEF FINANCIAL OFFICER AS WHOLE TIME DIRECTOR OF THE COMPANY

It is proposed to appoint Mr. Sunil Kansal (DIN: 09208705) as Whole time Director, of the Company, for a period of 3 years w.e.f. 04th October, 2024 on the recommendation of Nomination & Remuneration Committee and approved by the Board of Directors at their respective meetings held on 04th October, 2024 subject to the approval of members/ shareholders of the Company in accordance with the provisions of Sections 196, 197, 198 and 203 and Schedule V of the Companies Act, 2013 ("Act"). The Act also requires approval of the members of the Company for the said appointment and remuneration.

Mr. Sunil Kansal serves as our Chief Financial Officer, bringing in three decades of experience in the financial domain. A strategic visionary, Mr. Sunil Kansal possesses exceptional understanding of financial operations, risk management, and corporate governance. His insights have been instrumental in ensuring Gravita's financial stability and driving its remarkable growth. His appointment as Whole-time Director is in addition to his existing role as Chief Financial Officer of the Company.

He has given his consent to act as Whole-Time Director of the Company. He has also confirmed that he is eligible to be appointed as a Director in terms of the provisions of Section 164 of the Companies Act, 2013 and not restrained from acting as a Director by virtue of any Order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

The brief resume of Mr. Sunil Kansal (DIN: 09208705), nature of his expertise in functional areas, disclosure of inter-se relationships between Directors, Directorships and Memberships of Committees of the Board etc. as required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meeting (SS-2) and other applicable provisions is set out in this Notice as **Annexure A**.

Disclosures as per Schedule V of the Companies Act, 2013 are provided below:

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:

(Rs. in Crores)

Particulars	2023-24	2022-23
Total Revenue from Operations	2,679.07	2,524.39
Other Income	53.21	59.72
Profit Before Tax	208.22	116.25
Net Profit After Tax	179.62	101.15
EPS	26.01	14.65

v. Foreign investments or collaborators, if any: The Company has foreign investments in the following wholly owned subsidiaries –

- Gravita Global Pte. Ltd.

- Gravita Ghana Ltd.

II. Information about the Appointee

i. Background Details

The background details of Mr. Sunil Kansal are annexed herewith the notice.

ii. Past Remuneration

Mr. Sunil Kansal was receiving remuneration of Rs. 10.88 lacs per month including Special Ex-gratia (Excluding Pvoident fund and Gratuity) and now the said remuneration is revised from Rs. 10.88 lacs per month to Rs. 11.87 lacs per month including Special Ex-gratia (Excluding Pvoident fund and Gratuity).

iii. Recognition or Awards NIL

iv. Job Profile and his Suitability

Mr. Sunil Kansal serves as our Chief Financial Officer, bringing in three decades of experience in the financial domain. He is a Chartered Accountant and also holds Master's Degrees in Commerce from Rajasthan University. Mr. Sunil Kansal joined Gravita India Limited in 2008. He has knowledge and exceptional understanding in financial management & operations and strategic planning, strategic visionary, risk management, and corporate governance. His insights have been instrumental in ensuring Gravita's financial stability and driving its remarkable growth, the Board of the directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Sunil Kansal should also be continued with the company as Whole Time Director cum CFO.

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 Mr. Sunil Kansal, 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: None

III. Other Information:

1) 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.

2) **Steps taken or proposed to be taken for improvement:**

The Company remains committed to generate good returns for its stakeholders and has been successfully taking business initiatives to grow size of its operations and is expected to make higher profits in future.

3) **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:

- i. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors; Details are already disclosed in the respective Resolution.
- ii. Details of fixed component and performance linked incentives along with the performance criteria; Details are already disclosed in the respective Resolution.
- iii. Service contracts, notice period, severance fees;
 - Service contracts: As per Section 190 of the Companies Act, 2013, Written Memorandum is executed for the same.
 - Notice period: Three Months
 - Severance fees: Not Applicable
- iv. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable; Not Applicable

The Board has disclosed all the related information and to the best of their understanding, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the agenda item and to take decision thereon.

