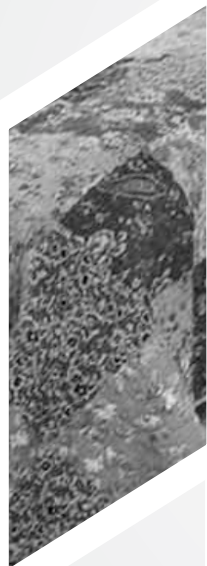


www.gravityindia.net



GRAVITY (INDIA) LIMITED



32nd Annual Report
2018-19

Route Map from Mulund Station west to Hallmark, Vasant Oscar.



GRAVITY (INDIA) LIMITED

32ND ANNUAL REPORT 2018-19
CIN NO. L17110MH1987PLC042899

BOARD OF DIRECTORS

Mr. Varun Thakkar

Chairman & Managing Director
(DIN: 00894145)

Mrs. Dakshaben R Thakkar

Director
(DIN: 005768846)

Mrs. Prabhavati Shetty

Independent Director
(DIN : 01883922)

Mr. Vipul Prajapati

Independent Director
(DIN : 02122209)

Mr. Samir Ruparelia

Additional Independent Director
(DIN : 08551666)
(w.e.f. 13.08.2019)

CFO

Jay Thakkar

COMPANY SECRETARY

Kavita Zaveri

(resigned w.e.f. 13/08/2019)

BANKERS

Bank of Baroda

PLANT LOCATION

Survey No 10/1, Village Khutali,
Khavnvel, Dudhani Road, Silvassa,
Union Territory of Dadra & Nagar Haveli.

REGISTERED OFFICE

Gala No 106/07 Hallmark Vasant Oscar,
Mulund West,
Mumbai-400080

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NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of Gravity (India) Limited (the Company) will be held at the Registered Office of the Company situated at Gala No 106/07 Hallmark Vasant Oscar Mulund West Mumbai-400080 India, on **Monday, 30th September, 2019 at 1:00 pm** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone) for the Financial Year ended 31st March, 2019, and the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Dakshaben Rasiklal Thakkar (DIN: 00576846) who retires by rotation at this Annual General Meeting and being eligible, seeks re-appointment.

Special Business:

3. **To consider and approve the appointment of Mr. Samir Ruparelia as an Independent Director of the Company:**

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

"RESOLVED THAT, pursuant to the provision of section 149, 150, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and SEBI (Listing and Obligations and Disclosure Requirements) Regulations, 2015, Mr. Samir Ruparelia (DIN: 08551666), who was appointed as an Additional Independent Director of the Company with effect from 13th August, 2019 under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received the notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature of being so eligible, be appointed as an Independent Director to hold office for a term of 5(five) consecutive years commencing from 13th August, 2019 to 12th August, 2024."

"RESOLVED FURTHER THAT to give effect to above resolution, the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

4. **Reappointment of Mrs. Prabhavati Shetty (DIN: 01883922) as an Independent Woman 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 Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Prabhavati Shetty (DIN: 01883922), who was appointed as an Independent woman Director of the Company for 5 years w.e.f. 1st April, 2014 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Woman Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from 01st April, 2019."

5. Reappointment of Mr. Vipulkumar Prajapati (DIN: 02122209) as an Independent 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 Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vipulkumar Prajapati (DIN: 02122209), who was appointed as an Independent Director of the Company for 5 years w.e.f. 1st April, 2014 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from 01st April, 2019.”

**By Order of the Board
Gravity (India) Limited**

**Varun Thakkar
Chairman & Managing Director
DIN: 00984145**

**Place: Mumbai
Date: 13th August, 2019**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members up to and not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

Proxies, in order to be effective, must be received at the Registered office of the Company at Gala No 106/07 Hallmark Vasant Oscar Mulund West Mumbai Mumbai-400080 India, not less than forty-eight hours before the commencement of the AGM.

In case of joint holders attending the meeting, the members whose name appears as the first holder in the order of the names as per the Register of Members of the company will be entitled to vote.

Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

2. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Universal Capital Securities Pvt. Ltd. (Formerly known as Mondkar Computer Pvt. Ltd.) (Unit: Gravity (India) Limited) -21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai – 400 093.
3. The Register of Members and Transfer Books of the Company will be closed from 23rd September, 2019 to 30th September, 2019 (both days inclusive) for determining the names of the members eligible to attend the meeting.
4. Members are requested to furnish bank details, Email address, change of address etc. to the Company's Registrar and Share Transfer Agents so as to reach them latest, in order to take note of the same. In respect of members

holding shares in electronic mode, the details as would be furnished by the Depositories as at the close of the aforesaid date will be considered by the Company. Hence, Members holding shares in demat mode should update their records at the earliest.

5. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays and Sundays, between 11 a.m. and 1 p.m. up to the date of the Annual General Meeting.
6. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Universal Capital Securities Pvt. Ltd. at the above mentioned address. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
7. Under the Companies Act, 2013 dividends that are unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund ("IEPF") administered by the Central Government. As there is no unpaid or unclaimed Dividend lying with the Company that need to be transferred to IEPF, there is no information provided under this head.
8. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend through Electronic Clearing Service ("ECS") to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of/change in such bank details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such bank account details are therefore requested to advise their Depository Participants about such change, with complete details of bank account.
9. Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2018-19 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's Registrar and Transfer Agents, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode. Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) or with the RTA (in case of Shares held in physical form).
10. Section 20 of the Companies Act, 2013 permits service of documents on members by a company through electronic mode. Accordingly, as a part of the Green Initiative, electronic copy of the Annual Report for FY 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. Members may also note that the Annual Report for FY 2018-19 will also be available on the Company's website gravityindia.net for download.
11. The Company has designated an exclusive e-mail id viz. acctbilling@gmail.com to enable Investors to register their complaints, if any.
12. Members are requested to:
 - a. intimate to the Company's Registrar and Transfer Agents, Universal Capital Securities Pvt. Ltd. changes, if any, are to be made in their registered addresses at an early date, in case of Shares held in physical form;
 - b. intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialised form;
 - c. quote their folio numbers/Client ID/DP ID in all correspondence; and

- d. consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names
- e. Bring their copy of the Annual Report to the Annual General Meeting.

13. Members/Proxies/Representatives are requested to bring the Attendance Slip enclosed in the Annual Report for attending the Meeting

14. IMPORTANT – E-Voting Instructions:

- a. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through e-voting services provided by CDSL, on all the resolutions set forth in this Notice. Instructions for e-voting are given here in below. A resolution passed by the Members through remote e-voting and polling paper is/are deemed to have been passed as if they have been passed at the AGM.
- b. Mr. Paras Rajendra Shah has been appointed as the Scrutiniser to scrutinise the voting and remote e-voting process in a fair and transparent manner.
- c. The facility for voting, through polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their votes by remote e-voting or by ballot shall be able to exercise their right at the meeting.
- d. The members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- e. Members can opt for only one mode of voting i.e. either by ballot or e-voting. In case members cast their votes through both modes, voting done by e-voting shall prevail and votes cast through ballot form shall be treated as invalid.
- f. The remote e-voting period commences from Friday, 27th September, 2019 (09:00 am) I.S.T to Sunday 29th September, 2019 (05:00 pm) IST. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday, 23rd September, 2019 may cast their vote by remote e-voting. The remote e-voting schedule shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

15. The process and manner for remote e-voting are as under:

The instructions for shareholders voting electronically are as under:

The voting period begins on **Friday, 27th September, 2019 (09:00 am) I.S.T** and ends on **Sunday 29th September, 2019 (05:00 pm) IST**. 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 **Monday, 23rd September, 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) 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.

Gravity (india) Limited

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">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 which is mentioned in address label as sr no affixed on Annual Report, in the PAN field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none">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 (iv).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. i-Phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the

instructions as prompted by the mobile app while voting on your mobile.

(xviii) Note for Non – Individual Shareholders and Custodians.

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

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

The scrutinizer shall unblock the votes cast to remote evoting in the presence of at least two witness not in the employment of the Company.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, along with the result of remote e-voting shall submit the same to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.gravityindia.net and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

EXPLANATORY STATEMENT

Item No. 3:

The Board of Directors on the recommendation of the Nomination and Remuneration Committee appointed Mr. Samir Ruparelia (DIN: 08551666) as an Additional Independent Director on the Board of Directors of the Company in their Meeting held on 13th August, 2019. In terms of the provisions of Section 161 of the Companies Act, 2013, his tenure as an Additional Independent Director expires at the 32nd Annual General Meeting. The Company has received notice u/s 160 of the Companies Act, 2013, along with the necessary deposit proposing the appointment of Mr. Samir Ruparelia as an Independent Director on the Board for a period of 5 consecutive years from 13th August, 2019 till 12th August, 2024. In terms of the provisions of Section 152 of the Companies Act, 2013, the Independent Director shall not be liable to retirement by rotation.

Mr. Samir Ruparelia has provided his declaration of Independence under section 149 (7) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has also declared that he is eligible and not disqualified to be appointed as an Independent Director on the Board of Directors of the Company. Considering his vast

experience in the field, his contribution and guidance will greatly be benefited to the Company.

The said appointment is in line with the Nomination and Remuneration Policy of the Company.

A brief profile of Mr. Samir Ruparelia along with the other disclosures required under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standards is attached as a Note to this Explanatory Statement.

Board of Directors recommends the appointment of Mr. Samir Ruparelia as an Independent Director for a period of 05 consecutive years from 13th August, 2019 to 12th August, 2024.

None of the other Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, financially or otherwise, deemed to be concerned or interested in the proposed Resolution., except Mr. Samir Ruparelia.

The resolution is proposed as an Ordinary Resolution and the Board Recommends the Resolution No. 3 for the approval of shareholders as Special Resolution.

Item No. 4 & 5:

Mrs. Prabhavati Shetty (DIN: 01883922) and Mr. Vipulkumar Prajapati (DIN: 02122209) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges on 1st April, 2014 for a period of 5 years. Their term has come to and end on 31st March, 2019.

Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of Smt. Prabhavati Shetty and Shri. Vipulkumar Prajapati as an Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company w.e.f. 1st April, 2019.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, the background, experience and contributions made by them during their tenure, the continued association of Smt. Prabhavati Shetty and Shri. Vipulkumar Prajapati would be beneficial to the Company.

None of the other Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. The disclosures of both directors are included to this Notice.

The Board recommends the Special Resolutions set out at Item Nos. 4 & 5 of the Notice for approval of the members.

Details of the Directors seeking re-appointment at the 32nd Annual General Meeting

(In pursuance of Regulation 36 of the SEBI (Listing and Disclosure Requirements) Regulations, 2015)

This information forms a part of the Notice and Explanatory Statement for the 32nd Annual General Meeting.

Name of the Director	Mrs. Dakshaben Rasiklal Thakkar	Mr. Samir Ruparelia
Date of Birth	04/03/1957	07/11/1981
Date of Appointment	13/03/1987	13/08/2019
Qualifications	S.S.C	Diploma in Computer Engineer
Directorship in other Companies	None	None
Committee Positions in Gravity (India) Limited	Audit Committee – Member Nomination & Remuneration Committee – Member Stakeholder's Relationship Committee – Member	Audit Committee - Member
Committee Positions in other Public Limited Companies	None	None
Relation between Directors	Mother of Mr.Varun Thakkar, Managing Director	None
Number of Shares held in Gravity (India) Limited	8,71,751	28,034

**By Order of the Board
Gravity (India) Limited**

**Varun Thakkar
Chairman & Managing Director
DIN: 00894145**

**Place: Mumbai
Date: 13th August, 2019**

Gravity (India) Limited

Name of the Director	Mrs. Prabhavati Shetty	Mr. Vipulkumar Prajapati
Date of Birth	24/03/1975	02/06/1981
Date of Appointment	05/07/2004	24/03/2008
Qualifications	Chartered Accountant	Inter CA
Directorship in other Companies	None	None
Committee Positions in Gravity (India) Limited	Audit Committee - Member Nomination & Remuneration Committee - Member Stakeholder's Relationship Committee - Member	Audit Committee - Chairperson, Member Nomination & Remuneration Committee - Member Stakeholder's Relationship Committee - Member
Committee Positions in other Public Limited Companies	None	None
Relation between Directors	None	None
Number of Shares held in Gravity (India) Limited	None	None

**By Order of the Board
Gravity (India) Limited**

**Varun Thakkar
Chairman & Managing Director
DIN: 00894145**

**Place: Mumbai
Date: 13th August, 2019**

DIRECTOR'S REPORT

**To
The Members,**

Your Directors have pleasure in presenting Annual Report on the business and operations of the Company and the accounts for the financial year ended on 31st March, 2019.

1. Financial Results:-

(Amt In Lakhs)

Particulars	31.03.2019	31.03.2018
Turnover	1197.83	2139.05
Total Revenue	1474.45	2147.76
Less: Total Expenditure	1302.54	2144.39
Profit/loss before exceptional items, Extraordinary item and tax	171.91	3.37
Exceptional items	0	0
Profit / (loss) before tax	171.91	3.37
Less : Provision for tax/deferred tax	69.91	71.9
Net Profit after tax	102.00	(68.53)

2. ShareCapital

The Authorized Share Capital of the Company is divided into 1,50,00,000 Equity Shares of Rs.10 /-each, aggregating to Rs.15 crores. The Issued, Subscribed and Paidup Capital is Rs.9,00,19,500 (Nine Crores Nineteen thousand five hundred only) divided into 9,001,950 Equity shares of Rs. 10/- each as on 31stMarch,2019. There is no changes in share capital during the financial year.

