

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of the Members of Gravity (India) Limited ("the Company") will be held on **Friday, 26th August 2022 at 01:00 p.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") ONLY** to transact the business as set out in this Notice. The Registered office of the Company shall be deemed to be the venue for this Meeting.

ORDINARY BUSINESS:**Item no. 1: Adoption of Financial Statements:**

To receive, consider and adopt the Audited Financial Statements (Standalone) for the Financial Year ended 31st March, 2022, and the Reports of Board of Directors and Auditors thereon.

Item No. 2: Retirement by Rotation

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.

Item No. 3: To appoint the Statutory Auditors and fix their remuneration.

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

"RESOLVED THAT, pursuant to the provisions of Sections 139, 142 and other applicable provisions if any of the Companies Act, 2013 and rules framed thereunder and pursuant to the recommendation of the Board of Directors and Audit Committee, M/s A R Sodha and Co (FRN: 110324W) be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s LLB & Co the retiring Auditors of the Company to hold the office from the conclusion of the 35th Annual General Meeting till the conclusion of the 38th Annual General Meeting to be held in the year 2025 and on such remuneration as may determined by the Board of Directors of the Company in addition to the out of pocket expenses as may be incurred by them during the course of the Audit."

SPECIAL BUSINESS**Item No. 4: Re-appointment of Mr. Varun Thakkar (DIN: 00894145) as Chairman & Managing Director of the Company**

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

" RESOLVED THAT pursuant to the recommendation of the Nomination and Resmuration Committee in line with the provisions of the Nomination & Remuneration Policy of the Company and pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions if any of the Companies Act 2013, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) (Amendments) Regulations, 2018 ("Amendment Regulations, 2018") and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the " Listing Regulations") (including any statutory modification (s) or re-enactment thereof for the time being in force), the consent of the shareholders of the Company be and is hereby accorded for re-appointment of Mr. Varun Thakkar (DIN: 00894145) as the Chairman and Managing Director of the Company for a period of 5 years with effect from 1st October, 2021 on the terms and conditions as stated in the Explanatory Statement."

"RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year during the tenure of Mr. Varun Thakkar as the Managing Director of the Company, he shall be paid the remuneration as set out in the Explanatory Statement referred to above as the Minimum Remuneration in accordance with the provisions of Schedule V of the Companies Act, 2013."

RESOLVED FURTHER THAT the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Varun Thakkar be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law."

Item No. 5: To authorize Change in address of the Registered Office

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

"RESOLVED THAT, pursuant to the provisions of Section 12(5)(a) of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and other applicable provisions, including amendments thereto for the time being in force, the consent of the members be and is hereby accorded for shifting of the Registered Office of the Company which is outside the local limits of the city that is from 131- 5B, Mittal Industrial Estate, Andheri Kurla Road, Andheri East, Mumbai, 400059 to Building No Q, Office No -17, Rajlaxmi Commercial Complex, Thane Bhiwandi Road, Village Kalher, Bhiwandi, Thane 421302 which is under the jurisdiction of Bhiwandi Police Station with effect from 1st October, 2022

"RESOLVED FURTHER THAT, Mr. Varun Thakkar, Managing Director of the Company be and is hereby authorized to sign, execute any deeds, documents and file with the Registrar of Companies, Mumbai, the required e-form and any other statutory body, if required the verification of the situation of the registered office of the Company and other necessary documents."

By Order of the Board Gravity (India) Limited

Place: Mumbai
Date: August 02, 2022

Varun Thakkar
Chairman & Managing Director
DIN: 00894145

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 02/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at 4th August, 2022. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021 and MCA Circular

A. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

- i) The remote e-voting period begins on Tuesday 23rd August, 2022 at 9:00 A.M. and ends on Thursday, 25th August, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 20th August, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20th August, 2022.
- ii) The EVEN number of the Company for the purpose of e-voting is 120738.
- iii) The Board has appointed Mr. Avinash K. Gopwani as the Scrutiniser to scrutinize the e-voting at the AGM and remote e-voting process.

iv) How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

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- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those **shareholders whose email ids are not registered.**
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail avigopwani83@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nSDL.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nSDL.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Anubhav Saxena at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to www.gravityindia.net
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to www.gravityindia.net. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step **1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

B. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

C. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at csgravityindia@gmail.com. The same

will be replied by the company suitably.

6. Members who would attend the AGM through VC/OAVM and who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, demat account number/folio number, email id, mobile number at csggravityindia@gmail.com by 19th August, 2022 (5:00 p.m. IST). The members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Club reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

D. OTHER INSTRUCTIONS

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter, unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.gravityindia.net and on the website of NSDL <https://www.evoting.nsdl.com> immediately.

Details of the Directors seeking re-appointment at the 35th 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 for the 35th Annual General Meeting.

Disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards - 2 issued by ICSI:

Details of the Directors seeking re-appointment at the 35th Annual General Meeting

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

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This information forms a part of the Notice and Explanatory Statement for the 35th Annual General Meeting.

