



GRAPHITE INDIA LIMITED

REGD. & H.O. : 31, CHOWRINGHEE ROAD, KOLKATA - 700 016, W.B., INDIA
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FAX : 91 33 2249 6420, E-mail : gilro@graphiteindia.com
WEBSITE : www.graphiteindia.com, CIN : L10101WB1974PLC094602

GIL:SEC:19/20:
July 4, 2019

Bombay Stock Exchange Limited
The Corporate
Relationship Department
1st Floor, New Trading Ring,
Rotunda Bldg., P.J.Towers,
Dalal Street, **Mumbai 400 001.**
DCS-CRD
Scrip Code - 509488

The Manager
Listing Department
National Stock Exchange
Exchange Plaza, 5th Floor,
Plot No-C/1, G Block,
Bandra-Kurla Complex,
Bandra (E)
Mumbai 400 051
Scrip Code - GRAPHITE

Sir,

Sub: Combined Scrutinizer's Report – 44th Annual General Meeting of the Company held on 3rd July, 2019

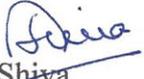
The 44th Annual General Meeting (“AGM”) of Graphite India Limited was held on July 3, 2019 at 10.30 a.m. at Shripati Singhanian Hall, Rotary Sadan, 94/2 Chowringhee Road, Kolkata – 700 020.

We hereby are forwarding herewith the Combined Scrutinizers Report on Remove E-voting & Voting conducted at AGM through ballot paper, pursuant to Rule 20(4) of the Companies (Management and Administration) Rules, 2014, as amended.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Graphite India Limited


B. Shiva
Company Secretary

Encl. : As above.

PS & ASSOCIATES

practising company secretaries

225D, A.J.C Bose Road, Kolkata – 700020, India
Tel: +91 33 2280-9045 Fax: +91 33 2287-6329
Email: ps@gravityinfotech.com

Consolidated Scrutinizer's Report
[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

To,

The Chairman of the 44th Annual General Meeting of the Members of
Graphite India Limited (the Company)
held on 3rd July, 2019 at
Shripati Singhania Hall, Rotary Sadan,
94/2 Chowringhee Road, Kolkata - 700020

Dear Sir,

1. I, Swati Bajaj, Partner, M/s. PS & Associates, Practising Company Secretaries, have been appointed by the Board of Directors of the Company as the Scrutinizer for the purpose of scrutinizing the voting and remote e-voting process, in a fair and transparent manner, and ascertaining the results on voting and remote e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 (Act) and Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice for the 44th Annual General Meeting (AGM) of the members of the Company held on 3rd July, 2019 at Shripati Singhania Hall, Rotary Sadan, 94/2 Chowringhee Road, Kolkata - 700020.
2. The Management of the Company is responsible for ensuring the compliance with the requirements of the Act and Rules relating to voting through electronic means and voting at the AGM on the resolutions contained in the Notice for the AGM of the members of the Company.
3. My responsibility as a Scrutinizer, for the voting and remote e-voting process, is restricted to
 - a. Conducting the voting at the AGM, as provided in sub-rule (1) of rule 21 of the Rules as applicable, after the end of the discussions on all the resolutions and
 - b. to make a Consolidated Scrutinizer's Report of the votes cast in "favour" or "against" the resolutions based on:
 - i. the reports generated from the E-voting system (and any physical ballots received by me from the shareholders of the Company) as provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by the Company to provide E-voting facility.
 - ii. Voting conducted at the AGM by use of ballot / polling paper.
4. Further to the above, I submit my report as under:-
 - i) The e-voting period remained open from Sunday, 30th June 2019 (9.00 am) and ended on Tuesday, 2nd July 2019 (5:00 p.m.).
 - ii) The members of the Company as on the "cut-off" date i.e. 26th June 2019 were entitled to vote on the resolutions (items nos. 01 to 10) as set out in the Notice dated 6th June 2019, of the AGM of the members of the Company.



