NOTICE

NOTICE is hereby given that the 39th Annual General Meeting of the Members of Gravity (India) Limited ("the Company") will be held on **Friday, 25th September, 2026 at 4:00 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, 2026, and the Reports of Board of Directors and Auditors thereon.

Item No. 2: Retirement by Rotation

To appoint a director in place of **Ms. Dakshaben Rasiklal Thakkar (DIN: 00576846)** who retires by rotation at this Annual General Meeting and being eligible, seeks re-appointment.

Item No.:3 : Appointment of Statutory Auditor

To Consider and Approve Appointment of M/s AVKAS & Co. (FRN – 155352W) as a Statutory Auditor of the Company for the period of Five years from Financial Year 2026-27 to 2030-31.

Item No.:4 : Appointment of Secretarial Auditor

To Consider and Approve Appointment of CS Arvind Sudra, Company Secretary in Practice (ACS – 19191, CP No. - 26913) as a Secretarial Auditor of the Company for the period of Five years from Financial Year 2026-27 to 2030-31.

Item No.: 5 : To Regularize Appointment of Mukesh Parmar

To regularize appointment of Mukesh Mahendrabhai Parmar (DIN: 11473295) who has been appointed as an additional Director of the Company and designate him as Managing Director & Chief Executive Officer (MD & CEO).

Item No.: 6 : To Regularize Appointment of Kuldipsinh Rathod

To regularize appointment of Kuldipsinh Rathod (DIN: 11473323) who has been appointed as an additional Director of the Company and designate her as Executive Director & Chief Financial Officer.

Item No.: 7 : To Regularize Appointment of Ankit Goel

To regularize appointment of Ankit Goel (DIN: 11168895) who has been appointed as an additional Director of the Company and designate him as Non-Executive Independent Director.

Item No. 8 TO CONSIDER AND APPROVE RAISING OF FUNDS THROUGH ISSUANCE OF EQUITY SHARES OF THE COMPANY BY WAY OF QUALIFIED INSTITUTIONS PLACEMENT ("QIP") FOR AN AMOUNT AGGREGATING UP TO ₹90 CRORE

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder, including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with the applicable provisions of the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Depositories Act, 1996, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), including Chapter VI thereof relating to Qualified Institutions Placement, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, and other applicable rules, regulations, circulars, notifications and guidelines issued by the Securities and Exchange Board of India ("SEBI"), the Ministry of Corporate Affairs ("MCA"), the Government of India, the Reserve Bank of India ("RBI"), BSE Limited ("Stock Exchange") and/or any other statutory, regulatory or governmental authority, as applicable, and subject to such approvals, consents, permissions, sanctions and conditions as may be necessary, and subject to such modifications, alterations, additions or variations as may be prescribed or imposed by any of the aforesaid authorities while granting such approvals, consents, permissions or sanctions, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board", which term shall include any committee thereof duly constituted or authorised by the Board) to create, offer, issue and allot, in one or more tranches, such number of fully paid-up equity shares of the Company ("Equity Shares"), for an aggregate amount not exceeding ₹90,00,00,000 (Rupees Ninety Crore only), inclusive of such premium as may be determined in accordance with applicable law, by way of one or more Qualified Institutions Placements ("QIP"), in accordance with Chapter VI of the SEBI ICDR Regulations, to Qualified Institutional Buyers ("QIBs"), whether or not such QIBs are existing members of the Company, on such terms and conditions as may be determined by the Board in consultation with the lead manager(s), book running lead manager(s), advisor(s) and/or other intermediaries appointed in relation to the QIP, and as may be permitted under applicable laws;

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to the QIP shall rank pari-passu in all respects with the existing Equity Shares of the Company, including with respect to dividend, voting rights and other rights, privileges and benefits attached thereto, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and applicable laws;

RESOLVED FURTHER THAT the allotment of the Equity Shares pursuant to the QIP shall be made only to such persons who are QIBs as defined under the SEBI ICDR Regulations and who are eligible to participate in the QIP in accordance with applicable laws, and no allotment shall be made, either directly or indirectly, to any QIB who is a promoter or any person related to the promoters of the Company, to the extent prohibited under the SEBI ICDR Regulations;

RESOLVED FURTHER THAT the Equity Shares pursuant to the QIP shall be allotted in accordance with the applicable provisions of the SEBI ICDR Regulations, including the provisions relating to the maximum number of Equity Shares that may be allotted to a single QIB, the minimum number of allottees, treatment of QIBs belonging to the same group or under the same control as a single allottee, and the minimum allocation to Mutual Funds, as applicable;