3. Reserves:-

The Company has transferred Rs. 2,10,83,615 to Reserve & Surplus in financial year 2018 - 2019. During the year, the company has not transferred any amount to General Reserve.

4. Dividend:-

With the view to conserve resources, the Board has not recommended any dividend for the year under review.

5. Operations:-

During the year under review, the Sales turnover of the company decreased from Rs.21,39,05,437 in the previous year to Rs. 11,97,83,237. The net Profit of the Company for the year is Rs.1,02,00,055 as against a net loss of Rs. 68,53,131 in previous year.

6. Material changes occurred between the end of the Financial Year to which the financial statements relate and the date of the Report .

These are no Material Changes which occurred between end of Financial Year 2018-19 till the date of the Report .

7. Change Of The Registered Office

The Board of Directors at their meeting held on 14th November, 2018 approved the change of Registered Office of the Company to Gala No 106/07 Hallmark Vasant Oscar, Mulund (West) Mumbai MH 400080. The Company continues to be registered under the ROC, Maharashtra, Mumbai.

8. Board of Directors and Composition:-

The Board of Directors comprise of eminent, experienced and reputed Individuals of the Industry. During the year, the non-executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than the sitting fees and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

Gravity (india) Limited

There was no changes in the composition of the Board of Directors of the Company, during financial year 2018 – 2019.

However, Board of director appointed Mr. Samir Ruparelia (DIN: 08551666) on 13th August, 2019 as an Independent Director. His appointment is required to be ratified at ensuring AGM. Board of Directors recommends the same.

The current compositions of the Board of Directors of the Company are as follows:

Name of the Director	DIN	Designation
MRS. DAKSHABEN RASIKLAL THAKKAR	00576846	NON-EXECUTIVE DIRECTOR
MRS. PRABHAVATI VENUGOPAL SHETTY	01883922	INDEPENDENT DIRECTOR
MR. VIPUL NAROTTAM PRAJAPATI	02122209	INDEPENDENT DIRECTOR
MR. VARUN RASIKLAL THAKKAR	00894145	MANAGING DIRECTOR
MR. SAMIR RUPARELIA	08551666	ADDITIONAL INDEPENDENT DIRECTOR

Details of the Key Managerial Personnel of the Company

Name	Designation
JAY RASIKLAL THAKKAR	CFO
KAVITA JHAVERI*	CS

*However, after the closure of Financial Year, CS Kavita Javheri Company Secretary and Compliance Officer of the Company has resigned from the Company with effect from 13th August, 2019.

Mrs. Dakshaben Rasiklal Thakkar, Director of the Company retires by rotation at the ensuring Annual General Meeting and being eligible offers herself for re-appointment. The Board recommends re-appointment of Mrs. Prabhavati Shetty and Mr. Vipul Prajapati as Independent Directors for the second term.

The Board has met 5 (Five) times during the Financial Year 2018-19 on 30th May 2018, 09th August 2018, 14th November, 2018, 13th December, 2018 and 07th February, 2019. Details of attendance and other details of Board Meeting are specified in Corporate Governance Report.

9. Composition of Mandatory Committee:

Pursuant to the provisions stipulated in 18, 19 and 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) the Company has mandatorily formed the below mentioned Committees which shall be duly constituted. The Committee Meeting details are mentioned in Corporate Governance Reports.

Name of Committee	Current Constitution of the Committee
Audit Committee	Mrs. Prabhavati Shetty and Mr. Samir Ruparelia
	Mrs. Dakshaben Thakkar
	Mr. Vipul Prajapati
Nomination and Remuneration Committee	Mrs. Prabhavati Shetty
	Mrs. Dakshaben Thakkar
	Mr. Vipul Prajapati
Stakeholders Grievances Committee	Mrs. Dakshaben Thakkar
	Mrs. Prabhavati Shetty
	Mr. Vipul Prajapati
Independent Directors	Mrs. Prabhavati Shetty
	Mr. Vipul Prajapati
	Mr. Samir Ruparelia

The Company Secretary of the Company is Secretary to each of these Committees.

The details of NRC Policy are include in Corporate Governance report.

9A. Independent Directors – The Company has 3 Independent Directors as on date. Company has received declaration of independence under Section 149 (7) of Companies Act , 2013 from all Independent Directors. The Independent Directors met once during the Financial Year.

10. Public Deposits:-

The Company has not accepted any deposits within the meaning of Section 73 & 74 and hence no disclosure is required in this respect of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

11. Listing of Company's Shares:-

Your Company's Equity Shares continue to be listed on the Bombay Stock Exchange, Mumbai in the Indo Next(S) Group. The annual listing fee for the year 2018-19 has been paid to The Stock Exchange, Mumbai.

12. Director's Responsibility Statement:-

In terms of Section 134 (5) of the Companies Act, 2013, the Board of Directors of the Company hereby state&confirm that:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed and that no material departures have been made from the same;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) The directors, have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. Board Evaluation:-

The Board of Directors have carried out an annual evaluation of its own performance, Board committees and individual Directors pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed by SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

The performance of the Board and Committees was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc.

The Board and the nomination and remuneration committee reviewed the performance of the individual Directors On the basis of the criteria such as the contribution of the individual Director to the Board and committee meetings, preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors, performance of non-independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of executive Directors and non-executive Directors. The same was discussed in the Board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual Directors was also

discussed. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being-evaluated.

14. Auditors:-

LLB & Co, (Firm Registration No 117758W) Chartered Accountant, were in the 30th Annual General Meeting (AGM) appointed as the Statutory Auditors of the Company for a period of Five years i.e. till the conclusion of the AGM to be held in the year 2022, on such remuneration fixed by Board of Directors from time to time.

15. Accounting Standards and Accounting Policies:

The financial statements of the Company are prepared in accordance with the accounting standards issued by the Institute of Chartered Accountants of India, which forms part of the Annual Report. Indian Accounting Standards (Ind AS): The financial statements (Separate financial statements) have been prepared on accrual basis in accordance with Indian Accounting Standards (IndAS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and the provisions of the Companies Act, 2013.

For all periods upto and including the Year ended 31st March, 2019, the Company prepared its Financial Statements in accordance with Accounting Standards notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (previous GAAP). These Financial Statements for the Year ended 31st March, 2019 are the first the Company has prepared in accordance with IndAS. For the purposes of transition to IndAS, the Company has followed the guidance prescribed in Ind - AS101 – First Time adoption of Indian Accounting Standard, with 1st April, 2016 as the transition date and Indian GAAP as the previous GAAP.

The transition to IndAS has resulted in changes in the presentation of the Financial Statements, disclosures in the notes thereto and accounting policies and principles. The Financial Statements have been prepared on a historical cost basis, except for certain financial assets and liabilities which have been measured at fair value (refer accounting policy regarding financial instruments). The Financial Statements are presented in Indian Rupees ("INR") and all amounts are rounded to the nearest Lakhs, except as stated otherwise.

16. Auditor's Report:-

The Observation, comments & remarks referred to in the Auditors' report are self-explanatory and do not require any further comments.

17. Secretarial Auditors:-

Pursuant to Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Ainesh Jethwa & Associates, Practicing Company Secretary, to undertake the Secretarial Audit for the year financial Year 2018 -2019. The Secretarial Audit Report is annexed as **Annexure- 1.** to this report.

18. Reply to Comments on the Report of the Secretarial Auditors.

The Board of Director have taken note of Comments in secretarial Audit Report and have undertaken steps for ensuring due compliances of provisions as stated therein.

19. Corporate Governance:-

A separate section on Corporate Governance pursuant to Regulation 34 and Schedule V of the SEBI (Listing and Disclosure Requirements) Regulations, 2015 is included in the Annual Report as **Annexure-2** and forms a part of this report

20. Internal Financial Control Systems and their adequacy

The management continuously reviews the internal control systems and procedures for the efficient conduct of the Company's business. The Company adheres to the prescribed guidelines with respect to the transactions, financial reporting and ensures that all its assets are safeguarded and protected against losses. The Internal Auditor of the Company conducts the audit on regular basis and the Audit Committee actively reviews internal audit reports and effectiveness of internal control systems.

Internal Control Systems are implemented to safeguard the Company's assets from loss or damage, to keep constant check on the cost structure, to prevent revenue leakages, to provide adequate financial and accounting controls and implement accounting standards

21. Management Discussion and Analysis Report:-

In accordance with the Listing Regulations, the Management Discussion and Analysis Report is attached as **Annexure – 3** and forms part of this report.

22. Related Party Disclosures:-

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. The details of the transactions are elaborated in Form AOC-2 which is annexed to this report **Annexure-4**. The Company has RPT Policy as per Company Act 2013 & LODR Regulations, the same has been reviewed by Board of Directors in its meeting held on 13th August, 2019.

23. Conservation of energy, technology absorption and foreign exchange earnings:-

Information required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 forming part of Directors' Report for the year ending March 31, 2019 is as follows:

1. Conservation of energy:

Your company consumes minimum energy and strives to reduce energy consumption. Your company is conscious about its responsibility to conserve energy, power and other energy sources wherever possible. We emphasize towards a safe and clean environment and continue to adhere to all regulatory requirements and guidelines. The manufacturing team works under the guidance of expert engineers of the Company continuously strives and devises various means to conserve energy and identify methods for the optimum use of energy.

2. Technological absorption:

Your Company has advanced machines like sulzer and hence no updations were undertaken during the year under review.

3. Foreign Exchange Earnings and Outgo:

As your Company has no offices abroad nor does it have any business activities outside India, there were no foreign exchange earnings or outflow, during the year under review.

24. Code of Conduct:-

The Board of Directors had approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the Company.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Members of the Board and the Senior Managerial Personnel in their business dealings, at workplace, in dealing with various stakeholders etc.

All the Board Members and Senior Managerial Personnel periodically affirm and confirm compliance to the Code of Conduct.

Further the Certificate of Compliance with the Code of Conduct is appended to the Corporate Governance Report.

25. Risk Management Policy:

During the year, the Management of the Company had evaluated the existing Risk Management Policy of the Company. The Risk Management policy has been reviewed and found adequate and sufficient to the requirement of the Company. The Management has evaluated various risks and that there is no element of risk identified that may threaten the existence of the Company.

26. Vigil Mechanism for Directors and Employees:-

Vigil mechanism is established for Directors and Employees to report their grievance and concerns. The details of the same are mentioned in the Corporate Governance Report.

27. Particulars of Loans, Guarantees or Investments u/s 186:-

The company has given loans or guarantees covered under the provisions of and within limits of section 186 of the Companies Act, 2013.

The Investments made by the Company is given in the Financial Statements attached to this Report.

28. Prevention of Insider Trading:-

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading window is closed. The Board is responsible for implementation of the Code.

All the Directors and Designated employees have confirmed compliance with the Code of Conduct.

29. Disclosure under the sexual harassment of Women at Workplace (Prevention, Prohibition and Redressal), Act 2013:-

The Company has believed in providing a safe and harassment free environment at work place for each and every employee of the Company. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment. Proper care is being taken by the Company in order to provide a safe and harassment free work place. No Complaints have been received during the financial year under review.

30. Corporate Governance Report from Statutory Auditors:-

Certificate from the Statutory Auditor, LLB & Co confirming compliance with the conditions of Corporate Governance as stipulated under Schedule V of the SEBI (Listing and Disclosure Requirements) Regulations, 2015, is annexed to this Report forming part of the Annual Report as as part of Annexure 2 Corporate Governance Report.

31. Particulars of Employees:-

No Employee of the Company draws a salary exceeding Rupees One Crore and Two Lakh per annum or Rupees Eight Lakhs and Fifty thousand per month during the financial year. The details of employees remuneration required under Rule 12 is attached.

32. Employee Relations

Relations with the employees remained cordial. The Directors wish to place on record their appreciation for their cooperation received from the employees at all levels.

33. Extract of Annual Return:

The Extract of Annual Return of the Company is annexed to the Annual Report as **Annexure – 5**

34. Other Disclosures.

- (i) The company is not required to maintain or audit cost records for any products u/S148 of the Companies Act, 2013,
- (ii) The Board u/S 118 (10) of Companies Act, 2013 has ensured due compliance of provision of Secretarial Standard I & II issued by ICSI
- (iii) As the Company does not meet criteria us 135 (i) of the companies act, 2013, Corporate Social Responsibility is not applicable and hence no separate annexures are given for the same.

- (iv) There were no frauds reported by the Auditor During Financial Year 2018 - 2019
- (v) There are no subsidiaries , associate is of the Company. The Company also has no holding Company. Hence no details provided.
- (vi) There are no disclosures required to be given under equity shares with different right, ESOP or Sweat equity as company has not used any such securities.
- (vii) The Nomination & Remuneration policy of the company is available on the website of the company www.gravityindia.net and brief details of the same are included in Corporate Governance Report.

35. Acknowledgements:-

The Board expresses its gratitude and appreciates the assistance and co-operation received from the Creditors, Banks, Government Authorities, Customers and Shareholders during the year under review.

