GRAVITA
INDIA LIMITED

Corp. Office : 402, Gravita Tower
A-27 B, Shanti Path, Tilak Nagar
JAIPUR-302 004, Rajasthan (INDIA)
Phone : +91-141- 2623266, 2622697
FAX : +91-141-2621491
E-mail : info@gravitaindia.com
Web. : www.gravitaindia.com
CIN No.: L29308RJ1992PLC006870

GIL/2014-15/ 68

Date: 11.07.2014

To
National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E)
Mumbai – 400051
Fax No.: 022 26598120

Sub.: Extract of Proceedings of Declaration of Results of Postal Ballot
Ref.: Company Code: GRAVITA

Dear Sir,

In compliance of Clause 31(d) of the Listing Agreement, please find enclosed the Extract of proceedings of Declaration of Results of Postal Ballot of the Company of the Postal Ballot results declared on 11th July, 2014.

Kindly take the above on record and oblige.

Yours faithfully
For **Gravita India Ltd.**

GRAVITA INDIA LTD. JAIPUR

(Leena Jain)
Compliance Officer

Encl.: As Above

Works & Regd. Office :
'SAURABH', Chittora Road, Diggi-Malpura Road
Tehsil : Phagi, JAIPUR-303 904, Raj. (INDIA)

URS ISO 14001:2004 Certificate No. 2613S/A 0001/En
UKAS ENVIRONMENTAL MANAGEMENT 043-C
ISO 9001 BUREAU VERITAS Certification Certificate No. 208836
UKAS QUALITY MANAGEMENT 008

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EXTRACT OF THE PROCEEDING OF DECLARATION OF RESULTS OF POSTAL BALLOT HELD AT CORPORATE OFFICE OF THE COMPANY AT 402, GRAVITA TOWER, A-27B, SHANTI PATH, TILAK NAGAR, JAIPUR ON 11TH JULY, 2014 AT 5 P.M.

Item No. 1-

Alteration of Object Clause

"**RESOLVED THAT** pursuant to the provisions of Sections 13, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of concerned authorities, the Main Object Clause of Memorandum of Association of the company be and is hereby altered by adding new sub-clause 4 after existing sub-clause 3 in Clause III (A) as under:

"To Design, develop, host, promote, provide consultancy, purchase and sale, manufacture, trade within & Outside India all the services and material relating to All kind of Software, Web & Mobile Applications, IT Hardware and peripheral devices & related accessories; Domain Names, Hosting; Websites, E-commerce Application/s; Electrical, Electronics, Solar, Bio-metrics and GPS Devices, Cables and fittings; Data Processing, Data Entry, Accounting Solutions, EDP solutions, Data Analysis, IT Audit; Design, Print and Publication Services; Branding & Marketing; Online Marketing & Promotion Activities (SEO, SMO, PPC etc.); Cloud Services, IT Project Implementation, Software & Hardware Virtualization; Web, Data and Other Security products and services, Network & Networking Projects; Backup and Disaster recovery solutions; Email, Messaging, Communication, VOIP and SMS solutions; B2B and B2C Portals; CCTV, DVR, Bio metric, physical security devices, Attendance Machines, Payroll Applications and other related hardware, software and services and all Internet related services."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby severally authorized to take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

Number of Valid Postal Ballot Forms Received	93
Number of Persons/ Ballots entitled to vote on the resolution	93
Number of Invalid Postal Ballot Forms Received	4
Votes in favour of the Resolution	50897932
Votes in against of the Resolution	250

Thereafter, considering the requisite consent of shareholders who voted for the resolution, the chairman declared the above resolution approved by requisite majority.