RESOLVED FURTHER THAT pursuant to Regulation 176(1) of the SEBI ICDR Regulations, the Equity Shares may be issued at a price not less than the floor price determined in accordance with the SEBI ICDR Regulations and the Board be and is hereby authorised to offer a discount of not more than 5% (five per cent) on the floor price, or such other discount as may be permitted under applicable law, subject to the requisite approval of the Members and other applicable requirements;

RESOLVED FURTHER THAT the "Relevant Date" for determination of the floor price of the Equity Shares proposed to be issued through the QIP shall be the date of the meeting in which the Board or the committee of directors duly authorised by the Board decides to open the proposed QIP, in accordance with Regulation 171(b)(i) of the SEBI ICDR Regulations;

RESOLVED FURTHER THAT the allotment of the Equity Shares pursuant to this Special Resolution shall be completed within 365 (Three Hundred and Sixty-Five) days from the date of passing of this Special Resolution or within such other period as may be permitted under applicable law;

RESOLVED FURTHER THAT the funds raised pursuant to the proposed QIP, after deduction of issue-related expenses, shall be utilised towards the following objects:

1. **Working Capital Requirements of the Company**, including meeting the Company's ongoing and incremental working capital requirements, operational requirements and other business-related funding requirements; and

2. **General Corporate Purposes**, including such purposes as may be permitted under applicable laws and as may be determined by the Board or its duly authorised committee from time to time,
provided that the amount utilised towards General Corporate Purposes shall not exceed 25% (twenty-five per cent) of the amount raised through the proposed QIP, or such other limit as may be prescribed under applicable law from time to time;

RESOLVED FURTHER THAT the utilisation of the proceeds of the QIP shall be undertaken strictly in accordance with the objects disclosed in the relevant placement document(s), applicable SEBI regulations, Stock Exchange requirements and other applicable laws, and the Company shall not utilise the proceeds for any purpose which is not permissible under applicable law;

RESOLVED FURTHER THAT pending utilisation of the proceeds of the QIP, the Company may, subject to applicable laws, temporarily deploy such proceeds in such manner as may be determined by the Board or its duly authorised committee;

RESOLVED FURTHER THAT the Equity Shares issued pursuant to the QIP shall be listed on the Stock Exchange where the existing Equity Shares of the Company are listed, subject to receipt of all requisite approvals, permissions and sanctions from the Stock Exchange and other applicable authorities;

RESOLVED FURTHER THAT the Company shall comply with all applicable requirements relating to in-principle approval, placement document, listing and trading approval, dematerialisation, allotment, filing of return of allotment and other statutory and regulatory compliances in connection with the QIP;

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine, in consultation with the lead manager(s)/book running lead manager(s) and other advisors and intermediaries appointed in relation to the QIP, the terms and conditions of the QIP, including but not limited to the timing of the issue, number of Equity Shares to be issued and allotted, issue price, premium, discount, size of each tranche, allocation among eligible QIBs, opening and closing dates of the issue, and such other terms as may be necessary or expedient in connection with the QIP, subject always to the applicable provisions of the Act, SEBI ICDR Regulations, SEBI LODR Regulations and other applicable laws;

REOLVED FURTHER THAT the Board be and is hereby authorised to prepare, finalise, approve, sign and execute the preliminary placement document, placement document, application forms, confirmation of allocation notes, private placement offer documents, agreements, undertakings, declarations, certificates, applications and all other documents and writings as may be necessary or desirable in connection with the QIP and to make such amendments, modifications, supplements, revisions or corrections thereto as may be required by SEBI, the Stock Exchange, MCA, RBI or any other statutory, regulatory or governmental authority;

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint and engage merchant banker(s)/book running lead manager(s), legal counsel(s), registrar(s), depositories, bankers, advisors, consultants and such other intermediaries, agencies and professionals as may be required in connection with the QIP and to enter into and execute all such agreements, arrangements, engagement letters and other documents as may be necessary or expedient and to determine and pay their fees, commissions, remuneration and expenses as may be permissible under applicable laws;

RESOLVED FURTHER THAT the Board be and is hereby authorised to open and operate such bank accounts, escrow accounts or other accounts as may be required in connection with the QIP, to give such instructions and authorisations to the bankers and other intermediaries as may be necessary and to do all such acts, deeds and things as may be required for receipt and utilisation of the issue proceeds;