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- iii) The members who were present at the AGM but had not cast their votes by availing the remote e-voting facility, also voted at the end of the discussions at the AGM, by using ballot / polling paper.
- iv) Immediately after the conclusion of voting at the AGM, the votes cast at the AGM were verified and counted.
- v) Thereafter, the votes cast through remote e-voting were unblocked on 3rd July 2019 in the presence of 2 witnesses, who are not in the employment of the Company.
- vi) Thereafter, the results of the resolutions that were put to vote at the AGM, have been generated by consolidating the voting at the AGM and remote e-voting and are as under:

Total Nos of <u>valid</u> Folios that have cast their vote	:	316
<i>Breakup:</i>		
<i>Through remote e-voting</i>		304
<i>Voting at the AGM</i>		12
Total No of Shares representing the 316 <u>valid folios</u> that have voted	:	148162896
<i>Breakup:</i>		
<i>Through remote e-voting</i>		148162717
<i>Voting at the AGM</i>		179
Total No of Folios who have voted through physical ballot forms or ballot/ polling paper but are declared <u>invalid</u>	:	02



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Item No. 1 (a & b):-

Ordinary Resolution for Adoption of Audited Financial Statement for the year ended 31st March, 2019

Ordinary Resolution for Adoption of Consolidated Audited Financial Statement for the year ended 31st March, 2019

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	148136753	179	148136932	99.982476
Number of votes cast against	223	0	223	0.000151
Number of votes that abstained	25741	0	25741	0.017373
Total	148162717	179	148162896	100.000000

Item No. 2:-

Ordinary Resolution to confirm payment of interim dividend and declaration of final dividend on equity shares for the financial year ended 31st March 2019

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	148162714	179	148162893	99.999998
Number of votes cast against	3	0	3	0.000002
Number of votes that abstained	0	0	0	0.000000
Total	148162717	179	148162896	100.000000

Item No. 3:-

Special Resolution for re-appointment of Mr. J D Curravala, (DIN 00277426), Non-Executive Director retiring by rotation

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	139221458	116	139221574	93.965209
Number of votes cast against	8941159	63	8941222	6.034724
Number of votes that abstained	100	0	100	0.000067
Total	148162717	179	148162896	100.000000



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Special Business:

Item No. 4:-

Special Resolution for re-appointment of Mr. N S Damani (DIN: 00058396) as an Independent Director for a second term of five (5) consecutive years i.e. from 1st April 2019 up to 31st March 2024

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote voting	E- Voting at AGM		
Number of votes cast in favour	145305351	171	145305522	98.071465
Number of votes cast against	2857266	8	2857274	1.928468
Number of votes that abstained	100	0	100	0.000067
Total	148162717	179	148162896	100.000000

Item No. 5:-

Special Resolution for re-appointment of Mr. N Venkataramani (DIN: 00367193) as an Independent Director for a second term of five (5) consecutive years i.e. from 1st April 2019 up to 31st March 2024

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	146702720	179	146702899	99.014601
Number of votes cast against	1459897	0	1459897	0.985332
Number of votes that abstained	100	0	100	0.000067
Total	148162717	179	148162896	100.000000

Item No. 6:-

Ordinary Resolution for appointment of Mr. A V Lodha (DIN: 00036158) as a Non-Executive Non-Independent Director of the Company liable to retire by rotation

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	138175283	116	138175399	93.259111
Number of votes cast against	9987334	63	9987397	6.740822
Number of votes that abstained	100	0	100	0.000067
Total	148162717	179	148162896	100.000000



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Item No. 7:-

Ordinary Resolution for re-appointment of Mr. M B Gadgil (DIN: 01020055) as a Whole-time Director of the Company designated as “Executive Director” of the Company for a period of one year from 1st July 2019

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	148160026	179	148160205	99.998184
Number of votes cast against	2591	0	2591	0.001749
Number of votes that abstained	100	0	100	0.000067
Total	148162717	179	148162896	100.000000

Item No. 8:-

Special Resolution for payment of remuneration by way of commission to Non-Executive Chairman of the Company for financial year 2018-19

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	145051734	116	145051850	97.900253
Number of votes cast against	2660883	63	2660946	1.795960
Number of votes that abstained	450100	0	450100	0.303787
Total	148162717	179	148162896	100.000000

Item No. 9:-

Ordinary Resolution for payment of remuneration to Cost Auditors

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	148160256	179	148160435	99.998339
Number of votes cast against	2361	0	2361	0.001594
Number of votes that abstained	100	0	100	0.000067
Total	148162717	179	148162896	100.000000



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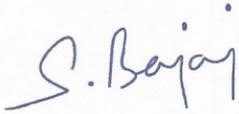
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Item No. 10:-

Special Resolution for issue of Non-Convertible Debentures/Bonds upto Rs. 5,000 Crores on private placement basis

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	148160699	116	148160815	99.998596
Number of votes cast against	1918	63	1981	0.001337
Number of votes that abstained	100	0	100	0.000067
Total	148162717	179	148162896	100.000000

Thanking You,
For P.S. & Associates



(Swati Bajaj), Partner
C.P.No.3502, ACS: 13216
Date: 3rd July 2019