The directors recommend the resolution for your approval.

None of the director and key managerial personnel of the Company including their relatives are, in anyway, concerned or interested in the said resolution except to the extent of their shareholding.

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

**Date: 04.10.2024
Place: Jaipur**

**Sd/-
Nitin Gupta
Company Secretary
FCS: 9984**

Annexure-A

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 through postal ballot with the approval of Shareholders under Item Nos. 1, 2 and 4 of the Notice is as under:

Particulars	Mr. Rajat Agrawal	Mr. Yogesh Malhotra	Mr. Sunil Kansal
Date of Birth and Age	09th August, 1967 (about 57 years)	08th July, 1968 (about 56 years)	05th January, 1973 (aged about 52 years)
Nationality	Indian	Indian	Indian
Date of first appointment on Board	04th August, 1992	31st March, 2019	04th October, 2024
Brief Profile, Qualification and Expertise in specific functional Areas	Mr. Rajat Agrawal is a Bachelor of Engineering from MNIT, Jaipur and carry rich experience of over 32 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, having its presence around the globe with 12 eco-conscious state-of-the-art manufacturing facilities.	Mr. Yogesh Malhotra is an Engineering graduate with a BE (Mechanical) degree from MREC, Jaipur and an MBA from National University of Singapore. He has Over 31 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. Sunil Kansal serves as our Chief Financial Officer, bringing in three decades of experience in the financial domain. He is a Chartered Accountant and also holds Master's Degrees in Commerce from Rajasthan University. Mr. Sunil Kansal joined Gravita India Limited in 2008. He has knowledge and exceptional understanding in financial management & operations and strategic planning, strategic visionary, risk management, and corporate governance. His insights have been instrumental in ensuring Gravita's financial stability and driving its remarkable growth.
Number of Shares held in the Equity Capital of the Company	2,63,99,789 equity shares of Rs. 2 each.	10,641 equity shares of Rs. 2 each.	13,200 equity shares of Rs. 2 each.
Other Directorship, Chairmanship/ memberships of other Boards in other companies:	Directorships: -Gravita Infotech Limited - Saurabh Farms Limited -Devonic Ventures Private Limited -Nature Living Developers Private Limited - Karvrish Assets Private Limited -Karvrish Infratech Private Limited -Jalousies (INDIA) Private Limited -Shah Buildcon Private Limited -Karvrish Resources Private Limited -Karvrish Buildcon Private Limited -Gravita Impex Private Limited Committee Membership: NIL	Directorships: -Noble Buildestate Private Limited -Gravita Infotech Limited -Nature Living developers private Limited Committee Membership: NIL	Directorships: -Noble Buildestate Private Limited -Gravita Infotech Limited -Nature Living developers Private Limited Committee Membership: NIL

Particulars	Mr. Rajat Agrawal	Mr. Yogesh Malhotra	Mr. Sunil Kansal
Relationship with other directors, Manager and other Key Managerial Personnel 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 Mr. Rajat Agrawal from any Directors and KMP's of the Company	Nil	Nil
Number of Meetings of the Board attended during the year	During F.Y. 2023-24 total 6 (SIX) meetings were held and Mr. Rajat Agrawal attended 3 (THREE) Board Meetings.	During F.Y. 2023-24 total 6 (SIX) meetings were held and Yogesh Malhotra attended all the Board Meeting.	NA
Details of Last remuneration Drawn	Mr. Rajat Agrawal is receiving remuneration of Rs. 25.66 Lakhs Per Month (excluding Provident fund and Gratuity)	Mr. Yogesh Malhotra is receiving remuneration of Rs. 67.94 Lakhs Per Month including Special Ex-Gratia (excluding Provident fund and Gratuity)	Mr. Sunil Kansal is receiving remuneration of Rs. 10.88 Lakhs Per Month including Special Ex-Gratia (excluding Provident fund and Gratuity) in the designation of Chief Financial Officer.
Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid	As mentioned in the item No. 1 of the Notice.	As mentioned in the item No. 2 of the Notice.	As mentioned in the item No. 4 of the Notice.