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/2015-16/33

Date: 06th June, 2015

To
The Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block -G,
Bandra - Kurla Complex, Bandra(E)
Mumbai-400 051
Fax No.: 022-26598237/38

Sub: Notice alongwith Explanatory Statement for obtaining shareholder's consent by Postal Ballot.
Ref: Company Code: GRAVITA

Dear Sir

As required under Clause 31 of the Listing Agreement, please find enclosed 3 copies of the notice dated May 23, 2015 alongwith the Explanatory Statement seeking the consent of the Members by a Postal Ballot for the following items:-

1. Approval for alteration in Object Clause of MOA.

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

Yours Faithfully
For **Gravita India Limited**

GRAVITA INDIA LIMITED JAIPUR

Nitin Gupta

Nitin Gupta
(Assistant Company Secretary)

Encl. as above

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

POSTAL BALLOT NOTICE

Notice issued to the members pursuant to Section 110 of the Companies Act 2013

Dear Members

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, ("the Act") read with Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) that the resolution appended below for alteration in object clause of Memorandum & Articles of Association of the Company is proposed to be passed by members as Special Resolutions by way of postal ballot by giving their assent/dissent. The Explanatory Statement to be annexed to Notice under Section 102 (1) of the Act setting out the material facts and reasons for the Resolutions is also appended herewith and is being sent to you along with a Postal Ballot Form for your consideration. Mr. Pradeep Pincha, Practicing Company Secretary has been appointed as scrutinizer by the Board of Directors of your Company.

You are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the completed Form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer on or before the close of working hours on 5th July 2015 the last date for receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

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

E-Voting Option

We are pleased to offer e-voting facility also as an alternate for our Members which would enable you to cast your votes electronically, instead of physical postal ballot form. Please carefully read and follow the instructions on e-voting printed in this notice. The Scrutinizer will submit his report to the Chairman of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot will be announced on 7th July 2015 at the Corporate Office of the Company. The result of the postal ballot along with scrutinizer's report will be posted on the Company's website www.gravitaindia.com and website of CDSL besides communicating the same to the National Stock Exchange of India Limited and BSE Limited.

SPECIAL BUSINESS :

1. Alteration in Object Clause

To consider and if thought fit, to give assent / dissent to the following resolution as a Special Resolution :

"**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 5 after existing sub-clause 4 in Clause III (A) as under:

Clause 5 :

"To carry on in India or elsewhere the business as manufacturers, importers, exporters, buyers, sellers, traders, carrying and forwarding agents, brokers, stockists, packers, re packers, consultants, valuers, commission agents and all kinds of otherwise deal in Lube oil, waste oil, tyre and tyre waste, rubber, Batteries, Inverters, UPS, Electronic Items, Machinery and Equipment's, all kinds of electrical and electronic products, wires and cables, goods and appliances, engineering goods, auto parts and machinery parts, software, hardware, toys, furniture both assembled and un-assembled, Mica, wood boards, ply, veneer, flush doors and all kind of wood products, Stationery items, books and gift items, Metals and Metal Scrap, Minerals, Chemicals, Agro Commodities and agro products like wheat grass powder etc., ayurvedic products, medicinal herbal products, milk products, grocery like ready mix masala, and other ready mix food products, FMCG, rice and other food grains and processed and preserved food, fresh food, plant seed dry fruits, eatable, all kinds of edible and non-edible oils, oil seeds, pulses, spices and their products, vegetables, vegetables products, plantation, animal feeds, dairy products, brewer, horticultural products, flowers, marine products and sea foods, tea, tobacco and tobacco products, plastic scrap of all kind, ceramic tiles, ceramic glaze tiles, sanitary items, Hardware items, industrial and consumer goods, glass, crockery wares, pottery, tableware, hotel wares, decorative wares, garden ware, earth ware, Pharmaceutical and medicines, handicraft, handmade paper and paper products, paintings, all kind of handicra fts and

readymade garments whether agriculture or animal or natural products of man-made and other synthetic fibers and filaments and all kinds of textile machines, textile substances, handloom and power loom products, all kinds of precious and semi-precious stones, gem and jewellery items marbles, granites, glass, cement, steel, pipes, leather and leather goods, all kinds of cosmetic items, all kinds of shoes, chhapal, ladies sandal, foot wears, all kinds of iron, scrap salt."