Name of the Director	Mrs. Dakshaben Rasiklal Thakkar	Mr. Varun Rasiklal Thakkar (DIN: 00894145)
Date of Birth	04/03/1957	14/10/1984
Date of Appointment	13/03/1987	02/10/2016
Qualifications	S.S.C	Graduate
Directorship in other Companies	None	1. Gravity Synthetics Private Limited 2. Gravity Capital And Finance Private Limited
Committee Positions in Gravity (India) Limited	Audit Committee – Member Nomination & Remuneration Committee – Member Stakeholder's Relationship Committee – Member (Chairperson)	None
Committee Positions in other Public Limited Companies	None	None
Relation between Directors	Mother of Mr. Varun Thakkar, Managing Director and Wife of Mr. Rasiklal Thakkar, Promoter	Son of Mrs. Dakshaben Thakkar, Director and Mr. Rasiklal Thakkar, Promoter and Brother of Mr. Jay Thakkar, Chief Financial Officer
Number of Shares held in Gravity (India) Limited	8,71,751	1012125

By Order of the Board Gravity (India) Limited

Place: Mumbai
Date: August 02, 2022

Varun Thakkar
Chairman & Managing Director
DIN: 00894145

EXPLANATORY STATEMENT TO THE ANNUAL GENERAL MEETING NOTICE**(Under Section 102 of Companies Act, 2013)****Item No. 3:**

M/s LLB & Co, Chartered Accountants, Mumbai were appointed as Statutory Auditors of the Company for a period of 5 (Five) years from the F Y 2017-18 on such remuneration as may be approved by the Board of Directors from time to time. Their appointment comes to an end at the conclusion of this AGM. The Board proposes the appointment of M/s A R Sodha and Co (FRN: 110324W), Chartered Accountants, Mumbai, as Statutory Auditors for a period of 3 years from the conclusion of this AGM till the conclusion of the AGM to be held in year 2025 on such remuneration, as may be decided by the Board of Directors from time to time.

M/s A R Sodha & Co, have submitted their certificate of eligibility and granted their consent for being appointed as the Statutory Auditors of the Company.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise in the resolution.

The Board of Directors recommend the said resolution as an Ordinary Resolution.

Item No. 4:

Mr. Varun Thakkar was appointed as the Chairman and Managing Director of the Company with effect from 02nd October, 2016 for a period of five year by way of Ordinary resolution and was subject to re-appointment with effect from **01st October, 2021**. Nomination and Remuneration Committee discussed the matter and recommended the re-appointment of Mr. Varun Thakkar as the Chairman and the Managing Director of the Company with effect from 1st October, 2021 for the period of 5 years. Mr Varun Thakkar is a Bachelors of Commerce Graduate having a vast experience of 15 years in the field of Textiles. His key skills include Production and Quality control of Fabrics, etc. The brief profile of Mr. Varun Thakkar (DIN: 00894145) 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. Members are requested to please refer to the same.

Regulation 17(1C) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on 1st January, 2022 prescribes that a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors [or as a manager] is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Board of Directors recommend resolution for the re-appointment Mr. Varun Thakkar (DIN: 00894145) as the Managing Director for the period as mentioned above for approval of the shareholders as a Special Resolution.

None of the Directors, Key Managerial Personnel's or their relatives are deemed to be interested in this Resolution, except Mr. Varun Thakkar (DIN: 00894145), Mrs. Dakshaben Thakkar, Director and Mr. Jay Thakkar, CFO, by virtue of their relationship with Mr. Varun Thakkar

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard 2 issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

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Disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 issued by ICSI:

Terms & Conditions	As per Companies Act
Remuneration Last Drawn	Rs. 8,40,000 (Rupees Eight Lakh Forty Thousand only) per annum
Remuneration sought to be paid	Rs. 8,40,000 (Rupees Eight Lakh Forty Thousand only) per annum
Number of Board Meetings attended during the Financial Year 2021-22	5
First Date of Appointment	01/10/2016
Date of Appointment in current terms	01/10/2021
Relationship with other Directors/ Manager/ Key Managerial Personnel	Son of Mrs. Dakshaben Thakkar, Director and Mr. Rasiklal Thakkar, Promoter
Directorships held in other Companies in India	1. GRAVITY SYNTHETICS PRIVATE LIMITED 2. GRAVITY CAPITAL AND FINANCE PRIVATE LIMITED
Membership on the Committee Board of other Companies	None

The Board of Directors recommend the resolution for the approval of the members as an Special Resolution.

Item No. 5

The Registered office of the Company is presently situated at 131- 5B, Mittal Industrial Estate, Andheri Kurla Road, Andheri East, Mumbai, 400059. With a view to improve the operational efficiency of the Company, the Board of Directors of the Company is proposing for shifting of the Registered Office of the Company to Building No Q, Office No -17, Rajlaxmi Commercial Complex, Thane Bhiwandi Road, Village Kalher, Bhiwandi, Thane 421302 which is owned by Mr. Ajay Gupta with effect from 1st October, 2022.

In accordance with the provisions of Section 12(5) of the Companies Act, 2013 except on the authority of a special resolution passed by a Company, the registered office of the Company shall not be changed, outside the local limits of any city, town or village where such office is situated.

Accordingly the consent of the members of the Company is sought for passing a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise in the resolution.

The Board recommends the special resolution set out at Item No. 5 for approval of the members of the Company.