For and on behalf of the Board of Directors

VARUN RASIKLAL THAKKAR
Chairman & Managing Director
DIN:00894145

Place: Mumbai

Date: 13th August, 2019

SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**To,
The Members,
M/s. Gravity (India) Limited**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/S. GRAVITY (INDIA) LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and return is filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019, has complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers; minutes' books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - **(Not applicable to the Company during the Audit Period);**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **(Not applicable to the Company during the Audit Period);**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **(Not applicable to the Company during the Audit Period);**
 - (f) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable to the Company during the Audit period);**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **(Not**

applicable to the Company during the Audit period);

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period);**
- (vi) Having regards to the compliance system prevailing in the Company, information representation provided by management and on examination of the relevant documents and records in pursuance thereof on test-check basis, the following laws are also applicable on company;
- i. The Equal Remuneration Act, 1976;
 - ii. Maharashtra state Tax on Professions, Trades, Callings and Employments Act 1975;
 - iii. Electricity Act, 2003 & The Electricity Rules, 2005
 - iv. Energy Conservation Act, 2011
 - v. Central Electricity Authority (Safety requirements for construction, operation and maintenance of electrical plants and electric lines) Regulations 2011
 - vi. The Water (Prevention And Control Of Pollution) Act 1974
 - vii. The AIR (Prevention And Control Of Pollution) Act, 1981
 - viii. The Minimum Wages Act, 1948
 - ix. The Contract Labour (Regulation & Abolition) Act, 1970
 - x. The Industrial Employment (Standing Orders) Act 1946
 - xi. Employees Provident Fund & Miscellaneous provisions Act 1952, EPF scheme.
 - xii. Employees State Insurance Act 1948 (ESIC)
 - xiii. Maharashtra Labour welfare fund Act 1953
 - xiv. The cloth markets & Shops board Mumbai (Mathadi Kamgar).
 - xv. Factory Act 1948.
 - xvi. IEM code, Directorate of Industries - District Industry Centre
 - xvii. Maharashtra Pollution control Board - MPCB.
 - xviii. Maharashtra Boiler rules 1962 (Certificate of use of boiler).
 - xix. Income Tax Act, 1961.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (As amended).

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to following observations:

1. The Company had failed to submit the copy of approved/adopted Annual Report by the members at Annual General Meeting within 21 working days as required under regulation 34 of the SEBI (LODR), Regulation, 2015.
2. The Company is under process of hosting all information on its website in line with and requirements of regulation 46 of the SEBI (LODR), Regulation, 2015.
3. The Company at one instance failed to submit the details / outcome of Board meeting held on 14.11.2018 along with un-audited Financials for quarter and half year ended 30.09.2018 to the exchange in compliance of regulation 30 of the SEBI (LODR), Regulation, 2015 read with Para 1 of Part 1 of Schedule III within 30 minutes of the conclusion of Board meeting and submitted the same on 15.11.2018 due to some technical issue in receiving OTP.
4. The Company has not disseminated to the exchange the newspaper publications during the year under review as required under regulation 47(1) and (3) of SEBI (LODR) Regulation, 2015.

5. The Company needs to appoint an Internal Auditor in compliance of Section 138 of the Companies Act, 2013.

I further report that:

- (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes made in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- (ii) Adequate notice is given to all directors to schedule the Board and Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (iii) Decisions at the Board Meetings, as represented by the management and recorded in minutes, were taken unanimously.
- (iv) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- (v) There are adequate systems and processes in the Company, commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further Inform/report that during the year under review, the following events or actions had a major bearing on its affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc., that

- 1. During the year under review the securities of the Company were placed under Stage-I of Graded Surveillance Measure (GSM) framework vide exchange general notice dated October 19, 2018 and further securities of the Company has been removed from GSM framework vide further notice of the exchange dated December 14, 2018.
- 2. The exchange has levied penalty of Rs.32,000/- plus GST due to non-submission of adopted annual report in time as required under regulation 34 of the SEBI (LODR) Regulations, 2015.
- 3. The Company had received a letter from IEPF department and company has given replied to respective letter.
- 4. As per the paid up capital structure and net worth of the Company, the company was eligible to claim exemption given under regulation 15(2) of the SEBI (LODR) Regulations, 2015 for compliance of regulations 17 to 27 of the SEBI (LODR) Regulations, 2015. However company voluntarily opt to comply with such regulations.
- 5. During the year under review the promoters had acquired few shares of the company which were within 2% of the paid up capital of the Company and in compliance of regulation 29(2) of the SEBI (SAST) Regulation, 2011.

Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part if this report.

For Ainesh Jethwa & Associates
Company Secretary in Practice

Aineshkumar Jethwa
Proprietor
Membership No.: 27990
COP No.: 19650

Place: Mumbai
Dated: 13th August, 2019

Annexure to the Secretarial Audit Report

**To,
The Member,
M/s. Gravity (India) Limited**

Our report of even date is to be read along with this letter.

Management's Responsibility

- 1) It is the Responsibility of Management of the Company to maintain Secretarial records, device proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

- 2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
- 3) I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- 4) Where ever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
- 5) The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

Disclaimer

- 6) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Ainesh Jethwa & Associates
Company Secretary in Practice**

**Aineshkumar Jethwa
Proprietor
Membership No.: 27990
COP No.: 19650**

**Place: Mumbai
Dated: 13th August, 2019**

Annexure-4

FORM No. AOC – 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/ arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain Arm's Length Transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis – Not Applicable
2. Details of material contracts or arrangement or transactions at arm's length basis: Contracts entered by Related party Transaction are as follows:

Name of the related party	Nature of relationship	Nature of contract/ transactions	Duration of the contract/transaction	Amount in (Rs)
Rammaruti Textiles Pvt. Ltd	Enterprises where Di- rectors has significant influence	Reimbursement of Electricity Expense	On going	5683227
Rammaruti Textiles Pvt. Ltd	Enterprises where Di-rectors has significant influence	Rent	On going	192000
Shivani Textiles	Enterprises where Di- rectors has significant influence	Reimbursement of Electricity Expense Rent	On going On going	192000
Radha Textiles	Enterprises where Directors has significant influence	Reimbursement of Electricity Expense Rent	On going On going	192000

Appropriate approvals have been taken for related party transactions. No amount was paid as advance.

For and on behalf of the Board

Varun Thakkar
Chairman & Managing Director
DIN : 00894145

Place: Mumbai
Date : 13th August, 2019

Annexure - 5

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	L17110MH1987PLC04899
ii	Registration Date	13/03/1987
iii	Name of the Company	Gravity (India) Limited
iv	Category/Sub-category of the Company	Company Limited by Shares Non-Govt. Company
v	Address of the Registered office & contact details	Gala No 106/07 Hallmark Vasant Oscar Mulund West Mumbai-400080 India
vi	Whether listed company	Yes
vii	Name , Address & Contact details of the Registrar & Transfer Agent, if any.	Universal Capital Securities Pvt.Ltd. 21, Shakil Niwas, Mahakali Caves Road, Andheri [East],- Mumbai - 400 093. Contact Person : Mr. Jaiprakash Pingulkar

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Synthetic Fabric (Other)	17299	99.59

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES :

Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
NIL	NIL	NIL	NIL	NIL

Gravity (india) Limited

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

i) Category - wise Share Holding

Category of Shareholder	No. of shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1 Indian									
(a) Individuals/ Hindu Undivided Family	1971564	0	1971564	21.90	2018041.00	0.00	2018041	22.42	0.52
(b) Central Govt(s)	0	0	0	0.00			0	0.00	0.00
(c) State Govt(s)			0	0.00			0	0.00	0.00
(d) Bodies Corporate	109	0	109	0.00	109.00	0.00	109	0.00	0.00
(e) Banks / FI			0	0.00			0	0.00	0.00
(f) Any Others(Specify)									
(e-i)									
(e-ii)									
Sub Total(A)(1)	1971673	0	1971673	21.90	2018150	0	2018150	22.42	0.52
2 Foreign									
a NRIs - Individuals			0	0.00			0	0.00	0.00
b Other Individuals			0	0.00			0	0.00	0.00
c Bodies Corporate			0	0.00			0	0.00	0.00
d Banks / FI			0	0.00			0	0.00	0.00
e Any Others(Specify)									
e-i									
e-ii									
Sub Total(A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter (A) = (A)(1) + (A)(2)	1971673	0	1971673	21.90	2018150	0	2018150	22.42	0.52
(B) Public shareholding									
1 Institutions									
(a) Mutual Funds			0	0.00			0	0.00	0.00
(b) Banks / FI		0	0	0.00		0.00	0	0.00	0.00
(c) Central Govt(s)			0	0.00			0	0.00	0.00
(d) State Govt(s)			0	0.00			0	0.00	0.00
(e) Venture Capital Funds			0	0.00			0	0.00	0.00
(f) Insurance Companies			0	0.00			0	0.00	0.00
(g) FIs			0	0.00			0	0.00	0.00
(h) Foreign Venture Capital Funds			0	0.00			0	0.00	0.00
(i) Any Other (specify)									
(i-ii)									
(i-ii)									
Sub-Total (B)(1)	0	0	0	0.00	0	0	0	0.00	0.00
B 2 Non-institutions									
(a) Bodies Corporate									
(i) Indian	432302	6750	439052	4.88	407563.00	6750.00	414313	4.60	-0.27
(ii) Overseas			0	0.00			0	0.00	0.00
(b) Individuals									
(i) Individual shareholders holding nominal share capital up to Rs 1 lakh	3167313	67926	3235239	35.94	3129778.00	59376.00	3189154	35.43	-0.51
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	2838712	0	2838712	31.53	2936290.00	0.00	2936290	32.62	1.08
(c) Others (specify)									
(i) Clearing Members	131976	0	131976	1.47			0	0.00	-1.47
(ii) Trusts		0	0	0.00	61282.00	0.00	61282	0.68	0.68
(iii) NRI / OCBs	262448	122850	385298	4.28	259911.00	122850.00	382761	4.25	-0.03
(iv) Foreign Nationals			0	0.00			0	0.00	0.00
(v) Foreign Corporate Body			0	0.00			0	0.00	0.00
Sub-Total (B)(2)	6832751	197526	7030277	78.10	6794824	188976	6983800	77.58	-0.52
(B) Total Public Shareholding (B) = (B)(1) + (B)(2)	6832751	197526	7030277	78.10	6794824	188976	6983800	77.58	-0.52
TOTAL (A) + (B)	8804424	197526	9001950	100.00	8812974	188976	9001950	100.00	0.00
(C) Shares held by Custodians for GDRs & ADRs								0.00	0.00
GRAND TOTAL (A) + (B) + (C)	8804424	197526	9001950	100.00	8812974	188976	9001950	100.00	0.00

(ii) SHARE HOLDING OF PROMOTERS

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in shareholding during the year
		No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	
1	GRAVITY SYNTHETICS PVT. LTD.	109	0.00		109	0.00		0
2	RASIKLAL D THAKKAR	5000	0.06		5000	0.06		0
3	RASIKLAL DALPATRAM THAKKAR	59588	0.66		59588	0.66		0
4	JAY RASIKLAL THAKKAR	29784	0.33		42107	0.47		0.14
5	DAKSHABEN RASIKLAL THAKKAR	837597	9.30		871751	9.68		0.38
6	SAMIR RASIKLAL THAKKAR	188368	2.09		188368	2.09		0
7	VARUN RASIKLAL THAKKAR	851227	9.46		851227	9.46		0
	Total	1971673	21.90		2018150	22.42		0.58

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Particulars	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	GRAVITY SYNTHETICS PVT. LTD At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus sweat/equity etc Date Reason At the End of the year 31-03-2019	109	0.00	109	0.00
2	RASIKLAL D THAKKAR At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus sweat/equity etc Date Reason At the End of the year 31-03-2019	5000	0.06	5000	0.06
3	RASIKLAL DALPATRAM THAKKAR At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus sweat/equity etc Date Reason At the End of the year 31-03-2019	59588	0.66	59588	0.66

Gravity (india) Limited

Sl. No.	Particulars	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
4	JAY RASIKLAL THAKKAR At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus sweat/equity etc Date Reason 21-09-2018 Transfer 05-10-2018 Transfer 12-10-2018 Transfer 19-10-2018 Transfer 26-10-2018 Transfer 30-03-2019 Transfer Transfer At the End of the year 31-03-2019	29784 849 255 1100 1820 3799 4500 42107.00	0.33 0.01 0.00 0.01 0.02 0.04 0.05 0.47	42107 30633 30888 31988 33808 37607 42107 	0.47 0.34 0.34 0.36 0.38 0.42 0.47
5	DAKSHABEN RASIKLAL THAKKAR At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus sweat/equity etc Date Reason 06-04-2018 Transfer 13-04-2018 Transfer 20-04-2018 Transfer 27-04-2018 Transfer 11-05-2018 Transfer 26-10-2018 Transfer 02-11-2018 Transfer At the End of the year 31-03-2019	837597 187 2078 5607 7109 16468 2490 215 871751	9.30 0.00 0.02 0.06 0.08 0.18 0.03 0.00 9.68	871751 837784 839862 845469 852578 869046 871536 871751 	9.68 9.31 9.33 9.39 9.47 9.65 9.68 9.68
6	SAMIR RASIKLAL THAKKAR At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus sweat/equity etc Date Reason Transfer At the End of the year 31-03-2019	188368 188368.00	2.09 2.09	188368 	2.09
7	VARUN RASIKLAL THAKKAR At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus sweat/equity etc Date Reason Transfer At the End of the year 31-03-2019	851227 851227.00	9.46 9.46	851227 	9.46

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sl. No.	Particulars	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	SHRADDHA At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus sweat/equity etc Date Reason At the End of the year (or on the date of separation, if separated during the year	584961	6.50	584961	6.50
2	SUBRAMANIAN P At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus sweat/equity etc Date Reason At the End of the year (or on the date of separation, if separated during the year	425620	4.73	425620	4.73
3	VASANT S KADAM At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus sweat/equity etc Date Reason At the End of the year (or on the date of separation, if separated during the year	398656	4.43	398656	4.43
4	VINODRAY FULCHNAD JANKHARIYA At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus sweat/equity etc Date Reason At the End of the year (or on the date of separation, if separated during the year	150500	1.67	150500	1.67