RESOLVED FURTHER THAT the Board be and is hereby authorised to seek, obtain and/or apply for all necessary approvals, permissions, consents, sanctions and clearances from SEBI, the Stock Exchange, MCA, RBI, depositories, Registrar of Companies and/or any other statutory, regulatory or governmental authority as may be required in connection with the QIP and the listing and trading of the Equity Shares issued pursuant thereto;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps, actions and measures and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this Special Resolution, including resolving any questions, difficulties or doubts that may arise in connection with the QIP, and to make such modifications, alterations, additions, amendments or variations to the terms and conditions of the QIP as may be required by any statutory, regulatory or governmental authority or as may be considered necessary by the Board, without requiring any further approval of the Members of the Company, subject to applicable law;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred upon it by this Special Resolution, to the extent permitted by law, to any committee of the Board, director(s), officer(s) or authorised representative(s) of the Company and to further delegate such powers as may be necessary for giving effect to this Special Resolution;

RESOLVED FURTHER THAT all actions taken and documents executed by the Board or any duly authorised person in connection with the foregoing matters be and are hereby approved, confirmed and ratified."

Item No. 9 ALTERATION OF THE MAIN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION 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 4, 13, 102, 110, 114 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Incorporation) Rules, 2014 and the Companies (Management and Administration) Rules, 2014, and the rules made thereunder, and subject to such approvals, consents, permissions and sanctions as may be required from the Registrar of Companies, Maharashtra, and/or any other statutory, regulatory or governmental authority, as may be applicable, and subject to the provisions of the Memorandum and Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, rules and regulations, the consent of the Members of the Company be and is hereby accorded for alteration of Clause III(A) of the Memorandum of Association of the Company by insertion of new sub-clauses 4, 5, 6 and 7 immediately after the existing sub-clause 3 thereof, as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the existing sub-clauses 4 to 6 of Clause III(A) of the Memorandum of Association shall be renumbered as sub-clauses 8 to 10 respectively, and the existing sub-clauses 7 onwards, if any, shall be consequentially renumbered, as applicable, so as to give effect to the aforesaid alteration.

RESOLVED FURTHER THAT the altered Clause III(A) of the Memorandum of Association of the Company, as placed before the Members and initialled by the Chairperson for the purpose of identification, be and is hereby approved and adopted.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution, including making necessary applications, filings and submissions with the Registrar of Companies, Maharashtra, the stock exchange(s), regulatory authorities and/or any other authority, and to execute all such documents, deeds, writings and instruments as may be required in this regard.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to settle any question, difficulty or doubt that may arise in connection with the aforesaid alteration of the Memorandum of Association and to do all such acts and things as may be necessary or incidental thereto."

BY ORDER OF THE BOARD GRAVITY (INDIA) LIMITED

Place: Bhiwandi
Date: September 01, 2026

Mukesh Manendrabhai Parmar
Managing Director & Chief Executive Officer
(DIN: 11473295)

EXPLANATORY STATEMENT Pursuant To Section 102 Of The Companies Act, 2013

Item No. 8

The Company is engaged in its existing business activities and, in order to meet its ongoing and future financial requirements, including the requirements of working capital and other general corporate purposes, the Company proposes to raise funds through issuance of Equity Shares by way of a Qualified Institutions Placement ("QIP") in accordance with Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

The Board of Directors of the Company ("Board"), at its meeting held on September 01, 2026, considered and approved, subject to the approval of the Members and other applicable regulatory approvals, the proposal for raising funds through issuance of Equity Shares by way of QIP for an aggregate amount not exceeding ₹90,00,00,000 (Rupees Ninety Crore only), in one or more tranches.
The proposed QIP will enable the Company to strengthen its financial position and provide additional liquidity for meeting its business and operational requirements. The proposed funds are intended to be utilised primarily towards:

A. Working Capital Requirements

The Company proposes to utilise a substantial portion of the net proceeds towards its working capital requirements, including funding its day-to-day operational requirements, maintaining adequate liquidity, meeting current and future business requirements and supporting the Company's ongoing operations and growth.

B. General Corporate Purposes

The Company may utilise a portion of the net proceeds towards general corporate purposes, including such purposes as may be permitted under applicable laws and as may be determined by the Board from time to time, subject to the applicable regulatory restrictions.

The amount utilised towards General Corporate Purposes shall **not exceed 25% of the amount raised through the proposed QIP**, or such other limit as may be prescribed under applicable law.

The exact allocation between the above objects shall depend upon the Company's actual requirements, prevailing business conditions and the amount finally raised through the QIP. The detailed deployment of the proceeds shall be disclosed in the relevant placement document(s) in accordance with applicable SEBI and Stock Exchange requirements.

