

MINUTES OF GENERAL MEETING

MINUTES OF THE 23RD ANNUAL GENERAL MEETING OF MEMBERS OF GRAVITA INDIA LIMITED HELD AT "SAURABH", CHITTORA ROAD, HARSULIA MOD, DIGGI MALPURA, TEHSIL-PHAGI, JAIPUR-303904 ON SATURDAY, 8TH AUGUST 2015 AT 11.00 A.M.

PRESENT:

Mr. Rajat Agrawal	Managing Director (In Chair)
Dr. Mahavir Prasad Agarwal	Whole-time Director
Mr. Rajeev Surana	Whole time Director
Mr. Dinesh Kumar Govil	Director & Chairman - Audit Committee
Mr. Arun Kumar Gupta	Director
Mrs. Chanchal Chadha Phadnis	Additional Director
Mrs. Leena Jain	Company Secretary
Mr. Naveen Prakash Sharma	President and CEO
Mr. Sunil Kansal	Chief Financial Officer

Members present and voted in person- 40 representing 50094684 shares (73.39% of paid-up capital)

Members voted through e-voting platform- 14 representing 136217 shares (0.199% of Paid-up Capital)

CHAIRMAN

Dr. Mahavir Prasad Agarwal expressed his inability to chair the meeting therefore Mr. Rajat Agrawal was unanimously elected as the Chairman of the meeting and took the chair.

QUORUM

Since the requisite quorum for the meeting was present, Chairman commenced the proceedings of the Meeting.

WELCOME


Mrs. Leena Jain formally extended a warm welcome to the shareholders present at the 23rd Annual General Meeting (herein after AGM) and introduced the members of the Board to the Shareholders.

BOOKS AND STATUTORY REGISTERS

The Company Secretary informed the members that in terms of various provisions of the Companies Act (as amended), all Statutory Registers are available at the meeting for inspection of any member till the conclusion of the meeting.

NOTICE OF THE MEETING

With the permission of the members present, the notice convening the meeting was taken as read.



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CHAIRMAN'S SPEECH

The Chairman addressed the members and apprised the members about the achievements made by the Company and detailed the Company's policy in formulating plans for growth.

Copies of the Chairman's Speech were distributed to the members and others present.

PROCEDURE FOR VOTING BY SHAREHOLDERS

Mrs. Leena Jain, Company Secretary of the Company informed the members that as per the provisions of Companies Act 2013, voting at General meeting would be conducted by way of poll. She added that Polling Papers together with details of resolutions have already been circulated to members and members are requested to tick on assent column if they agree to pass the particular resolution otherwise tick on dissent column; mentioning the no. of shares held by them and after passing of all the resolutions members are requested to put the signed polling paper completed in all respect in the ballot box kept at the Meeting. She added that Ballot Box will be opened by Mr. Pradeep Pincha, Scrutinizer of the Meeting and after the completion of polling process at the meeting, Mr. Pincha will submit his final report to the Chairman who shall declare the results accordingly."

E-VOTING & SCRUTINIZER

Mrs. Leena Jain Informed the members that pursuant to the provisions of Companies Act 2013 read with rules framed thereunder and the Listing Agreement, the company has provided the e-voting facility to the Members of the Company in respect of resolutions to be passed at the meeting. She further informed that Board of Directors have engaged Central Depository Services (India) Limited "CDSL" as the agency to provide e-voting facility and has appointed Mr. Pradeep Pincha, Practicing Company Secretary, Jaipur as scrutinizer for e-voting.

E-voting for the purpose of AGM commenced on 5th August 2015 at 10.00 a.m. and ended on 7th August 2015 at 5.00 p.m.

ORDINARY BUSINESS:

Item No. 1: Adoption of Annual Audited Accounts

The motion number 1 in the Notice of AGM of the Company regarding adoption of annual audited accounts of the Company for the Financial Year ended 31st March 2015 was taken up by the Meeting.

Mr. Rajat Agrawal and Mr. Sunil Kansal proposed the following motion, which was seconded by Mr. Raunak Bansal for approval as an ordinary resolution:

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2015 and Statement of Profit and Loss for the financial year ended on that date together with the Directors Report, Auditors Report, Schedules and Notes thereon, be and are hereby received, considered and adopted."

The Chairman put the motion to vote by poll.



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Item No. 2: Declaration of Final Dividend on Equity Shares for the Year Ended March 31, 2015

The Company Secretary apprised the members that the Board has proposed to pay dividend @ 10% (Rs 0.20 per share) on the fully paid-up Equity Shares of Rs 2/- each of the Company for the Financial Year 2014-15.