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Sl. No.	Particulars	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
5	SANJEEV LUNKAD				
	At the beginning of the year	141912	1.58		
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus sweat/equity etc				
	Date Reason				
	04-05-2018 Transfer	3876	0.04	145788	1.62
	18-05-2018 Transfer	370	0.00	146158	1.62
	07-09-2018 Transfer	42945	0.48	189103	2.10
	25-01-2019 Transfer	-709	-0.01	188394	2.09
	01-02-2019 Transfer	-11579	-0.13	176815	1.96
	22-02-2019 Transfer	45246	0.50	222061	2.47
	01-03-2019 Transfer	-8640	-0.10	213421	2.37
	08-03-2019 Transfer	-4300	-0.05	209121	2.32
	15-03-2019 Transfer	3725	0.04	212846	2.36
	22-03-2019 Transfer	-9361	-0.10	203485	2.26
	30-03-2019 Transfer	-3480	-0.04	200005	2.22
	At the End of the year (or on the date of separation, if separated during the year	200005	2.22		
6	DINESH DHANJI DEDHIA				
	At the beginning of the year	134155	1.49		
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus sweat/equity etc				
	Date Reason				
	29-09-2018 Transfer	2000	0.02	136155	1.51
	31-12-2018 Transfer	4072	0.05	140227	1.56
	25-01-2019 Transfer	1500	0.02	141727	1.57
	15-03-2019 Transfer	17000	0.19	158727	1.76
	At the End of the year (or on the date of separation, if separated during the year	158727	1.76		
7	MANOJ KAPOORCHAND JAIN				
	At the beginning of the year	86800	0.96	86800	0.96
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus sweat/equity etc				
	Date Reason				
	At the End of the year (or on the date of separation, if separated during the year	86800	0.96		

Sl. No.	Particulars	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
8	RAMESH JAMNADAS THAKKAR At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus sweat/equity etc Date Reason At the End of the year (or on the date of separation, if separated during the year	80000	0.89	80000	0.89
9	RAJKUAMR Z HARIA At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus sweat/equity etc Date Reason At the End of the year (or on the date of separation, if separated during the year	75000	0.83	75000	0.83
10	HEENA ATUL PAREKH At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus sweat/equity etc Date Reason At the End of the year (or on the date of separation, if separated during the year	70034	0.78	70034	0.78

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(v) Shareholding of Directors & KMP

Sl. No.	Particulars	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
(i)	JAY RASIKLAL THAKKAR				
	At the beginning of the year	29,784	0.33	29,784	0.33
	Bought during the year/sold during the year	12,323	0.14	12323	0.14
	At the end of the year	42,107	0.47	42107	0.47
(ii)	DAKSHABEN RASIKLAL THAKKAR				
	At the beginning of the year	837597	9.30	837597	9.30
	Bought during the year/sold during the year	34154	0.37	34154	0.37
	At the end of the year	871751	9.68	871751	9.68
(iii)	VARUN RASIKLAL THAKKAR				
	At the beginning of the year	851227	9.46	851227	9.46
	Bought during the year/sold during the year	NO CHANGE			
	At the end of the year	851227	9.46	851227	9.46

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured loans excluding deposits	unsecured loans	Deposits	Total indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	15,546,021	0	0	15,546,021
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	15,546,021	0	0	15,546,021
Change in Indebtedness during the financial year				
Additions	0	0	0	0
Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	15,546,021	0	0	15,546,021
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	15,546,021	0	0	15,546,021

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, whole time director and/or Manager:

Sl. no	Particulars of Remuneration	Name of the MD/WTD/Manager	Total Amount
		VARUN THAKKAR	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	8,40,000 P.A.	8,40,000 P.A.
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock option		-
3	Sweat Equity		
4	Commission as % of profit others (specify)	-	
5	Others, please specify		
	Total (A)	8,40,000 P.A.	8,40,000 P.A.
	Ceiling as per the Act	The remuneration is well within the limits prescribed under the companies act, 2013, read with the notification issued from time to time.	

B. Remuneration to other directors:

Sl. no	Particulars of Remuneration	Name of the Directors		Total Amount
		Prabhavati Shetty	Vipul Prajapati	
1	Independent Directors			
	(a) Fee for attending board committee meetings	A) Rs.3000 per meeting (4 meeting= 3000x5=15000	A) Rs.3000 per meeting (4 meeting= 3000x5=15000	
	(b) Commission			
	(c) Others, please specify			
	Total (1)	15000	15000	30000
2	Other Non Executive Directors	Dakshaben Thakkar		
	(a) Fee for attending board committee meetings	None		
	(b) Commission			
	(c) Others, please specify.			
	Total (2)	Nil		
	Total (B)=(1+2)	15000	15000	30000
	Total Managerial Remuneration			
	Overall Ceiling as per the Act.			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD :

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary	CFO	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	Rs. 1,44,000/-	Rs. 3,00,000/-	Rs. 4,44,000/-
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961.	-	-	-	
2	Stock Option	-	-	-	
3	Sweat Equity	-	-	-	
4	Commission	-	-	-	
	as % of profit	-	-	-	
	others, specify	-	-	-	
5	Others, please specify	-	-	-	
	Total	-	Rs. 1,44,000/-	Rs. 3,00,000/-	Rs. 4,44,000/-

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES (Upto 31st March 2017) : None

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

For and on behalf of the Board

Varun Thakkar
Chairman & Managing Director
DIN : 00894145

Place : Mumbai
Date : 13th August, 2019

ANNEXURE - 2

CORPORATE GOVERNANCE REPORT

Corporate Governance provides a principle process and structure through which the objectives, the means of attaining the objectives and systems of monitoring performance are also set. Corporate Governance is a set of accepted principles by management of the alienable rights of the Shareholders as a true owner of the corporation and of their own role as trustees on behalf of the shareholders. It is about

- 1) Commitment to the values.
- 2) Ethical Business Conduct.
- 3) Transparency.
- 4) Clear distinction between personal and corporate funds in the Management of the Company.
- 5) Compliance with all the regulators.
- 6) Sustainable value creation for all shareholders.

Corporate Governance involves a set of relationships between a company's management, its board, its shareholders and other stakeholders. In this background the Board of Directors and the senior management have a special responsibility to ensure that the principles of Corporate Governance such as transparency, accountability, discharge of fiduciary duties, Compliance requirements and above all, shareholder interest are always at the center of the Company's activities. Company's Governance framework is based on the following main principles:

1. Constitution of a Board of Directors of appropriate composition, size and commitment to discharge their responsibilities and duties.
2. Ensuring timely flow of information to the Board and its Committees to enable them discharge their functions effectively.
3. Independent verification and safeguarding integrity of the Company's financial reporting.
4. A sound system of risk management and internal control.
5. Timely and balanced disclosure of all material information concerning the Company to all stakeholders.
6. Transparency and accountability.
7. Compliance with all the rules and regulations.
8. Fair and equitable treatment of all its stakeholders including employees, customers, shareholders and investors.

In accordance with Regulation 34 and Schedule V of the SEBI (Listing and Disclosure Requirements) Regulations, 2015 (LODR) and the best practices followed internationally on corporate governance, the details of governance systems and processes are asunder:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Your Company has complied with the requirement stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations 2015 ("SEBI Listing Regulation") as applicable with regard to corporate governance. The Company is committed to the consistent adherence to the said corporate governance code to maintain a greater degree of responsibility & accountability.

Your Company's philosophy on corporate governance envisages the attainment of highest level of transparency in accountability and equity in all facets of its operation and in all its interactions with its shareholders / employees, government and lenders.

The Company believes that all its operations and actions must serve the underlying goal of enhancing over all shareholders' value over a sustained period of time.

2. BOARD OF DIRECTORS:

- a) The Board of Directors consists of following four Directors as on 31st March, 2019.

Mr. Varun Rasiklal Thakkar	Managing Director, Promoter, Executive
Mrs. Dakshaben R. Thakkar	Promoter, Non-Executive
Mr. Vipul Kumar Narottam Prajapati	Non-executive, Independent
Mrs. Prabhavati Shetty	Non-Executive, Independent

Further, Mr. Samir Ruparelia has been appointed as the Additional Independent Director of the Company with effect from 13th August, 2019.

- b) The Meeting of Board of Directors during the financial year 2018 -19 were held on 30th May 2018, 09th August 2018, 14th November 2018, 13th December, 2018 and 07th February, 2019.
- c) The Annual General Meeting of the Company for the year ended 31st March 2018 was held on 29th September 2018.
- d) The attendance of the Directors to the Meetings of the Board of Directors and to the Annual General Meeting of the Company is elaborated in the below mentioned table:

Meeting of the Board of Directors	Number of Meetings in the Financial Year 2018-19		
Name of Committee members	Category	Held	Attended
Varun Rasiklal Thakkar	Executive Director, Managing Director	5	5
Dakshaben Rasiklal Thakkar	Non-Executive Director	5	5
Prabhavati Venugopal Shetty	Non-Executive - Independent Director	5	5
Vipulkumar Narottam Prajapati	Non-Executive - Independent Director	5	5

During the Financial Year, all the Directors of the Company had attended the Annual General Meeting of the Company held on 29th September, 2018.

- e) The Number of Companies and Committees in which the Board Members are a member or chairperson are as follows:

Name of Director	Chairmanship/ Membership	Mr. Varun Thakkar	Mrs. Dakshaben Thakkar	Mr. Vipul Prajapati	Mrs. Prabhavati Shetty
Number of Directorships in Other Public Companies	Directorship	0	0	0	0
	Chairperson/ Chairman				
	Member	0	0	0	0
Number of Committees positions in held in Other Public Companies	Chairperson	0	0	0	0
	Chairman				
	Member	0	0	0	0

In accordance to regulation 18 and 20 of the SEBI (LODR) Regulations, 2015, Chairmanship/Membership of only Audit Committee and Stakeholder's Relationship Committee in all Public Companies excluding Gravity (India) Limited have been considered.

Disclosure of relationship between the directors inter-se: Mr. Varun Thakkar & Mrs. Dakshaben Thakkar are relatives.

- f) Stake held by Non-executive Directors in the Company are as follows:

Name of Non-Executive Directors	Mrs. Dakshaben Thakkar	Mr. Vipul Prajapati	Mrs. Prabhavati Shetty
Number of Shares	8,71,751	0	0
Number of Convertible Instruments	Not Applicable	Not Applicable	Not Applicable

- g) The familiarization programmes imparted to Independent Director is displayed on the website of the Company www.gravityindia.net.

2) Meeting of Independent Directors

During the year under review, the Independent Directors met on 25th March, 2019, inter alia, to:

- 1) Reviewed the performance of Non-Independent Directors and overall performance of the Board as a whole.
- 2) Reviewed the performance of the Chairperson of the Company taking into account the views of executive and non-executive Directors of the Company.
- 3) Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that it is necessary for the Board to effectively and reasonably perform their duties.
- 4) Considered and took note of SEBI (Listing and Disclosure Requirements) Regulations, 2015.

All the independent Directors were present at the meeting.

3) AUDIT COMMITTEE:-

The Board of Directors has constituted an Audit Committee of Directors constituted in line with the provisions of regulation 18 of SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015 read with Section 177 of the Companies Act, 2013 and empowered the Committee to deal with all such matters which it may consider appropriate to perform as Audit Committee Including items specified in the Section 177 (4) of the Companies Act, 2013 as may be modified /amended from time to time), along with items specified in Part C of Schedule II in SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 under the head role of Audit Committee(as may be modified / amended from time to time) and such matters as may be assigned from time to time by the Board of Directors

The Chairman of the Audit Committee is an Independent Director of the Company.

Terms of reference:

- i. Overseeing Financial Reporting process and disclosure of Financial information, to ensure that the Financial Statements are correct, sufficient and credible;
- ii. Recommending appointment and removal of the Statutory Auditors, fixation of Audit fee and approval for payment of any other services;
- iii. Reviewing with the Management, the periodical Financial Statements including of Subsidiaries/ Associates, in particular the investments made by the unlisted Subsidiaries of the Company, before submission to the Board for approval;
- iv. Reviewing with the Management and the Statutory and Internal Auditors, the adequacy of Internal Control Systems and recommending improvements to the Management;
- v. Reviewing the adequacy of Internal Audit function, approving Internal Audit plans and efficacy of the functions including the structure of the Internal Audit department, staffing, reporting structure, coverage and frequency of Internal Audit;
- vi. Discussion with Internal Auditor on any significant findings and follow-up thereon;

- vii. Reviewing the findings of any internal investigations by Internal Auditors into matters where there is suspected fraud or irregularity or failure of Internal Control Systems of a material nature and reporting the matter to the Board;
- viii. Discussion with Statutory Auditors before the Audit commences, about the nature and scope of Audit, as well as post-audit discussions to ascertain any area of concern;
- ix. Reviewing the Management Discussion and Analysis of financial condition and results of operations, statement of significant Related Party Transactions, Management letters/letter of Internal Control Weakness issued by Statutory Auditors, Internal Audit Reports etc;
- x. Reviewing the Company's Financial and Risk Management System.
- xi. Scrutiny of Inter-corporate Loans and Investments;
- xii. Reviewing any subsequent modification of transactions with the Related Parties.
- xiii. Reviewing the reasons for substantial defaults in the payments to the Depositors, Debentures holders, Shareholders (in case of non-payment of declared Dividends) and Creditors if any.
- xiv. Besides the Committee Members, Chief Financial Officer and partners/other representatives of the firms of Statutory Auditors and Internal Auditors were also present at the Meetings to answer the queries raised by the Committee Members;
- xv. Establish a Vigil Mechanism for Directors and Employees to report genuine concerns in such manner as may be prescribed;
- xvi. The Chairman of Audit Committee was present at 31st Annual General Meeting of the Company held on 29th September, 2018;
- xvii. To perform such other function(s) as may be delegated by the Board from time to time.
- xviii. The Company Secretary acts as the Secretary of the Committee.
- xix. Pursuant to Regulation 18 of the SEBI (Listing and Obligations Disclosure Requirements) Regulations, 2015
- xx. The Composition of the Audit Committee and the details of Meetings attended by its Members are given below:

Audit Committee		Number of Meetings in the Financial Year 2018-19	
Name of Committee members	Category	Held	Attended
Dakshaben Rasiklal Thakkar	Non-Executive - Director, Member	5	5
Prabhavati Venugopal Shetty	Non-Executive - Independent Director, Member	5	5
Vipulkumar Narottam Prajapati	Non-Executive - Independent Director, Chairperson	5	5

Five Audit Committee Meetings were held during the year. These meetings were held on 30th May 2018, 09th August 2018, 14th November 2018, 13th December, 2018 and 07 February, 2019

4. NOMINATION AND REMUNERATION COMMITTEE:

The Board of Directors has constituted a Nomination and Remuneration Committee of Directors in line with the provisions of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with Section 178 of the Companies Act 2013. The role of the Committee is to perform all such matters as prescribed under the Companies Act, 2013 and Schedule II - Part D about Role of Nomination and Remuneration Committee of Directors under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which inter alia includes-

recommendation to Board of Directors, the Remuneration Policy for the Company, formulation of criteria for performance evaluation of Directors, Board and Committee, appointment of Director, appointment and remuneration of Key Managerial Personnel's and Senior Management of the Company. The Committee will also deal with matters as may be assigned from time to time by the Board of Directors.