The proposed issue will be undertaken in accordance with Chapter VI of the SEBI ICDR Regulations and other applicable provisions of law. The Equity Shares proposed to be issued pursuant to the QIP shall rank pari-passu in all respects with the existing Equity Shares of the Company.

The Company proposes to issue and allot the Equity Shares to Qualified Institutional Buyers ("QIBs") as defined under the SEBI ICDR Regulations, whether or not such QIBs are existing shareholders of the Company. The allotment shall be made in accordance with the applicable provisions of the SEBI ICDR Regulations, including the provisions relating to eligible QIBs, minimum number of allottees, maximum allotment to a single QIB, treatment of QIBs belonging to the same group or under the same control and minimum allocation to Mutual Funds, wherever applicable.

The Equity Shares shall be issued at such price as may be determined in accordance with the pricing provisions contained in the SEBI ICDR Regulations. Pursuant to Regulation 176(1) of the SEBI ICDR Regulations, the Company may offer a discount of not more than 5% (five per cent) on the floor price, or such other discount as may be permitted under applicable law, subject to the approval of the Members and other applicable requirements.

The **Relevant Date** for determining the floor price of the Equity Shares proposed to be issued through the QIP shall be the date of the meeting in which the Board or the committee of directors duly authorised by the Board decides to open the proposed QIP, in accordance with the applicable provisions of the SEBI ICDR Regulations.

The proposed QIP is an enabling approval and does not necessarily require the Company to utilise the entire approved amount of ₹90 crore. The actual amount raised, number of Equity Shares issued, issue price and timing of the QIP shall be determined by the Board or its duly authorised committee, in consultation with the lead manager(s)/book running lead manager(s) and other advisors, depending upon prevailing market conditions, the Company's requirements and other relevant factors, subject to applicable laws.

The allotment pursuant to this Special Resolution shall be completed within 365 (Three Hundred and Sixty-Five) days from the date of passing of this Special Resolution or such other period as may be permitted under applicable law.

The Company shall obtain such approvals and permissions as may be necessary from SEBI, the Stock Exchange, MCA, RBI, depositories and/or any other statutory, regulatory or governmental authority in connection with the proposed QIP.

The Board considers the proposed QIP to be in the best interests of the Company and its stakeholders as it will provide the Company with access to institutional capital for strengthening its working capital position and meeting permissible general corporate requirements.

The Special Resolution is therefore being proposed for approval of the Members.

Disclosure under Section 102(1) of the Companies Act, 2013

Nature of concern or interest of Directors, Key Managerial Personnel and their relatives:

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution, except to the extent of their respective shareholding, if any, in the Company and/or to the extent they may participate in the proposed QIP in their capacity as eligible investors, if permissible under applicable law.

Basis or justification for the issue and pricing:

The Equity Shares proposed to be issued pursuant to the QIP shall be issued at a price determined in accordance with Regulation 176 of the SEBI ICDR Regulations and other applicable laws. The Company may offer a discount of not more than 5% on the floor price, or such other discount as may be permitted under applicable law, subject to approval of the Members.

Relevant Date:

For the purpose of pricing of the Equity Shares proposed to be issued pursuant to the QIP, the Relevant Date shall be the date of the meeting in which the Board or the committee of directors duly authorised by the Board decides to open the proposed QIP, in accordance with Regulation 171(b)(i) of the SEBI ICDR Regulations.

Objects of the Issue:

The proceeds of the proposed QIP, after deducting issue-related expenses, shall primarily be utilised towards working capital requirements of the Company and permissible General Corporate Purposes. The amount utilised towards General Corporate Purposes shall not exceed 25% of the amount raised through the QIP.

Proposed time within which the allotment shall be completed:

The allotment pursuant to this Special Resolution shall be completed within 365 (Three Hundred and Sixty-Five) days from the date of passing of the Special Resolution or such other period as may be permitted under applicable law.

Maximum amount proposed to be raised:

The Company proposes to raise an aggregate amount not exceeding ₹90 crore (Rupees Ninety Crore only) through issuance of Equity Shares by way of QIP, in one or more tranches.

Class or classes of persons to whom the allotment is proposed to be made:

The Equity Shares shall be offered and allotted only to Qualified Institutional Buyers ("QIBs") as defined under the SEBI ICDR Regulations and who are eligible to participate in the QIP in accordance with applicable laws.