"**RESOLVED FURTHER THAT** Mr. Rajat Agrawal, Managing Director, Mr. Rajeev Surana, Whole Time Director, and Mrs. Leena Jain, Company Secretary of the Company, be and are hereby individually or severally authorized to take all such steps as may be necessary, proper or expedient to give effect to this Resolution and to execute, sign and file necessary documents, e-form with Registrar of Companies/MCA Portal and other concerned authorities."

By order of Board of Directors

Sd/-
Leena Jain
Company Secretary

Date : 23rd May 2015
Place : Jaipur

Notes :

1. An explanatory statement pursuant to section 102(1) of the Companies Act 2013 in respect of the proposed special business at Item No. 1 is annexed hereto.
2. As part of the Green initiative, the Notice is being sent to the shareholders who have registered their email ids with the Company / RTA through email and to all other shareholders through post along with the Postal Ballot Form. Members have option to vote either through e-voting or through Postal Ballot Form.
3. The Notice is being sent to all the Members whose names appear in the Register of Members/Record of Depositories as on 29th May 2015 i.e. on cut-off date.
4. The Notice is being published in Nafa Nuksan (Hindi) and The Mint (English) newspaper and will also be available on the website of the Company http://www.gravitaindia.com
5. The shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. Shareholders who have not received the Postal Ballot Form may apply to the Company and obtain a duplicate thereof.
6. The scrutinizer will submit his report after completion of the scrutiny of ballot forms and the result of the voting by Postal Ballot will be announced in accordance with the provisions of Section 110 and other applicable provisions (if any) of the Companies Act 2013 on 7th July 2015.
7. Postal Ballot Forms received after 5th July 2015 will be considered as invalid.
8. Copy of Memorandum and Articles of Association of the Company, as altered and other documents referred to in this notice and the accompanying Explanatory statement are open for inspection at the Corporate Office of the Company on any working day between 1.00 p.m. to 4.00 p.m. upto 5th July 2015
9. The date of declaration of the results of the Postal Ballot will be taken to be the date of passing of the said special resolution by the Members of the Company.
10. Members requiring having any grievances may contact Mrs. Leena Jain, Company Secretary at the Corporate Office of the Company situated at Gravita Tower, A-27B, Shanti Path, Tilak Nagar, Jaipur - 302004 or through e-mail at companysecretary@gravitaindia.com

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

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

Item No. 1

The Memorandum & Articles of Association of the Company was drafted in the year 1992 when the company was incorporated and was subsequently modified in year 2009 and 2014. The present principal objects include manufacturing and trading of all kinds of Lead & Lead products and to deal in IT related Services as set out in the Object clause of the Memorandum.

With a view to diversify its business portfolio and growing opportunities, the Company is planning to enter into various other activities related to agro commodities, plastics, food products, wood, gems and jewellery etc. and for the same it is necessary for the Company to alter the Object Clause of its Memorandum of Association by inclusion of various other activities in its Main Objects Clause as set out in the Special Resolution. The proposed amendments to the object clause would enable the Company to undertake such activities

in future. It is therefore, proposed to alter the Main Object Clause of Memorandum of Association of the Company through the proposed resolution.

The Board, therefore, recommend passing of the relevant Special Resolution as mentioned at item No. 1 of the Notice.

Copy of the Memorandum of Association of the Company, as altered and other documents referred to in this notice and this Explanatory Statement are open for inspection at the Corporate Office of the Company on all working days, between 1.00 p.m. to 4.00 p.m. till 5th July 2015.

None of the Directors, Key Managerial Persons of the Company and their relatives may be deemed concerned or interested in the resolution.