The Chairman of the Nomination and Remuneration Committee is an Independent Director.

Pursuant to Regulation 19 of the SEBI (Listing and Disclosure Requirements) Regulations, 2015 the Composition of the Nomination and Remuneration Committee and the details of Meetings attended by its Members are given below:

Nomination and remuneration committee		Number of Meetings attended in the Financial Year 2018-19	
Name of Committee members	Category	Number of Meetings held during the year	Number of Meetings attended during the year
Dakshaben Rasiklal Thakkar	Non-Executive - Non Independent Director, Member	3	3
Prabhavati Venugopal Shetty	Non-Executive - Independent Director	3	3
Vipulkumar Narottam Prajapati	Non-Executive - Independent Director, Chairperson	3	3

Three Nomination and Remuneration Committee Meeting were held during the year. These meetings were held on 30th May 2018, 09th August 2018, 14th November 2018.

The performance evaluation criteria of the Independent Directors involves the preparation, involvement in the relevant agenda items of the meetings, contribution to the betterment of the Business of the Company, maintenance of high standards of ethics and integrity, etc.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Board of Directors has constituted a Stakeholders' Relationship / Grievance Committee of Directors in line with the provisions of Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with Section 178 of the Companies Act, 2013. The role of the Committee is to consider and resolve the Grievances of Security holders and perform such roles as may require under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Continuous efforts are made to ensure that Grievances are expeditiously redressed to the satisfaction of Investors. A status report of Shareholders complaints and redressal thereof is prepared and placed before Stakeholders' Relationship/Grievance Committee of Directors.

Terms of reference:

- The Committee looks into the Redressal of Shareholders'/Investors' Complaints / Grievances pertaining to transfer or credit of Shares, non-receipt of Annual Reports, Dividend payments (if any) and other miscellaneous Complaints/ Grievances.
- The Committee reviews performance of the Registrar and Transfer Agent and recommends measures for overall improvement in the quality of Investor services.
- The Company Secretary acts as the Secretary of the Committee.
- Details of Investor Complaints received and redressed during the Financial 2018-19 areas follows:

Complaint at the beginning of the Year	Received during the Year	Disposed of during the Year	Unresolved as on 31st March, 2019
Nil	Nil	Nil	Nil

Gravity (india) Limited

Name, designation and address of Compliance Officer:

CS Kavita Jhaveri

Company Secretary & Compliance Officer

Gravity (India) Limited

Gala No 106/07 Hallmark Vasant Oscar

Mulund West Mumbai City MH 400080;

E-mail : csgravityindia@gmail.com

The Composition of the Stakeholders' Relationship Committee and the details of Meetings attended by its Members are given below:

Stakeholders' Relationship Committee		Number of Meetings attended in the Financial Year 2018-19	
Name of Committee members	Category	Number of Meetings held during the year	Number of Meetings attended during the year
Dakshaben Rasiklal Thakkar	Non-Executive - Non Independent Director, Chairperson	4	4
Prabhavati Venugopal Shetty	Non-Executive - Independent Director, Member	4	4
Vipulkumar Narottam Prajapati	Non-Executive - Independent Director, Members	4	4

Four Stakeholders Relationship Committee Meeting were held during the year. These meetings were held on 30th May 2018, 09th August 2018, 14th November 2018, and 07 February, 2019

6. GENERAL BODY MEETINGS:

Date and time for last three Annual General Meetings (AGM) were as follows:

Year	Time	Date	Special Resolution passed
2015-16	3:00 p.m	30.09.2016	Yes
2016-17	3:00 p.m	29.09.2017	No
2017 -18	3:00 p.m	29.09.2018	Yes

Location for all the above Annual General Meetings were: Regd. Office situated at : Gala No. 131, Sanjay Bldg., No. 5-B, Mittal Industrial Estate, Andheri - Kurla Road, Andheri (East), Mumbai -400 059.

Details of Special Resolution Passed in previous Three AGM.

AGM Date	Particulars
29.09.2018	To consider and approve the proposal for Sale of premises of the Company situated on second floor at Kondivita 202, Bldg No.2, VTS 468, Kondivita Village, Opp. Saidev Hotel, Andheri – East, Mumbai - 400059
30.09.2017	Not Applicable
30.09.2016	Appointment of Mr. Varun Thakkar (DIN: 00894145) as a Managing Director, liable to retire by rotation and to fix his remuneration.

Extra-Ordinary General Meeting: No Extraordinary General Meeting of the Members was held during the year 2018-19

Postal Ballot:

No Postal Ballot was conducted during the year 2018-19

7) MEANS OF COMMUNICATION:-

The Company has regularly published its quarterly, half yearly and annual results in one English Newspaper and one Marathi News paper and submitted to the Stock Exchange in accordance with the requirements stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also in accordance to the erstwhile Listing Agreement.

The financial results are normally published in The Free Press Journal (English) and Navshakti (Marathi) Newspaper.

Also they are uploaded on the Company's **website**: www.gravityindia.net.

8) GENERAL SHAREHOLDER INFORMATION:-

A) Annual General Meeting:

Date: 30th September, 2019

Day : Monday

Time: 11.00 A.M

Place : Regd office of the Company situated at: Gala No 106/07 Hallmark Vasant Oscar
Mulund West Mumbai Mumbai City MH 400080.

B) Financial Calendar

Accounting Year 1st April, 2018 to 31st March, 2019

First quarter results Last week of July Second quarter results Last week of October

Third quarter results Last week of January

Fourth quarter results Last week of May

C) Book Closure Date: 23rd September, 2019 to 30th September, 2019

D) Listing on Stock Exchange: The Bombay Stock Exchange, Mumbai (BSE)

E) The Company has paid the listing fees to the Stock Exchange for the Financial Year 2018 - 19

F) Stock Code.: 532015

G) Demat ISIN No : INE995A01013

H) CIN: L17110MH1987PLC042899

I) STOCK EXCHANGE PRICE DATA: HIGH / LOW DURING EACH MONTH IN LAST FINANCIAL YEAR:

Period	High	Low	Period	High	Low	Period	High	Low
April 2018	4.12	2.87	Aug 2018	3.23	2.55	Dec 2018	3.31	2.05
May 2018	4.98	4.02	Sep 2018	2.82	2.20	Jan 2019	3.36	2.20
June 2018	5.55	4.90	Oct 2018	3.65	2.47	Feb 2019	3.00	2.02
July 2018	4.66	3.40	Nov 2018	3.64	3.17	Mar 2019	2.17	1.70

Gravity (india) Limited

J) PERFORMANCE IN COMPARISON TO BSE INDEX:-



K) REGISTRAR AND SHARE TRANSFERAGENTS:-

For both physical and Demat (Common Registry)

Universal Capital Securities Pvt. Ltd. (Formerly known as Mondkar Computers Pvt. Ltd.)
21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai – 400 093.

L) SHARE TRANSFER SYSTEM:

Presently the shares, which are received in physical form, are processed and the share certificates duly endorsed are returned within the period of one month of the date of receipt subject to documents being valid and complete in all respects. The securities of the Company are dematerialized to enable the shareholders to have easy and safe transfer of shares.

M) DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2019 IS AS UNDER:

No. of shares	No. of Shareholders	% To total Shareholders	Holdings	% To total
Holdings				
Upto 500	2276	59.472	542878	6.031
501 – 1000	716	18.709	644818	7.163
1001 – 2000	389	10.165	637540	7.082
2001-3000	135	3.528	358793	3.986
3001 – 4000	70	1.829	251103	2.789
4001 – 5000	74	1.934	361960	4.021
5001 – 10000	92	2.404	693282	7.701
10001 and above	75	1.960	5511576	61.226
Total	3827	100.00	9001950	100.00

CATEGORIES OF SHAREHOLDERS AS ON 31ST MARCH, 2019:

Category	No. of Shares of Rs.10/- each	(%) Percentage
Indian Promoters	2018150	22.42
Foreign Promoters		
Persons Acting in Concert		
Mutual Funds and UTI		
Banks / Financial Institutions / Insurance Companies		
Private Corporate Bodies	159381	1.77
Indian Public	6125444	68.05
NRIs / OCBs	382761	4.25
NBFC/LLP	4960	0.06
HUF	249972	2.78
Others	61282	0.68
Total	9001950	100.00

N) DEMATERIALISATION OF EQUITY SHARES AND LIQUIDITY:

As on 31.03.2019 of the total equity shares issued, 97.81% were held in dematerialized form and the balance 2.19% of shares in physical form.

O) COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:

During the year under review no Commodity Price Risk or Foreign Exchange Risk and Hedging activities.

P) PLANT LOCATIONS:

The Company's Plants are located at Silvassa, Union Territory of Dadra & Nagar Haveli.

Q) ADDRESS FOR CORRESPONDENCE:

(i) Investor Correspondence:

For any query relating to the Shares of the Company, held in Physical form or in Demat form. OR

(ii) For grievance redressal & any query on Annual Report.

Correspondence by the shareholders/Investors should be addressed to the Registered Office of the Company.

9) OTHER DISCLOSURES:-**Related Party Transactions:**

None of the transactions with any of the related parties were in conflict with the interest of the Company. Details of transactions with related parties are disclosed in notes to the Accounts in the Annual Report. All related party transactions are negotiated at arms' length basis and are only intended to further the interest of the Company.

Confirmation that None Directors are disqualified:

The Company has obtained a certificate from Company Secretary in practice that none of the Directors on the Board have been debarred or disqualified from being appointed or continuing as directors in the Company.

Compliances

The Company has complied with all the mandatory requirements specified in SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. The Company has also complied with mandatory and

non-mandatory applicable rules and regulations prescribed by Stock Exchanges, SEBI or any other statutory authority relating to the capital markets. All returns/Reports were filed within stipulated time with Stock Exchanges/ other authorities.

Vigil Mechanism

The Company has established a vigil mechanism:

- (i) to promote ethical behavior in all its business activities
- (ii) to establish mechanism for employees to report any genuine grievances, illegal, unethical behavior, suspected fraud or violation of laws, rules and regulation or conduct

There reportable matters may be disclosed to the Audit Committee of the Board of Directors. The Policy also provides for adequate protection to the whistle blower against victimization or discriminatory practices. No Personnel is denied access to the Audit Committee. No Personnel is denied access to the Audit Committee in case they detect any suspected fraud or irregularity in the Company.

The Directors and Senior management are obligated to maintain confidentiality of such reporting violation and ensure that the whistle blowers are not subject to any discriminatory practices.

The total fees paid to Statutory Auditors by the Company in F.Y. 2018-19 is Rs. 2,00,000/-.

The Company has paid penalty of Rs. 32,000/- plus GST on non submission of adopted Annual Report as required under Regulation 34 of the SEBI (LODR) Regulations.

10 DISCLOSURES WITH RESPECT TO THE EXTENT TO WHICH THE DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II HAVE BEEN ADOPTED

The Chairperson of the Company is an Executive Director of the Company and operates from the Registered Office of the premises of Company.

No such half-yearly declaration of financial performance including summary of the significant events in last six-months was sent to each household of shareholders, however the mandatory Annual Report is sent to all the shareholders.

The Audit Opinion with respect to the financial Statements of the Company for the year under review is an unmodified one.

Our Company has appointed the Managing Director as the Chairperson of the Company. The Internal Auditor reports to the Audit Committee of the Company.

12) THE DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46 SHALL BE MADE IN THE SECTION ON CORPORATE GOVERNANCE OF THE ANNUAL REPORT.

The compliances with the Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub- regulation (2) of regulation 46 are complied with to the extent applicable to our Company during the year under review.

Certificate from the Statutory Auditor, M/s. LLB & Co confirming compliance with the conditions of Corporate Governance is annexed to this Report forming part of the Annual Report.

Declaration signed by the Managing Director of the Company stating that the members of Board of Directors and Senior Management Personnel have affirmed compliance with the code of conduct of Board of Directors and Senior Management is annexed to this Report forming part of the Annual Report.