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Item No. 2

Authority for Creation of charge on Movable and Immovable properties of the Company

"**RESOLVED THAT** in supersession of the resolution passed in this behalf by the Company at its Extra-Ordinary General Meeting held on 27th February 2009 consent of the shareholders of the company be and is hereby accorded pursuant to the provisions of Section 180 (1)(a) and other applicable provisions, if any, of the Companies Act, 2013 , read with Rule 22 of Companies (Management and Administration) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof and any rules thereunder for the time being in force}, to the Board of Directors of the company to mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and with such ranking and as such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power of takeover the management of the business and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed /to be availed by the Company and/or any of the Company's subsidiary/affiliate/associate Company, by way of loan(s) (in foreign currency and/or rupee currency) and Securities (comprising fully/partly Convertible Debentures and/or Non-Convertible Debentures with or without detachable or non- detachable Warrants and/or secured premium notes) issued/to be issued by the Company, from time to time, with in the overall limit of Rs 700 Crores (Rupees Seven Hundred Crores only), together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, commitment charges, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s)entered into/to be entered into between the Company and the Lender in respect to the said loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid."

Number of Valid Postal Ballot Forms Received	93
Number of Persons/ Ballots entitled to vote on the resolution	93
Number of Invalid Postal Ballot Forms Received	4
Votes in favour of the Resolution	50897721
Votes in against of the Resolution	461

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ISO 14001:2004
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Thereafter, considering the requisite consent of shareholders who voted for the resolution, the chairman declared the above resolution approved by requisite majority.

Item No. 3

Authority for making of any investment/ giving any loan or guarantee/ providing security

"**RESOLVED THAT** in supersession of the resolution passed in this behalf by the Company at its Extra-Ordinary General Meeting held on 27th February 2009 consent of the shareholders of the company be and is hereby accorded pursuant to the provisions of Section 186 read with rule 11 of Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of Companies (Management and Administration) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof and any rules thereunder for the time being in force}, to the Board of Directors of the Company to make any loans or investments and to give any guarantees or to provide security in connection with a loan made by any other person to, or to any other person by, a body corporate as the Board of Directors may think fit, for an amount not exceeding Rs. 200 Crore (Rupees Two hundred Crore only) as detailed in the attached explanatory statement, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of Companies Act, 2013 as in their absolute discretion deem beneficial and in the interest of the Company."

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Directors of the Company and/ or Committee of Directors constituted for this purpose be and is hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans made or guarantees given or securities to be provided and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

Number of Valid Postal Ballot Forms Received	93
Number of Persons/ Ballots entitled to vote on the resolution	93
Number of Invalid Postal Ballot Forms Received	4
Votes in favour of the Resolution	50896872
Votes in against of the Resolution	1310

Thereafter, considering the requisite consent of shareholders who voted for the resolution, the chairman declared the above resolution approved by requisite majority.

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Item No. 4

Authority for Purchase of Business Undertaking from Related Party

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of Companies (Management and Administration) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof and any rules thereunder for the time being in force}, and such other approvals, sanctions, consents and permissions as may be deemed necessary, consent of the shareholders of the company be and is hereby accorded to Board of Directors of the Company or any Committee thereof, for purchase of 49% of stake in M/s Gravita Infotech, (a partnership firm registered under the provisions of Partnership Act, 1932) together with all assets and liabilities including contracts, licenses, permits, rights, obligations, IPRs, consents and approvals relating to the said undertaking from Mr. Rajat Agrawal, Managing Director of the Company at a lump sum consideration of Rs. 98,000 (Rupees Ninety Eight Thousand only)."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof will have absolute discretion in deciding whether this resolution is required to be made effective or not and, in the event it is decided by the Board of Directors of the Company or such Committee thereof that such resolution is to be made effective, to determine the date on which such resolution shall become effective."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof, be and are hereby authorized to execute the documents, deeds or writings required to be executed in relation to purchase of the Business Undertaking to regulatory and governmental authorities for the purposes of obtaining all approvals, consents, permissions and sanctions as may be required by the Company and to do all acts, things and deeds as may be deemed necessary to give effect to this resolution."

Number of Valid Postal Ballot Forms Received	93
Number of Persons/ Ballots entitled to vote on the resolution	89
Number of Invalid Postal Ballot Forms Received	4
Votes in favour of the Resolution	870851
Votes in against of the Resolution	1581

Thereafter, considering the requisite consent of shareholders who voted for the resolution, the chairman declared the above resolution approved by requisite majority.

Certified True Copy
For Gravita India limited

GRAVITA INDIA LTD. JAIPUR

Leena Jain
(Company Secretary)