Intention of the Promoters, Directors or Key Managerial Personnel to subscribe to the offer:

The QIP is proposed to be made to eligible QIBs in accordance with Chapter VI of the SEBI ICDR Regulations. No allotment shall be made, either directly or indirectly, to any QIB who is a promoter or any person related to the promoters, to the extent prohibited under the SEBI ICDR Regulations.

Change in control, if any, consequent to the issue:

The proposed QIP may result in dilution of the existing shareholding of the members of the Company. The extent of such dilution and any consequent change in control, if any, cannot presently be ascertained and shall depend upon the final number of Equity Shares issued and allotted and the identity and shareholding of the allottees. The Company shall ensure compliance with all applicable provisions of the SEBI ICDR Regulations, SEBI Takeover Regulations and other applicable laws.

Issue of Equity Shares otherwise than for cash:

The proposed Equity Shares shall be issued for cash consideration and not otherwise than for cash.

Shareholding pattern of the Company:

The existing and proposed shareholding pattern of the Company, including the impact of the proposed QIP, shall be disclosed in the relevant placement document(s) and statutory filings in accordance with applicable laws and regulations.

Lock-in:

The Equity Shares allotted pursuant to the QIP shall be subject to the applicable lock-in restrictions prescribed under the SEBI ICDR Regulations, if any.

Monitoring of utilisation of proceeds:

Since the proposed QIP size is presently limited to an aggregate amount of ₹90 crore, the provisions relating to mandatory appointment of a Monitoring Agency applicable to QIPs exceeding the prescribed threshold shall not apply solely by reason of the proposed issue size. The Company shall, nevertheless, comply with all applicable requirements relating to monitoring, disclosure and utilisation of issue proceeds as may be prescribed under the SEBI ICDR Regulations, SEBI LODR Regulations, Stock Exchange requirements and other applicable laws.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the Members by way of a Special Resolution.

Item No. 9

The existing Clause III(A) of the Memorandum of Association ("MOA") of the Company contains the Main Objects for which the Company was incorporated and presently includes objects relating, inter alia, to software, applications, web applications, IT-enabled services, data services, IT consulting, research and development, technology outsourcing, maintenance of information systems and related businesses.

The Company proposes to further expand and diversify its business activities into emerging technology and digital infrastructure sectors, **including Information Technology and related services; Data Centres, data storage, data processing, cloud infrastructure and allied digital infrastructure; and semiconductor and semiconductor-related businesses.**

In order to enable the Company to undertake the aforesaid activities in a clear and comprehensive manner, it is proposed to alter Clause III(A) of the MOA by inserting additional Main Objects specifically covering:

1. establishment, development, ownership, operation, management and maintenance of data centres, data storage and data processing facilities, cloud computing infrastructure, edge computing infrastructure and allied digital infrastructure;

2. research, design, development, manufacturing, fabrication, processing, assembly, testing, packaging, import, export, trading and commercialisation of semiconductors, semiconductor devices, integrated circuits, microprocessors, microcontrollers, memory devices, sensors, chips, wafers and related electronic and semiconductor products and technologies;

3. information technology, software, hardware, firmware, digital products, artificial intelligence and machine learning solutions, Internet of Things solutions, cloud-based solutions, data analytics, cybersecurity, automation and other technology products and services; and

4. all allied, ancillary, incidental and related activities necessary or conducive to the aforesaid businesses.

The proposed alteration is intended to provide the Company with an appropriate and sufficiently broad objects framework to undertake, develop and expand these businesses, either independently or through subsidiaries, associates, joint ventures, strategic partnerships, collaborations or other permissible arrangements.

The proposed amendment **does not involve alteration of the name of the Company, registered office clause, liability clause or authorised share capital** clause of the MOA.

The Board of Directors believes that the proposed alteration of the Main Objects Clause will enable the Company to diversify its business activities, pursue opportunities in the technology and digital infrastructure sectors and undertake businesses which are complementary and/or ancillary to its existing IT-related activities.

The proposed alteration of the MOA requires approval of the Members by way of **a Special Resolution** pursuant to Section 13 of the Companies Act, 2013.

Nature of concern or interest of Directors, Key Managerial Personnel and their relatives

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

Documents available for inspection

A copy of the existing Memorandum and Articles of Association of the Company and the proposed altered Memorandum of Association shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to and including the date of the EGM / conclusion of the Postal Ballot process.

The proposed alteration of the MOA is also available for inspection electronically at www.starsourcemultitrade.com.