Mr. Naveen Prakash Sharma proposed the following motion, which was seconded by Mr. Shri Pal Singh Mohnot for approval as an ordinary resolution

“**RESOLVED THAT** in terms of the recommendation of the Board of Directors of the Company, the approval of the members of the Company be and is hereby granted for payment of dividend at the rate of 10% (Rs. 0.20 per share) on the fully paid-up 6,82,54,578 Equity Shares of Rs 2/- each of the Company for the financial year 2014-15 and the same be paid to the members representing capital of Rs 13,65,09,156/- comprising of 6,82,54,578 equity shares, whose names are on the Company’s Register of Members as at 02nd August 2015, the book closure date fixed for the purpose and in respect of shares held in dematerialized form, the dividend will be paid to members whose names are furnished by the Depositories i.e. NSDL and CDSL as on that day.”

The Motion was put to vote by poll.

Item No. 3: Re-Appointment of Mr. Rajeev Surana, Whole-time Director of the Company

The motion number 3 in the Notice of AGM of the Company regarding re-appointment of Mr. Rajeev Surana as Director was taken up by the Meeting.

Mr. Ajay Kumar Kumawat proposed the following motion, which was seconded by Mr. Rajeev Jangir for approval:

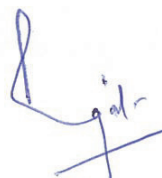
“**RESOLVED THAT** Mr. Rajeev Surana, Whole time Director of the Company, who retires by rotation and is eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

The Motion was put to vote by poll.

Item No. 4: Appointment of Auditors

The motion number 4 in the Notice of AGM of the Company regarding ratification of appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, having Firm Registration No. 015125N, for the Financial Year 2015-16 was taken up by the Meeting.

Mr. Sunil Kansal proposed the following motion, which was seconded by Mr. Nitin Gupta for approval:



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“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the resolution passed by the members at the Annual General Meeting of the Company held on 02nd August 2014, the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, having Firm Registration No. 015125N, who hold office till the conclusion of 27th Annual General Meeting of the Company be and is hereby ratified for the F.Y. 2015-16 at such remuneration plus Service Tax as applicable, out-of-pocket expenses, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

The Motion was put to vote by poll.

Item No. 5: Appointment of Mrs. Chanchal Chadha Phadnis as an Independent Director

The motion number 5 in the Notice of AGM of the Company regarding appointment of Mrs. Chanchal Chadha Phadnis, Independent Director of the Company as approved by the Board of Directors was taken up by the meeting.

Mr. Vijay Pareek proposed the following motion, which was seconded by Mr. Sandeep Choudhary for approval:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Chanchal Chadha Phadnis (DIN:07133840), who was appointed as an Additional Director by the Board of Directors of the Company and who has submitted a declaration that she meets the criteria for Independence as provided in Section 149(6) of Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a member pursuant to the provisions of Section 160 of the Act, signifying his intention to propose the candidature of Mrs. Chanchal Chadha Phadnis for the office of Director, be and is hereby appointed as an Independent Director of the Company who shall hold office upto five years from the date of her appointment i.e. from 24th March, 2015 and whose office shall not, henceforth, be liable to determination by retirement of Directors by rotation.”

The Motion was put to vote by poll.

Item No. 6: Re-appointment of Dr. Mahavir Prasad Agarwal as Whole-time Director

The motion number 6 in the Notice of AGM of the Company regarding re-appointment of Dr. Mahavir Prasad Agarwal, Whole-time Director of the Company as approved by the Board of Directors was taken up by the meeting.



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Smt. Leena Jain proposed the following motion, which was seconded by Mr. Sunil Kansal and Mr. Shri Pal Singh Mohnot for approval:

“RESOLVED THAT pursuant to the provisions of Section 196,197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act, the consent of the Members of the Company be and is hereby accorded to re-appoint Dr. Mahavir Prasad Agarwal having DIN: 00188179 (who has attained the age of eighty (80) years) as Whole-time Director of the Company for a period of three years w.e.f. 1st April, 2015 at a remuneration and other terms and conditions as considered and approved by Nomination and Remuneration Committee of Board of Directors of the Company as mentioned below:

SALARY AND PERQUISITES:

Basic – Rs 1,81,794/- per month (One Lac Eighty One Thousand Seven Hundred Ninety Four only)

HRA and Perquisites & other allowances – Rs 1,68,205/- per month (One Lac Sixty Eight Thousand Two Hundred Five only)

“RESOLVED FURTHER THAT the Whole-time Director shall be entitled to the facilities as are allowable to the employees of Senior Management Cadre of the Company and reimbursement of entertainment and other expenses actually and properly incurred by him in connection with the Business of the Company.”