Place: Mumbai
Date : 13th August, 2019

Varun Thakkar
Chairman & Managing Director
DIN: 00894145

Part of Annexure – 2

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Gravity (India) Limited

We have examined the compliance of the conditions of Corporate Governance by Gravity (India) Limited for the year ended on 31st March, 2019, as stipulated in Regulation of the SEBI(Listing Obligations and Disclosure Requirements, Regulations, 2015) of the said Company with the Stock Exchange.

The compliance of the condition of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementations there of, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and there presentations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI (LODR) Regulations,2015.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For LLB & Co
Chartered Accountants
Firm Registration No 117758W

Place: Mumbai
Date: 13th August, 2019

(Lalit Bajaj)
Partner
Membership No. 104234

MD & CFO CERTIFICATION

To
The Board of Directors Gravity (India) Limited

We, Varun Thakkar, Managing Director and Jay Thakkar Chief Financial Officer of Gravity (India) Limited ('the Company') to the best of our knowledge & belief certify that:

- (A) We have reviewed Financial Statements and the Cash Flow Statement for the Year ended 31st March, 2019 and that to the best of their knowledge and belief:
- (i) These statements do not contain any materially untrue statement or omit any material factor contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (B) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (C) We accept responsibility for establishing and maintaining Internal Controls for Financial Reporting and that we have evaluated the effectiveness of Internal Control Systems of the Company pertaining to Financial Reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such Internal Controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (D) We have indicated to the Auditors and the Audit committee that:
- (i) There were no significant changes in Internal Control over Financial Reporting during the year;
 - (ii) There were no changes in accounting policies other than adoption of IND-AS during the Year and that the same been disclosed in the notes to the financial statements; and
 - (iii) There were no instances of fraud of which we have become aware and the involvement there in of the Management or an Employee having a significant role in the Company's Internal Control System over Financial Reporting.

Place: Mumbai
Date: 13th August, 2019

Varun Thakkar
Managing Director
DIN:00894145

Jay Thakkar
CFO

DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT

All the Members of the Board and Senior Management Personnel of the Company have affirmed due observance of the Code of Conduct, framed pursuant to Schedule V (D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in so far as it is applicable to them and there is no Non-compliance thereof during the Financial Year ended 31st March, 2019.

For and on behalf of the Board of Directors

Gravity (India) Limited

Varun Thakar

Managing Director

DIN: 00894145

Place: Mumbai

Date: 13th August, 2019

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

**To,
The Members of
Gravity (India) Limited**

I/We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Gravity (India) Limited having CIN L17110MH1987PLC042899 and having registered office at Gala No 106/07 Hallmark Vasant Oscar Mulund West Mumbai Mumbai City MH 400080 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my/our opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, I/We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in the Company
1	Mr. Varun Thakkar	00894145	02/10/2016
2	Mr. Vipulkumar Prajapati	02122209	24/03/2008
3	Mrs. Dakshaben Thakkar	00576846	13/03/1987
4	Mrs. Prabhavati Shetty	01883922	05/07/2004

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For D. A. Kamat & Co.

Signature: Sd/-
Name: D. A. Kamat
Membership No.: 3843
CP No.: 4965
FRN: P2002MH045900

Place: Mumbai
Date : 13/08/2019

ANNEXURE – 3**MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

The Management of Gravity (India) Limited, is pleased to present its report analyzing the Company's operations in the textile industry segment. The report contains expectations of the Company's business based on the current market environment.

OVERVIEW

The Company was promoted in the year 1988. The Company's principle business comprises of manufacturing and marketing of various textile products. The year under review witnessed turnaround of the Indian Textile Industry. The Board considers overall performance reasonably satisfactory and indicative of the future growth of the Company.

TEXTILES' BUSINESS INDUSTRY PERSPECTIVE

Textile is the largest industrial sector in India, generating a turnover approximately about 1% of GDP. It is the largest employer in manufacturing sector. The Board foresees the huge demand and vast potentiality in the near future.

OPPORTUNITIES & THREATS:

Ambition of the Government of India, to make India a hub for technical textiles will create an opportunity for the industrial fabric division of your Company to function better as compared to earlier years. Performance of the fabric will see a reasonable growth which will benefit the industry in moving up the value chain.

Severe power shortage in most of the states will remain a biggest threat for the utilization of the plant and equipments. Due to shortage of power, the utilization may drop severely and hence volatility in yarn prices may continue. Even though the industry expects the cotton prices to best able, the whole scenario may change, in case China decides to increase their cotton reserves. Hence, it is expected that cotton prices too may have volatility.

Due to severe recessionary trends which are continuing in the developed countries, unit realization of products may continue to be under pressure.

SEGMENT-WISE / PRODUCT-WISE PERFORMANCE:

The business segment of the Company is Textiles. Segment wise performance together with discussion on financial performance with reference to operational performance has been in the Directors' Report, which should be treated as forming part of this Management Discussions and Analysis.

FUTURE OUTLOOK

The future of the textile industry as a whole looks bright. Textile Units with low financial costs and labour costs with modern Machinery will do well. Economy of size and location of the unit will also play a great role in the success of the unit.

RISK AND CONCERNS

Being an agro-based industry the production of raw material varies from year to year depending on weather conditions, customer demand, price fluctuation etc.

Also the textile industry being a highly fragmented industry leading to high competition and low profit margins is a matter of concern.

Changing export dynamics is also a matter of concern.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Your Company has the benefit of internal control systems which has developed over the years and which has ensured that

Gravity (india) Limited

all transactions are satisfactorily recorded and reported and all assets are protected against loss from unauthorized use or otherwise. The process of internal control and systems, statutory compliance, risk analysis and its management and information technology are woven together to provide a meaningful support to the management process. The system adopted, especially relating to internal control systems are adequate and commensurate with the nature of its business and size of its operations, though continuous efforts are being made to strengthening the same.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Company has achieved a turnover of Rs. 1,197.83 Lacs during the year. The turnover was reduced mainly due to lack of textile Industry and increase raw material prices. The Company has undertaken relevant steps to improve its operational efficiency and generate greater revenues. The company has earned profit of Rs. 102.00 Lacs during financial year 2018 - 2019.

HUMAN RESOURCES DEVELOPMENT AND INDUSTRIAL RELATIONS:

Over the last few years, your Company has brought with it the need for skills and knowledge to successfully meet the requirements of different charters. Also, with the added emphasis placed on the safe operation. The training given not only covers knowledge and technical skills but also lays stress on behavioral areas, like creating a 'safety mindset', and attitude building. The Company also seeks the views of its employees for improving human relations through employee satisfaction surveys. The Company continues to have cordial relations with the employees. It recognizes the potential and performance of its employees, provides challenges and opportunities. It endeavors to upgrade knowledge, attitude and skill of the employees. The labour welfare activities are organized by the Company as an ongoing process. The Company has manpower strength of approximately 100 employees.

DISCLOSURE OF ACCOUNTING TREATMENT:

During the year under review the Company has been adopted prescribed Accounting Standards issued by the Institute of Chartered Accountants of India as applicable to the Company in the preparation of Financial Statements.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives and expectations may be "forward-looking statement" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors.

CONCLUSION:

Your Company's primary focus will be to grow volumes across markets. Gravity (India) will address each market depending on local conditions and consumer trends. While we recognize that the global environment is extremely challenging there are new opportunities emerging to meet consumer needs. Gravity India will focus on profitable growth through a mix of brand led growth, innovation, efficient cost management and successfully scaling up new businesses.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 13th August, 2019

Varun Thakkar
Chairman and Managing Director
DIN:00894145

INDEPENDENT AUDITORS' REPORT

To the Members of Gravity (India) Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Gravity (India) Limited ("the Company"), which comprise the balance sheet as at 31st March 2019, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from

material misstatement, whether due to fraud or error; and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For LLB & Co.

Chartered Accountants

Firm Regn.No 117758W

Lalit Bajaj

Partner

M. No. 104234

Place: Mumbai

Date: May 30, 2019

"ANNEXURE A TO THE AUDITORS' REPORT"

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March 2019, we report that:

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) Fixed Assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of company.
- (ii) The management has conducted physical verification of inventory at reasonable intervals during the year. Discrepancies noted on physical verification of inventories were not material and have been properly dealt with in the books of accounts.
- (iii) According to the information and explanations given to us, during the year the Company has not granted any unsecured loans to any party covered in the register maintained under section 189 of the Companies Act, 2013. Hence, Para (a), (b) and Para (c) are not applicable.
- (iv) According to the information and explanations given to us, the Company has complied with provision of section 185 and 186 of Act, with respect to the loan and investment made.
- (v) The Company has not accepted any deposits from the public.
- (vi) We have broadly reviewed the cost records maintained by the company specified by the Central Government under sub-section (1) of section 148 of the Companies Act and are of the opinion that prima facie the prescribed cost records have been maintain.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company is regular in depositing undisputed statutory dues including Provident Fund, ~~Employees' State Insurance~~, Income Tax, Cess, ~~Custom Duty~~, Goods & Service Tax and other material statutory dues with the appropriate authorities.
- (b) According to the information & explanations given to us and books and records examined by us there are no undisputed amount payable in respect of Provident Fund, ~~Employees' State Insurance~~, Income Tax, Cess, ~~Custom Duty~~, Goods & Service Tax and other material statutory dues outstanding as at 31st March 2019, for a period exceeding six months from the date they become payable.
- (viii) According to the records of the company examined by us and the information and explanation given to us Company has not defaulted in repayment of loans or borrowings to any financial institution or bank as at the balance sheet date. The Company does not have any loans or borrowings from Government. Further, the Company has not issued any debentures.
- (ix) Based upon the audit procedures performed and the information and explanation given by the management, the company did not raise moneys by way of initial public offer or further public offer including debt instruments.
- (x) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us the managerial remuneration has been paid during the period under the prescribed limit in compliance with section 197 read with schedule 5 of the Companies' Act 2013.
- (xii) In our opinion and according to the information and explanations given to us, the company is not Nidhi Company.

Gravity (India) Limited

Accordingly paragraph 3(xii) of Order is not applicable.

- (xiii) According to the information and explanations given to us and based on our examination of the record of the Company, transactions with related parties are in compliance with sections 177 and 188 of the Act where applicable and the details have been disclosed in the financial statements as required by the applicable Accounting Standards.
- (xiv) In our opinion and according to the information and explanations given to us, and based on our examination of the records of the Company, the company has not made any preferential allotment or private allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3 (xiv) of the order is not applicable to the Company.
- (xv) According to the information and explanations given to us and based on our examination of the record of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For LLB & Co.

Chartered Accountants
FRN- 117758W

Lalit Bajaj

Partner
M.No.- 104234

Place- Mumbai
Date- May 30, 2019

"ANNEXURE B TO THE AUDITORS' REPORT"**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **Gavity (India) Limited** ('the Company') as of 31st March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

Gravity (india) Limited

- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019, based on internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the guidance note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For LLB & Co.

Chartered Accountants

FRN- 117758W

Lalit Bajaj

Partner

M.No.- 104234

Place- Mumbai

Date- May 30, 2019

Cash Flow Statement for the year ended 31st March, 2019

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
A Cash flow from Operating Activities:		
Net Profit before Tax as per Profit and Loss Account	1,71,90,656	3,37,163
Adjustment for:		
Depreciation	15,08,305	15,02,512
Interest Income	(1,55,418)	(94,666)
Profit on sale of fixed assets	(2,68,75,326)	-
Preliminary / Share Issue Expenses written off	-	-
Bank charges	1,15,705	3,35,696
Operating Profit before Working Capital changes	(82,160,78)	20,80,705
Adjustment for change in working capital:		
(Increase) / Decrease in Inventories	1,43,18,676	1,79,17,336
(Increase) / Decrease in Trade Receivables	3,88,55,741	(6,39,41,439)
(Increase) / Decrease in Advances & Other Current Assets	12,08,869	(2,15,30,782)
Increase / (Decrease) in Current Liabilities	(5,59,81,778)	7,34,32,645
Cash generated from Operations	(98,14,569)	79,58,465
Direct Taxes (Paid)/Refund	(24,75,291)	(6,09,382)
Net Cash used in Operating Activities	(1,22,89,859)	73,49,083
B Cash flow from Investing Activities:		
Purchase of/advance for Fixed Assets	(1,72,18,445)	(51,20,174)
Sale of Fixed Assets	4,29,84,125	-
Interest Income Received	1,55,418	94,666
Other Loan & advances	(2,27,500)	88,954
Net Cash used in Investing Activities	2,56,93,598	(49,36,554)
C Cash flow from Financing Activities:		
Repayment of Long Term Borrowing	-	-
Increase/(decrease) in Short Term Borrowing	-	-
Bank Interest paid	(1,15,705)	(3,35,696)
Net Cash generated from Financing Activities	(1,15,705)	(3,35,696)
Net increase in Cash and Cash equivalents	1,32,88,033	20,76,832
Opening balance of Cash and Cash equivalents	48,71,007	27,94,175
Closing balance of Cash and Cash equivalents	1,81,59,040	48,71,007

For LLB & Co.