Board's recommendation

The Board of Directors recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members

NOTES:

1. Ministry of Corporate Affairs General Circular No.03/2025 dated September 22, 2025 and applicable SEBI Circulars has permitted the holding of the Annual General Meeting ("AGM") through Video Conference/Other Audio Visual Means, without the physical presence of the Members at a common venue. Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, the AGM of the Company is being conducted through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) herein after called as "e-AGM". e-AGM: The Company has appointed National Securities Depository Limited (NSDL), to provide Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) facility for the Annual General Meeting.

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 authorized 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 on 01st September, 2026. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of RTA i.e. www.in.mpms.mufg.com & NSDL 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 and 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 Circular No 10/2022 dated 28.12.2022 and Circular No 09/2023 dated 25th September 2023 and Circular No.03/2025 dated September 22, 2025.

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

The remote e-voting period begins on, Tuesday, 22nd September, 2026 at 9:00 A.M. and ends on Monday 25th September, 2026 at 5:00 P.M. The remote e-voting module shall be disabled 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. Friday, 18th September 2026 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 Friday, 18th September 2026.

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
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	3. 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. 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 held 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. 
Individual Shareholders holding securities in demat mode with CDSL	1. 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. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. 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 depository participants	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
Individual Shareholders holding securities in demat mode with NSDL	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
Individual Shareholders holding securities in demat mode with CDSL	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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.
4. 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***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) 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.

c) How to retrieve your 'initial password'?

(i) 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'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
a) 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 csgravityindia@gmail.com.

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 csgravityindia@gmail.com 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 csgravityindia@gmail.com by 23rd September 2025 (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 Company 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.

BY ORDER OF THE BOARD GRAVITY (INDIA) LIMITED

Place: Bhiwandi
Date: September 01, 2026

Mukesh Mahendrabhai Parmar
Managing Director & Chief Executive Officer
(DIN: 11473295)

This information forms a part of the Notice and Explanatory Statement for the 39th Annual General Meeting:

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

Name of the Director	**Mrs. Dakshaben Rasiklal Thakkar**
Date of Birth	04/03/1957
Date of Appointment	13/03/1987
Qualifications	S.S.C
Directorship in other Companies	None
Committee Positions in Gravity (India) Limited	Audit Committee – Member Nomination & Remuneration Committee – Member Stakeholder's Relationship Committee - Chairperson
Committee Positions in other Public Limited Companies	None
Relation between Directors	NIL
Number of Shares held in Gravity (India) Limited	0 (Zero)

BY ORDER OF THE BOARD GRAVITY (INDIA) LIMITED

Mukesh Mahendrabhai Parmar
Managing Director & Chief Executive Director
DIN: 11473295

Place: Bhiwandi
Date: September 01, 2026

DIRECTOR'S REPORT

To
The Members,
Gravity (India) Limited,

The Directors of your Company are pleased to present the Annual Report on the business and operations of the Company and the accounts for the financial year ended on 31st March, 2026.

1. Financial Results:

(Amount In Lacs.)

Particulars	31.03.2026	31.03.2025
Turnover	17.919.10	122.30
Total Revenue	17,974.66	196.90
Less: Total Expenditure	16,234.67	431.34
Profit/loss before exceptional items, Extra-ordinary item and tax	**1,739.99**	**(234.94)**
Exceptional items	0	0
Profit / (loss) before tax	**1,739.99**	**(234.94)**
Less: Provision for tax/deferred tax	(454.96)	(34.36)
Net Profit/Loss after tax	**1,285.03**	**(200.58)**

2. Share Capital:

In January-2026, the Authorized Share Capital of the Company is increased from Rs. 15,00,00,000/- (Rupees Fifteen Crore only) divided into Rs. 1,50,00,000/– (Rupees One Crore Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 100,00,00,000/- (Rupees One Hundred Crore only) divided into Rs. 10,00,00,000/– (Rupees Ten Crore Only) equity shares of Rs. 10/- (Rupees Ten only) each by creation of additional 8,50,00,000 (Eight Crore Fifty Lakhs Only) Equity shares of Rs. 10/- each (Rupees Ten).

The Issued, Subscribed and Paid-up 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 31st March, 2026. There are no changes in paid-up share capital during the financial year.

3. Reserves:

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 increased from Rs. 122.30 Lacs (Rupees One crore Twenty-Two Lakhs and Thirty Thousands Only) to Rs. 17,919.10 Lacs (Rupees One Hundred Seventy Nine Crores Nineteen Lacs and Ten Thousands Only) in the current year. The net profit of the Company for the year is Rs. 1,285.03 Lacs (Rupees Twelve crore Eighty Five Lakhs and Three Thousands Only) as against a net loss of Rs. (200.58) Lacs (Rupees Two Crores and Fifty Eight Thousands) in the 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:**

The Company have changed its object clause during the year under review by adding object clause of trading and infrastructure activities.