“RESOLVED FURTHER THAT gratuity payable as per the Rules of the Company but not exceeding 15 days salary for each completed year of service , encashment of leave at the end of the tenure and Provident Fund will not be included in the computation of Salary to the extent the same are not taxable under the Income-Tax Act, 1961.”

“RESOLVED FURTHER THAT wherein any financial year during the currency of tenure of Whole-time Director, the Company has no profits or its profits are inadequate, the Company shall pay to Dr. Mahavir Prasad Agarwal, Whole Time Director remuneration by way of salary and perquisites as prescribed in Schedule V of the Companies Act, 2013, subject to approvals, if any as may be required.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter, vary and modify any of the terms and conditions of the said re-appointment/remuneration 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-enactment thereof, subject to approvals, if any as may be required and as may be agreed between the Board of Directors and Dr. Mahavir Prasad Agarwal.”

“RESOLVED FURTHER THAT Dr. Mahavir Prasad Agarwal shall be Key Managerial person of the Company as defined under Section 203 of Companies Act, 2013 read with Rules made thereunder.”

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“**RESOLVED FURTHER THAT** Shri Rajat Agrawal, Managing Director, Shri Rajeev Surana, Whole-time Director and Smt. Leena Jain, Company Secretary of the Company be and are hereby severally authorized to comply with all necessary formalities including filing of necessary forms with Registrar of Companies in this regard.”

The motion was put to vote by poll.

Item No. 7: Revision in remuneration of Mr. Rajat Agrawal, Managing Director

The motion number 7 in the Notice of AGM of the Company regarding Revision in remuneration of Mr. Rajat Agrawal, Managing Director of the Company as approved by the Board of Directors was taken up by the meeting.

Mr. Naveen Prakash Sharma proposed the following motion, which was seconded by Mr Nitin Gupta and Mr. Shri Pal Singh Mohnot for approval:

“**RESOLVED THAT** pursuant to the provisions of Section 196,197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act, the remuneration of Shri Rajat Agrawal, Managing Director of the Company be and is hereby revised as under as considered and approved by the Nomination & Remuneration Committee for the remaining term of his office with effect from 1st April ,2015:-

I. SALARY AND PERQUISITES:

Basic – Rs 3, 38,313/- per month (Three Lakh Thirty Eight Thousand Three Hundred Thirteen only)

HRA, Perquisites & other allowances – Rs. 3, 11,686/- per month (Three Lakh Eleven Thousand Six Hundred Eighty Six only)

II.COMMISSION

In addition to the Salary, Perquisites, Allowances and Benefits as above, Managing Director shall be entitled to receive a commission upto 2% per annum of the Net Profits of the Company computed as per the provisions of Section 198 of the Companies Act, 2013 for the respective financial years falling during his tenure as Managing Director.

“**RESOLVED FURTHER THAT** 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.

“**RESOLVED FURTHER THAT** gratuity payable as per the Rules of the Company but not exceeding 15 days salary for each completed year of service , encashment of leave and Provident fund at the end of the tenure will not be included in the computation of Salary to the extent the same are not taxable under the Income-Tax Act, 1961.”



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“**RESOLVED FURTHER THAT** wherein any financial year during the currency of tenure of Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Rajat Agrawal remuneration by way of salary and perquisites as prescribed in Schedule V of the Companies Act, 2013, subject to approvals, if any as may be required.”

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to alter, vary and modify any of the terms and conditions of the said remuneration 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.”

“**RESOLVED FURTHER THAT** Shri Rajeev Surana, Whole-time Director and Smt Leena Jain, Company Secretary of the Company be and are hereby severally authorized to comply with all necessary formalities including filing of necessary forms with Registrar of Companies in this regard.”

The motion was put to vote by poll.

Item No. 8: Approval of remuneration of Cost Auditors for the Financial Year ending 31st March 2015

The motion number 8 in the Notice of AGM of the Company regarding approval of remuneration of Cost Auditors for the financial year ending 31st March 2016 was taken up by the meeting.

Mr. Rajeev Surana proposed the following motion, which was seconded by Mr. Leena Jain for approval:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provision of Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending 31st March, 2016, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening the Meeting.”

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

The motion was put to vote by poll.

The Chairman further informed that consolidated scrutinizer report will be uploaded on the website of Company and CDSL and results of voting will be intimated to Stock Exchanges as per Clause 35A of the Listing Agreement once the company will receive scrutinizer report on voting results from Mr. Pradeep Pincha.



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Vote of thanks

There being no other business to be transacted, the meeting ended with a vote of thanks to the chair.

Place: Jaipur

Date: 12-08-2015


(CHAIRMAN)