Chartered Accountants
Firm Registration No.: 117758W

Lalit Bajaj
Partner
Membership No. : 104234
Place:- Mumbai
Date:- May 30, 2019

For and on behalf of the Board of Directors

Varun Thakkar
(Director)
DIN: 00894145

Dakshaben Thakkar
(Director)
DIN: 00576846

Kavita Zaveri
Company Secretary

Gravity (India) Limited

Balance Sheet as at 31st March, 2019

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
I. ASSETS				
(1) Non-Current Assets				
(a) Property, Plant and Equipment	2.01	2,30,03,134	2,34,01,792	1,97,84,129
(b) Other Intangible Assets				
(c) Financial Assets				
(i) Loans and Advances	2.02	19,46,045	17,18,545	18,07,499
(ii) Non Current Investments		-	-	-
(d) Deferred Tax Assets (Net)	2.03	-	-	56,30,925
Total Non-Current Assets		2,49,49,179	2,51,20,337	2,72,22,553
(2) Current Assets				
(a) Inventories	2.04	9,45,290	1,52,63,966	3,31,81,302
(b) Financial Assets				
(i) Trade Receivables	2.05	10,29,50,969	14,18,06,710	7,78,65,271
(ii) Cash and Cash Equivalents	2.06	1,81,59,040	48,71,009	27,94,176
(iii) Loans and Advances	2.07	3,03,500	2,34,500	1,92,400
(c) Other Current Assets	2.08	2,32,38,789	2,45,16,658	30,27,976
(d) Current Tax Asset (Net)	2.09	(17,52,999)	18,41,712	3,80,309
Total Current Assets		14,73,50,587	18,85,34,555	11,74,41,434
Total Assets		17,22,99,766	21,36,54,892	14,46,63,987
II. EQUITY AND LIABILITIES				
Equity				
(a) Equity Share Capital	2.10	9,00,19,500	9,00,19,500	9,00,19,500
(b) Other Equity	2.11	(2,10,83,615)	1,08,83,557	1,77,36,687
Total Equity		11,11,03,115	10,09,03,057	10,77,56,187
Liabilities				
1. Non-Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	2.12	1,55,46,021	1,55,46,021	1,55,46,021
(b) Deferred Tax Liability (Net)		68,37,983	24,11,389	-
Total Non-Current Liabilities		2,23,84,004	1,79,57,410	1,55,46,021
Current Liabilities				
(a) Financial Liabilities				
(i) Trade Payables	2.13	3,16,89,140	9,40,13,106	1,94,84,990
(ii) Other Current Liabilities	2.14	62,42,239	62,233	52,115
(b) Provisions	2.15	8,81,268	7,19,086	18,24,674
Total Current Liabilities		3,88,12,647	9,47,94,425	2,13,61,779
Total Equity & Liabilities		17,22,99,766	21,36,54,892	14,46,63,987

Summary of Significant Accounting Policies 2.00
This is the Balance Sheet referred to in our report of the even date.

For LLB & Co.
Chartered Accountants
Firm Registration No.: 117758W

For and on behalf of the Board of Directors

Lalit Bajaj
Partner
Membership No. : 104234
Place:- Mumbai
Date:- May 30, 2019

Varun Thakkar
(Director)
DIN: 00894145

Dakshaben Thakkar
(Director)
DIN: 00576846

Kavita Zaveri
Company Secretary

Statement of Profit and Loss for the year ended 31st March, 2019

Particulars	Note No.	For the year ended March 31, 2019	For the year ended March 31, 2018
I. Revenue			
Revenue from Operations	2.16	11,97,83,237	21,39,05,437
Other Income	2.17	2,76,61,404	8,70,876
Total Income		14,74,44,641	21,47,76,313
II. Expenses			
Cost of Material Consumed		-	26,66,260
Purchase of Stock in Trade	2.18	10,12,20,019	17,99,70,158
Changes in Inventories	2.19	1,43,18,676	17917336.00
Employee Benefit Expense	2.20	84,46,445	57,10,120
Finance Costs	2.21	1,15,705	3,35,696
Other Expenses	2.22	46,44,835	63,37,069
Depreciation	2.01	15,08,305	15,02,512
Total Expenses		13,02,53,985	21,44,39,151
Profit Before Tax		1,71,90,656	3,37,162
Tax expense:			
Current tax expense for current year		34,42,491	64,246
MAT Credit Entitlement		(5,67,263)	(916267)
Deferred tax assets		44,26,594	8042314
Excess/Short provision for prior years		(3,11,221)	0
Total Tax Expense		69,90,601	71,90,293
Profit for the Year		1,02,00,055	(68,53,131)
Other Comprehensive Income		-	-
Total Comprehensive Income for the year		1,02,00,055	(68,53,131.00)
Earnings Per Equity Share (Face Value Rs. 10 per share)			
(1) Basic and Diluted		1.13	-0.76

This is the Statement of Profit and Loss referred to in our report of the even date.

For LLB & Co.

Chartered Accountants
Firm Registration No.: 117758W

Lalit Bajaj

Partner
Membership No. : 104234
Place:- Mumbai
Date:- May 30, 2019

For and on behalf of the Board of Directors

Varun Thakkar
(Director)
DIN: 00894145

Dakshaben Thakkar
(Director)
DIN: 00576846

Kavita Zaveri
Company Secretary

Gravity (India) Limited

Statement of Changes in Equity for the year ended 31st March, 2019

A. Equity Share Capital

	Amount
Balance as at 1st April 2018	9,00,19,500
Changes in equity share capital during the year	-
Balance at 31st March 2019	9,00,19,500
Changes in equity share capital during the year	-
Balance at 31st March 2019	9,00,19,500

B. Other Equity

	Profit & Loss	Other Comprehensive Income	Total
Balance as at 1st April 2017	1,77,36,686	-	1,77,36,686
Profit/(Loss) for the year	(68,53,129)	-	(68,53,129)
Other Comprehensive Income for the year, net of income tax	-	-	-
Balance as at 31st March 2018	1,08,83,557	-	1,08,83,557
Profit/(Loss) for the year	1,02,44,463	-	1,02,44,463
Other Comprehensive Income for the year, net of income tax	-	-	-
Balance as at 31st March 2019	2,11,28,020	-	2,11,28,020

See accompanying notes to the financial statements

For LLB & Co.

Chartered Accountants
Firm Registration No.: 117758W

Lalit Bajaj

Partner
Membership No. : 104234
Place:- Mumbai
Date:- May 30, 2019

For and on behalf of the Board of Directors

Varun Thakkar

(Director)
DIN: 00894145

Dakshaben Thakkar

(Director)
DIN: 00576846

Kavita Zaveri

Company Secretary

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019**Background of Operations**

Gravity (India) Ltd. is into business of manufacturing and dealing in fabrics and all kind of Shirting, Furnishing and Industrial Fabric as per the requirement of the customer.

1. Basis of Preparation of Financial Statements

- 1.1.** The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013('Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards)Amendment Rules, 2016.

For all period upto and including the year ended 31st March 2017, the Company prepared its financial statements in accordance with the requirements of Indian GAAP, i.e. comply with Accounting Standards specified under Section 133 of the Companies Act, 2013, read with applicable rules and the relevant provisions of the Companies Act, 2013. The financial statements for the year ended 31st March 2018 was the Company's first financial statements under Ind AS and the same are prepared in accordance with Ind AS 101 on 'First-time adoption of Indian Accounting Standards'. These financial statements for the year ended 31st March 2019 are prepared in accordance with Ind AS

The financial statements have been prepared under the historical cost convention except for the following items –

- a. Certain Financial Assets/ Liabilities– at Fair value

The financial statements are presented in Indian Rupees (INR) and the values are not rounded off, except otherwise indicated.

1.2. Use of Estimates

The preparation of financial statements in accordance with generally accepted accounting principles ('GAAP') in India requires that management makes estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities as of the date of the financial statements. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of relevant trends and circumstances as of the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

1.3. Taxation*Current Tax*

Provision for current tax is recognised in accordance with the provisions of the Income tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

Deferred Tax

Deferred tax liability or asset is recognised for timing differences between the profits or losses offered for income taxes and profits / losses as per the financial statements. Deferred tax assets and liabilities and the corresponding deferred tax credit or charge are measured using the tax rates and tax laws that have been enacted or substantively enacted as at the balance sheet date.

Deferred tax asset is recognised only to the extent there is reasonable certainty that the asset can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax asset is recognised only if there is a virtual certainty of realization of such asset. Deferred tax asset is reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably / virtually certain to be realized.

1.4. Earnings per share (EPS)

Basic EPS is computed by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed using the weighted average

number of equity and dilutive equity equivalent shares outstanding during the year except where the results would be anti-dilutive.

1.5. Provisions and Contingencies

Provisions are recognised when the Company has a present obligation as a result of past event, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount can be reasonably estimated.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Loss contingencies arising from claims, litigation, assessment, fines, penalties, etc. are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated.

1.6. Property, Plant and Equipment

Fixed assets are stated at cost, less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

1.7. Depreciation

Depreciation on Fixed Assets is provided on straight line method in accordance with Section 123 of the Companies Act, 2013, at the rates specified in Schedule II to the Companies Act, 2013.

1.8. Inventories

Items of Inventories are valued at cost or net realizable value whichever is lower; after providing for obsolescence, if any.

Cost of inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing them to their respective present condition.

1.9. Revenue Recognition

The Company follows mercantile system of accounting. Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable. Revenues & expenditures are recognized on accrual basis; except in case of payment of bonus and gratuity, where it is accounted on actual payment basis.

1.10. Deemed cost for Property, Plant and Equipment, Investment Property, and Intangible Assets

The Company has elected to continue to value the Land at the historical cost as of the transition date in accordance with Ind AS 16.

1.11. Investments

The Company has elected to measure the Investments at Fair Value through Profit & Loss.

1.12. Critical Accounting Judgments and key sources of Estimation Uncertainty

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies, reported amounts of assets, liabilities, income and expenses, and accompanying disclosures, and the disclosure of contingent liabilities. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Notes to financial statements for the year ended March 31, 2019

Note:-2.01

PROPERTY, PLANT AND EQUIPMENT

Particulars	GROSS BLOCK			DEPRECIATION				NET BLOCK	
	Balance 01-04-2018	Additions	Deduction	Balance 31-03-2019	Depreciation 01-04-2018	Depreciation for the year	Deduction for the year	Balance 31-03-2019	Balance 31.03.2018
Freehold Land	4,82,101	-	-	4,82,101	-	-	-	4,82,101	4,82,101
Factory Building	3,77,85,856	-	-	3,77,85,856	2,12,16,485	12,50,220	-	1,53,19,151	1,65,69,371
Plant & machinery	5,10,13,038	-	-	5,10,13,038	4,76,57,874	2,34,400	-	31,20,764	33,55,164
Furniture and Fixtures	8,22,393	-	-	8,22,393	8,14,446	1,458	-	6,489	7,947
Motor Vehicle	37,47,943	-	-	37,47,943	37,40,488	7,456	-	-	7,455
Office Equipment	10,51,038	41,964	-	10,93,002	10,37,902	14,771	-	40,329	13,136
TOTAL	9,49,02,369	41,964	-	9,49,44,333	7,44,67,195	15,08,305	-	1,89,68,834	2,04,35,174
Capital Work In Process	29,66,618	4,02,63,951	4,32,30,569	0	-	-	-	0	29,66,618
Capital Work In Process-DNH	-	40,34,300	-	40,34,300	-	-	-	40,34,300	-
TOTAL								2,30,03,134	2,34,01,792
Previous Year Figures	9,27,48,813	51,20,174		9,78,68,987	7,29,64,684	15,02,511	-	2,34,01,792	1,97,84,129

Gravity (India) Limited

Notes to financial statements for the year ended March 31, 2019

2.02 Long Term Loans & Advances

Particulars	31.3.2019	31.3.2018
Unsecured, Considered Good :-		
(a) Security Deposit:-		
Rent Deposit	1,53,050	1,53,050
Other Deposits	17,92,995	15,65,495
Total	19,46,045	17,18,545

2.03 Deffered Tax

Particulars	31.3.2019	31.3.2018
Deferred Tax Assets	-	-
Total	-	-

2.04 Inventories

Particulars	31.3.2019	31.3.2018
Finished Goods	9,45,290	1,52,63,966
Total	9,45,290	1,52,63,966

2.05 Trade Receivables

Particulars	31.3.2019	31.3.2018
Over Six Months		
Considered Good	10,29,50,969	1,62,35,566
Others		
Considered Good	-	12,55,71,144
Total	10,29,50,969	14,18,06,710

2.06 Cash & Bank balance

Particulars	31.3.2019	31.3.2018
Cash & Cash Equivalents		
i) Cash-on-Hand	40,03,056	22,92,372
Balance with Bank		
i) In Current Account	31,12,146	16,74,675
Other Bank Balances/Fixed Deposits		
i) Balance Held as Bank Guarantees	1,10,43,838	9,03,962
Total	1,81,59,040	48,71,009

Notes to financial statements for the year ended March 31, 2019**2.07 Short Term Loans & Advances**

Particulars	31.3.2019	31.3.2018
Unsecured -Considered Good		
Loan and advance to employees	2,18,500	1,29,500
Others	85,000	1,05,000
Total	3,03,500	2,34,500

2.08 Other Current Assets

Particulars	31.3.2019	31.3.2018
Advance to Suppliers	2,27,84,000	2,23,64,000
Prepaid Expenses	26,796	-
Others Receivables	-	20,69,182
Input Tax Credit - GST	4,27,993	83,476
Total	2,32,38,789	2,45,16,658

2.09 Current Tax Asset

Particulars	31.3.2019	31.3.2018
Balances with Revenue Authorities	46,59,426	21,52,491
Less: Provision for Income Tax	(43,89,957)	(12,27,046)
MAT Credit Entitlement	14,83,530	9,16,267
Total	17,52,999	18,41,712

2.10 Share Capital

Particulars	31.3.2019	31.03.2018
Authorized		
15,00,00,00 (P.Y.15,00,00,00) Equity Shares of Rs. 10/- each.	15,00,00,000	15,00,00,000
	15,00,00,000	15,00,00,000
Issued, Subscribed and Paid-Up		
90,01,950 (P.Y. 90,01,950) Equity Shares of Rs. 10/- each, Fully Paid up	9,00,19,500	9,00,19,500
Total	9,00,19,500	9,00,19,500