In April-2026, the Company had proposed for raising of fund by issuing 6,90,14,950 equity shares of face value of Rs. 10.00 each (Rupee Ten only) ('Equity Shares') at a price of Rs.10.00/- (Rupees Ten Only) per equity share for cash at a price of Rs. 10 per rights equity share (the "Issue Price") in the ratio of 23 (Twenty-Three) Rights Shares for Every 3 (Three) Equity Shares In this regard, the Company had not achieved the minimum subscription of 90% of the issue size as required under Regulation 86(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"). Hence, the Company had instructed to RTA for Refund / Unblocking of amount lying under the ASBA Account to those who have applied for this Rights Issue. Accordingly, the Company has not proceeded with the allotment of equity shares under the said Rights issue.

7. **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.

The Composition of the Board of Directors of the Company are as follows:

Name of the Director	DIN	Designation
Ms. Dakshaben Rasiklal Thakkar	00576846	Director
Mr. Varun Rasiklal Thakkar	00894145	Director
Mr. Samir Ruparelia	08551666	Independent Director
Mr. Mukesh M. Parmar	11473295	Managing Director
Mr. Kuldipsinh Rathod	11473323	Executive Director
Mr. Tushar Rai Sharma	09211414	Non-Independent Director
Ms. Ambika Jindal	10310252	Independent Director
Mr. Ankit Goel	11168895	Independent Director

Ms. Dakshaben Rasiklal Thakkar (DIN: 00576846) who retires by rotation at this Annual General Meeting and being eligible, seeks re-appointment.

Details of the Key Managerial Personnel of the Company

Name	Designation
Mr. Mukesh M. Parmar	Managing Director
Mr. Jay Rasiklal Thakkar	Chief Financial Officer
Mr. Kuldipsinh Rathod	Executive Director
Ms. Geetanjali Malik	Company Secretary & Compliance Officer

8. Meetings of Board of Directors:

The Board has met **10 (Ten)** times during the financial year 2025-26 on (1) 23rd April, 2025; (2) 27th May, 2025; (3) 13th August, 2025; (4) 04th September, 2025; (5) 13th November, 2025; (6) 8th December, 2025; (7) 08th January, 2026; (8) 13th January, 2026; (9) 07th February, 2026; and (10) 25th February, 2026. Details of attendance and other details of Board Meeting are specified in Corporate Governance Report.

9. Composition of Mandatory Committees at the end of the Financial Year:

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.

The Constitution of the Committee at the end of the Financial Year are as follows:

Name of Committee	Constitution of the Committee
Audit Committee	Mr. Samir Ruparelia, **Chairman** Independent Director
	Ms. Ambika Jindal, Member Independent Director
	Mrs. Dakshaben Thakkar, Member Non-Executive- Non-Independent Director,
Nomination and Remuneration Committee	Mr. Samir Ruparelia **Chairman** Independent Director
	Ms.Ambika Jindal, Member Independent Director
	Mrs. Dakshaben Thakkar, Member Non-Executive- Non-Independent Director,
Stakeholders Grievances Committee	Mrs. Dakshaben Thakkar, Chairperson Non-Executive - Non Independent Director
	Ms. Ambika Jindalm Member Independent Director
	Mr. Samir Ruparelia, Member Independent Director

The Details of NRC Policy are included in Corporate Governance report.

10. Independent Directors:

Ms. Ms. Komal Patel (DIN: 10911964), Independent Director has resigned as an Independent Director from the Board . On account of resignation Mr. Ankit Goel (DIN: 11168895) has been appointed as an Independent Director of the Company to hold office .

The Company has received declaration from all the Independent Directors of the Company under Section 149(7) the Companies Act, 2013 and the SEBI (LODR) Regulation. The Independent Directors meet once a year. The details of the meeting are included in the Corporate Governance Report.

11. 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.

12. 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 2025-26** has been paid to the Bombay Stock Exchange, Mumbai.

13. 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; and

(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.

(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.

14. 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.
The Board of Directors of the Company believe that the Independent Directors of the Company carry their duties with integrity and expertise and have required experience to work towards the vision of the Company.

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 e-valuated.