By order of Board of Directors

Sd/-
Leena Jain
Company Secretary

Date : 23rd May 2015
Place : Jaipur

INSTRUCTIONS FOR VOTING

Voting through Physical Postal Ballot Form

1. The members are requested to carefully read the instructions printed in the Postal Ballot form and return the Postal Ballot form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self-addressed envelope, so as to reach the Scrutinizer, before 5th July 2015 to be eligible for being considered, failing which, it will strictly be treated as if no reply has been received from the member.
2. The members are requested to exercise their voting rights by using the attached Postal Ballot form only. No other form or photocopy thereof is permitted.
3. Envelopes containing Postal Ballot form if deposited in person or sent by courier at the expense of the registered member will also be accepted.

E-voting Facility

In compliance with provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Equity Listing Agreement, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the Postal Ballot Form.

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

The Company has signed an agreement with the Central Depository Services (India) Limited ("CDSL") for facilitating e-voting.

The instructions for members for voting electronically are as under :-

(i) The voting period begins on 6th June 2015 at 10.00 AM and ends on 5th July 2015 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 29th May 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Log on to the e-voting website www.evotingindia.com

(iii) Click on "Shareholders" tab.

(iv) Now, select the "GRAVITA INDIA LIMITED" from the drop down menu and click on "SUBMIT"

(v) Now Enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below :

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant <GRAVITA INDIA LIMITED> on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you, by clicking on "Click here to print" option on the Voting page.

(xviii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note For Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
- After receiving the login details they have to create a compliance user should be created using admin login and password, who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under Help Section or write an email to helpdesk.evoting@cdslindia.com

Corporate Office :
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Fax : +91-141-2621491
Email : info@gravitaindia.com
Website : www.gravitaindia.com
CIN : L29308RJ1992PLC006870

POSTAL BALLOT FORM

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

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

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

4. Number of Share(s) held :

5. EVSN (E-Voting Sequence Number) : **150601002**

I/We hereby exercise my/our votes in respect of the Special Resolutions set out in the Notice dated23rd May 2015 as set out below to be passed by means of Postal Ballot by sending my/our assent or dissent to the said Resolutions by placing the (√) mark at the appropriate box below (tick in both boxes for the same resolution, will render the ballot invalid) :

Sr. No.	Description	Type of Resolution	No. of Shares	(For) I/WE assent to the Resolution	(Against) I/WE dissent to the Resolution
(1)	Special Resolution u/s 13 of Companies Act 2013 for alteration in Object Clause of Memorandum of Association of the Company.	Special			

E-mail ID :

Place :

Date :

Signature of the Member

NOTE :

1. Please read the instructions printed overleaf before exercising your vote.
2. Last Day for the receipt of Postal Ballot Forms by Scrutinizer is 05th July 2015.

INSTRUCTIONS

1. A Member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted.
2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company/ Depository Participant. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of the member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (1700 hrs) on 5th July 2015. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before 5th July 2015 providing sufficient time for postal transit.
5. The voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on 29th May 2015.
6. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Postal Ballot Form.
7. Members are requested not to send any paper (other than the resolution/authority as mentioned under item Nos. 3 & 6 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
8. The exercise of vote by Postal Ballot is not permitted through proxy.
9. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s).
10. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
11. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.
12. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
13. The result of the voting on the resolutions will be declared at the Corporate Office of the Company on 7th July 2015. The results will be informed to the stock exchanges and hosted on the Company's website www.gravitaindia.com on the very day itself.
14. **The Company is pleased to offer e-voting facility as an alternative, for all the shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure of e-voting is enumerated in the Postal Ballot Notice.**
15. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.
16. The items of business covered by this Postal Ballot will not be transacted at any General Meeting even though Members who have not exercised their franchise through Postal Ballot might be present in person or through proxy at the meeting.
17. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to The Company Secretary, Gravita India Limited, 402, Gravita Tower, A-27B, Shanti Path, Tilak Nagar, Jaipur - 302 004. Tel No. +91-141-4057800, Fax No. +91-141-2621491, Email: companysecretary@gravitaindia.com.