The Company has only one class of shares referred to as equity shares having a par value of Rs. 10/-. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

Gravity (india) Limited

Notes to financial statements for the year ended March 31, 2019

The reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2019 and March 31, 2018 is set out below:-

Particulars	31.3.2019		31.3.2018	
	Numbers	Rs.	Numbers	Rs.
At the beginning of the Period	90,01,950	9,00,19,500	90,01,950	9,00,19,500
Add:- Issued During the Period	-	-	-	-
Less: Utilised/transferred during the year	-	-	-	-
Outstanding at the end of the period	90,01,950	9,00,19,500	90,01,950	9,00,19,500

The details of shareholder holding more than 5% shares as at March 31, 2019 and March 31, 2018 is set out below:-

Name of the shareholder	31.3.2019		31.3.2018	
	Numbers	%	Numbers	%
Dakshaben Thakkar	8,71,751	9.68%	8,12,856	9.03%
Varun Thakkar	8,51,227	9.46%	8,51,227	9.46%
Shraddha Thakkar	5,85,961	6.51%	5,85,961	6.51%

2.11 Reserve & Surplus

Particulars	31.3.2019	31.03.2018
1) Surplus (Deficit) in the statement of Profit & Loss A/c		
Balance as per last financial statements	1,08,83,557	1,77,36,686
Add/Less : Profit for the year	1,02,00,057	(68,53,129)
Closing Balance	2,10,83,615	1,08,83,557
Total	2,10,83,615	1,08,83,557

2.12 Long Term Borrowing

Particulars	31.3.2019	31.03.2018
Secured		
Industrial Hypothecation Loan From Banks		
Madhavpura Mercantile Co-op Bank Ltd	1,55,46,021	1,55,46,021
Total	1,55,46,021	1,55,46,021

From Madhavpura Mercantile Co-Op Bank Ltd., Secured By Second Equitable Mortgage of - Immovable Properties of the company)

Notes to financial statements for the year ended March 31, 2019

2.13 Trade Payables

Particulars	31.3.2019	31.03.2018
Due to Micro and Small enterprises	3,16,89,140	9,40,13,106
Others Payable	-	-
Total	3,16,89,140	9,40,13,106

2.14 Other Current Liabilities

Particulars	31.3.2019	31.03.2018
Bank Borrowing	60,16,024	-
Other Payables		
TDS	2,26,215	62,233
Total	62,42,239	62,233

2.15 Short Term Provision

Particulars	31.3.2019	31.03.2018
Audit Fees Payable	2,00,000	2,45,500
Salaries And Wages Payable	4,52,758	4,62,227
Other Payables	2,28,510	11,359
Total	8,81,268	7,19,086

2.16 Revenue From Operation

Particulars	31.03.2019	31.03.2018
Sale	11,97,83,237	21,39,05,437
Less: Discount and Deduction	-	-
Total	11,97,83,237	21,39,05,437

2.17 Other Income

Particulars	31.03.2019	31.03.2018
Rent Received	5,76,000	7,76,210
Interest Received	1,55,418	94,666
Interest on Tax Refund	54,660	-
Profit on Sell of Assets	2,68,75,326	-
Total	2,76,61,404	8,70,876

Gravity (india) Limited

Notes to financial statements for the year ended March 31, 2019

2.18 Purchase of Traded Goods

Particulars	31.3.2019	31.03.2018
Purchase Of Cloth	10,12,20,019	18,26,36,418
Total	10,12,20,019	18,26,36,418

2.19 Changes in Inventories of Traded Goods

Particulars	31.3.2019	31.03.2018
Closing Stock	(945290)	(15263966)
Less;- Opening Stock	1,52,63,966	3,31,81,302
Total	14318676	17917336.00

2.20 Employee Benefit Expenses

Particulars	31.3.2019	31.03.2018
Directors Remuneration and sitting fees	8,70,000	8,40,000
Bonus and Leave Encashment	5,57,109	1,76,055
Salaries and Employee benefits	16,21,154	15,39,930
Staff Welfare	595	11,962
Gratuity and Provident Fund	4,32,412	-
Wages	49,65,175	31,42,173
Total	84,46,445	57,10,120

2.21 Finance Cost

Particulars	31.3.2019	31.03.2018
Interest and Finance cost :		
Bank charges and Interest	1,15,705	3,35,696
Total	1,15,705	3,35,696

Notes to financial statements for the year ended March 31, 2019

2.22 Other Expenses

Particulars	31.3.2019	31.03.2018
Direct Expenses		
Beam Drawing and Yarn processing	13,650	6,11,388
Consumable Stores	17,950	10,800
Fuel & Electricity	10,60,952	17,60,278
Mending and Dyeing	1,98,390	4,94,675
Repair & Maintenance - Factory/Office	72,396	72,786
Repairs & Maintenance -Electric	59,524	600
Repairs & Maintenance -Machineries	10,492	38,490
Total	14,33,353	29,89,017

Indirect Expenses		
Auditor Remuneration	2,00,000	1,30,000
Advertisement Expenses	1,46,261	1,21,231
Brokerage & Commission	2,92,779	2,10,630
Donation	67,501	21,000
Electricity Charges	1,10,090	1,31,710
Factory Expenses	72,295	5,23,703
Insurance Premium	39,597	29,628
Listing and Depository Fees	2,72,500	3,64,976
Motor Car Expenses	28,744	35,010
Postage and courier	35,773	23,335
Discount allowed/Rate Difference	55,023	1,96,060
Printing and Stationery	71,090	96,410
Telephone and Communication	27,928	33,786
Godown and Hamali charges	33,659	10,423
Other Miscellaneous Expenses	17,58,243	13,31,196
Sundry Balances Written Off	-	88,954
Total	32,11,482	33,48,052
Grand Total	46,44,835	63,37,069

Gravity (india) Limited

Notes to financial statements for the year ended March 31, 2019

3. Related Party Transactions

A. List of related parties and their relationship

i. Key Management Personnel (KMP):-

Rasiklal Thakkar
Dakshali R. Thakkar
Jay R. Thakkar

ii. Relatives of KMP:

Varun R. Thakkar
Samir R. Thakkar
Jay R. Thakkar

iii. Enterprise in which KMP & Relatives have substantial interest

Gravity Textiles Pvt. Ltd.
Dakshali Synthetics Pvt. Ltd.
Sony Textile Industries
Shree Shiva Shiv Textiles
Jay Textiles

B. Details of Related Party Transaction

Nature of Transaction	KMP	Enterprise in which KMP has control/ significant Influence	Enterprise in which Relative of KMP and KMP has control/ significant Influence	Total
Directors Remuneration	840,000	-	-	840,000
P.Y.	840,000	-	-	840,000
Rent Received	-	192,000	384,000	576,000
P.Y.	-	192,000	384,000	576,000
Reimbursement Received for Electricity Expenses	-	-	5,683,227	5,683,227
P.Y.	-	978.326	3,811,526	4,789,855

4. Earnings per share

Particulars	31 March 2019	31 March 2018
Net Profit after tax attributable to equity shareholders (A)	10,200,055	(68,53,131)
Weighted average number of equity shares outstanding during the period – Basic and diluted (B)	9001950	9001950
Basic and diluted Profit per share based on the face value of Rs 100 each, Rs 100 fully paid-up (A/B)	(1.13)	(0.76)

Notes to financial statements for the year ended March 31, 2019**5. Auditors' Remuneration**

Particulars	31 March 2019	31 March 2018
Audit Fees *	200,000	130,000
Other Consultancy*	-	-
Total	200,000	130,000

* Excluding GST/Service Tax

6. Dues to micro and small enterprises

There is outstanding of Rs. 160893/-, which are outstanding for more than 45 days as at 31st March 2019. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified to the extent of information gathered.

7. Segment Reporting

At present the company has only one activity of dealing in textile fabrics hence segment reporting is not applicable.

8. Trade Receivable/Trade Payable/Loans and Advances

Trade Payable, Trade Receivable, Loans, Advances, deposit, other current liabilities and other current assets are subject to confirmation, reconciliation and consequent adjustment as to its recoverability and payment obligation, effect thereof shall be recognised in the year of such confirmation /reconciliation.

9. Disclosures pursuant to the Accounting Standard-15 Employee benefit

The company has made provision for gratuity for employees. The expenditure for payment of bonus and gratuity shall be accounted on actual payment basis.

10. No commission has been paid to the directors and only the remuneration by way of salary has been paid to the directors as per the section 196, 197 and Schedule V of the Companies Act, 2013 as under :

Particulars	F.Y.2018-19	F.Y.2017-18
Salaries	840,000	8,40,000
Total	8,40,000	8,40,000

11. In the opinion of directors provisions for all known liabilities have been made in the accounts.

12. Quantitative Information

Particulars	Units	F.Y.2018-19	F.Y.2017-18
Opening Balance	Mtrs	75,204	222,309
Fabric Manufactured & Purchased	Mtrs	588,349	1,635,439
Sales of Fabric	Mtrs	656,110	1,709,889
Shrinkage/Shortage	Mtrs	-	-
Closing Balance	Mtrs	7,443	75,204

Notes to financial statements for the year ended March 31, 2019

13. Previous Year Comparatives

Previous year's figures have been regrouped where necessary to conform to this year's classification.

For LLB & Co.

Chartered Accountants
Firm Registration No.: 117758W

Lalit Bajaj

Partner
Membership No. : 104234
Place:- Mumbai
Date:- May 30, 2019

For and on behalf of the Board of Directors

Varun Thakkar

(Director)
DIN: 00894145

Dakshaben Thakkar

(Director)
DIN: 00576846

Kavita Zaveri

Company Secretary

**GRAVITY (INDIA) LIMITED**

CIN – L17110MH1987PLC04899

Register Office: Gala No 106/07 Hallmark Vasant Oscar Mulund West Mumbai-400080**Fax:** +91 22 28595429 **E-Mail:** gravityindia27@gmail.com **Website:** gravityindia.net**32nd ANNUAL GENERAL MEETING – MONDAY, 30th September, 2019****ATTENDANCE SLIP**

Registered Folio No/ DP ID No/ Client ID NO	
No. of Shares held	
I Certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I, hereby record my presence at the 32 nd Annual General Meeting of the Company held on Monday, 30 th September, 2019 at 1.00 p.m. at Gala No 106/07 Hallmark Vasant Oscar Mulund West Mumbai-400080.	
Signature of Member/ Proxy Holder	
Name of Member/ Proxy Holder (in BLOCK Letters)	

E-VOTING SLIP AND PARTICULARS

CIN	L17110MH1987PLC04899
NAME OF THE COMPANY	Gravity (India) Limited
REGISTERED OFFICE	Gala No 106/07 Hallmark Vasant Oscar Mulund West Mumbai-400080
EVSN	170902065
USER ID	Existing members may refer to current password and new members are requested to refer Evoting instructions.
PASSWORD	Members holding shares in demat form should enter 16 digits beneficiary ID, and Members holding shares in Physical Form should enter folio Number registered with the Company.

Note: E-Voting will commence on Friday, 27th September, 2019 (9:00 AM) and end on Sunday, 29th September, 2019 (5:00 PM).

Please refer to following E-Voting Instructions prior to casting your votes through remote e-voting.

**GRAVITY (INDIA) LIMITED**

CIN – L17110MH1987PLC04899

Register Office: Gala No 106/07 Hallmark Vasant Oscar Mulund West Mumbai-400080**Fax:** +91 22 28595429 **E-Mail:** gravityindia27@gmail.com **Website:** gravityindia.net**32nd Annual General Meeting – Monday, 30th September, 2019****Proxy Form****(Pursuant to section 105(6) of the Companies act 2013 and rules 19(3) of the companies (Management and Administration) Rules, 2014)**

Name of the Members		E-mail ID	
Registered Address		Folio No/Client ID	
		DP ID	

Application for members holding shares in electronics form

I/We being the members holding _____ Shares of Gravity (India) Limited, Hereby Appoint:

1. _____ of _____ having email id _____ of failing him.
2. _____ of _____ having email id _____ of failing him.
3. _____ of _____ having email id _____

CUT HERE

As My/Our Proxy to Attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the company, to be held on Monday, 30th September, 2019 at 1.00 p.m. at Gala No 106/07 Hallmark Vasant Oscar Mulund West Mumbai-400080, India or at any adjournment thereof. In respect of such resolution as are indicated below:

Sr. No.	Particulars	For	Against
1.	To receive, consider and adopt the Audited standalone Balance Sheet as at 31st March, 2019, Statement of Profit and Loss Account for the financial year ended on March 31, 2019, Cash Flow Statement for the financial year ended March 31, 2019 and the Reports of Board of Directors and Auditors thereon		
2.	To appoint a Director in place of Mrs. Dakshaben Rasiklal Thakkar (Din: 00576846) who retires by rotation at this Annual General Meeting and being eligible, offer herself for re-appointment.		
3.	To approve appointment of Mr. Samir Ruparelia as an Independent Director		
4.	Re-appointment of Mrs. Prabhavati Shetty		
5.	Re-appointment of Mr. Vipulkumar Prajapati		

Signed this _____ day of _____ 2019.

Signature of shareholder

Affix
Revenue
Stamp**Note:**

- a. Proxy need not be a member of the company.
- b. The proxy form duly filled in and signed by the member(s) across the revenue stamp should reach the Company's Registered Office at least 48 hours before the commencement of the Meeting.
- c. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.

GRAVITY (INDIA) LIMITED



REGISTERED OFFICE:

**Gala No 106/07 Hallmark Vasant Oscar,
Mulund West,
Mumbai-400080**