15. <u>Auditors:</u>

During the year under review, M/s. A. R. Sodha & Co, (Firm Registration No. 110324W) & DDM & Associates (Firm Registration Number – 133446W) has resigned as Statutory Auditor of the Company dur to pre-occupation in other assignments. Based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. AVKAS & Co., Chartered Accountants (FRN: 155352W) as the Statutory Auditors of the Company, subject to approval of the shareholders, at such remuneration as may be mutually agreed between the Board of Directors and the Auditors, based on the recommendation of the Audit Committee. The Auditor have shared their consent and eligibility to continue as Statutory Auditor.

16. <u>Accounting Standards and Accounting Policies:</u>

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 (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and the provisions of the Companies Act, 2013.

For all periods up to and including the Year ended 31st March, 2025, the Company has prepared its Financial Statements in accordance with Accounting Standards notified under Section 133 of the Companies Act, 2013, read together with Indian Accounting Standards (Ind AS)

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.

17. <u>Auditor's Report</u>:
The Observation, comments & remarks referred to in the Auditors' report are self-explanatory.

18. 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 Arvind Sudra & Associates, Practicing Company Secretary, to undertake the Secretarial Audit for the year financial **Year 2025-26**. The Secretarial Audit Report is annexed as **Annexure-2** to this report.

The Secretarial Auditors have also issued the Annual Secretarial Compliance Certificate, for the financial year ending **31st March 2026**. The same is available on the Stock Exchanges and the website of the company.

19. Reply to Comments on the Report of the Secretarial Auditors:

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

20. 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-5** and forms a part of this report. The Company has voluntarily submitted this disclosure to the members.

21. 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.

22. Management Discussion and Analysis Report:

In accordance with the Listing Regulations, the Management Discussion and Analysis Report is attached as **Annexure – 4** and forms part of this report.

23. 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 an annexed to this report **Annexure-3.** The Company has a Related Party Transaction Policy as per Company Act 2013 & Listing Regulations, the same has been reviewed by Board of Directors in its meetings held

24. 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, 2026** is as follows:

(a) 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 emphasis 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.

(b) Technological absorption:

The Company has adopted modern IT tools, digital processes, and training initiatives to improve efficiency and service quality, resulting in better operational performance and cost savings.

(c) Foreign Exchange Earnings and Outgo:

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

Foreign Exchange Earning: Rs. NIL

Foreign Exchange Outflow: Rs. NIL

25. 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.

26. 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.

27. 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.

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

The Company has made no loans, advances or guarantee during the **year 2025-26**.

29. 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.

30. Disclosure under the Prevention of 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.

31. Corporate Governance Report from Statutory Auditors:

Certificate from the Statutory Auditor, M/s. AVKAS & Co., Chartered Accountants (FRN: 155352W), A Chartered Accountant Firm 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 the Corporate Governance Report forming part of the Annual Report.

32. Particulars of Employees:

No Employee of the Company draws a salary exceeding Rupees One Crore and Two Lakh per annum or Rs. 8,50,000 (Rupees Eight Lakhs and Fifty thousand) per month during the financial year. The details of employees' remuneration required under Rule 12 is attached to this Report as **Annexure – 1.**

33. 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.

34. Extract of Annual Return:

The Annual Return of the Company can be accessed from the website of the Company at www.gravityindialtd.com

35. Other Disclosures:

(a) The Company is not required to maintain any cost records for any products U/s 148 of the Companies Act, 2013.

(b) The Board u/s 118 (10) of Companies Act, 2013 has ensured due compliance of provision of Secretarial Standards I and II issued by Institute of Company Secretaries, India (ICSI).

(c) As the Company does not meet criteria specified under Section 135 of the Companies Act, 2013, the provisions of Corporate Social Responsibility are not applicable and hence no separate annexures or details are given for the same in this Report.

(d) There are no frauds reported U/s 143 (12) of the Companies Act, 2013, by the Statutory Auditors or Secretarial Auditors of the Company.

(e) There are no holding, subsidiaries or associate companies of Gravity (India) Ltd. Hence, no separate disclosure is provided in this regard.

(f) 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.

(g) The Nomination & Remuneration policy of the company is available on the website of the company www.gravityindialtd.com and brief details of the same are included in Corporate Governance Report

36. <u>Acknowledgements:</u>

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.

BY ORDER OF THE BOARD GRAVITY (INDIA) LIMITED

Place: Bhiwandi
Date: September 01, 2026

Mukesh Mahendrabhai Parmar
Managing Director & Chief Executive Officer
(DIN: 11473295)