



GRAPHITE INDIA LIMITED

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GIL:SEC:18/19: 147
March 25, 2019

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

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**
cmlist@nse.co.in

Sir/Madam,

Sub: 1. Combined Scrutinizer's Report dated 25th March, 2019 for Remote e-voting and voting through Postal Ballot.

2. Voting results of the Resolutions in Postal Ballot Notice dated 6th February, 2019

In terms of section 110 of the Companies Act, 2013 read with the rule 20 and rule 22 of the Companies Management and Administration) Rules, 2014 as amended, and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company had provided facility to its members holding shares as on cut-off date i.e. 13th February 2019 to exercise their right to vote by electronic means on the businesses specified in the Postal Ballot Notice dated 6th February, 2019 through remote electronic voting during the period from February 22, 2019 (9.00 A.M. 1ST) till March 23, 2019 (5.00 P.M. 1ST) and also through Postal ballot Form to those members who could not exercise their vote though remote e-voting.

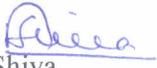
Pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2018 and Rule 20 and Rule 22 of the Companies Management and Administration) Rules, 2014, enclosed please find the following :-

1. Combined Scrutinizers Report dated 25th March, 2019 on remove E-voting & voting conducted through Postal Ballot for resolutions contained in Postal Ballot Notice dated 6th February, 2019.
2. Voting results in the format prescribed under Regulation 44 (3) of Listing Regulations.

The Scrutinizer's Report and the Voting results are also available on the Company's website at <https://www.graphiteindia.com/investor-relation/>.

Kindly take the same on record.

Thanking you,
Yours faithfully,
For Graphite India Limited


B. Shiva
Company Secretary
Encl. : As above.

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SCRUTINIZER'S REPORT

(Pursuant to section 110 of the Companies Act, 2013 and rule 22 of Companies (Management and Administration) Rules 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force)

To,

The Board of Directors
Graphite India Limited
31, Chowringhee Road
Kolkata – 700 016

Dear Sirs,

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 process (both e-voting and physical ballot process), in a fair and transparent manner, and ascertaining the results on E-voting and physical ballot forms carried out as per the provisions of Section 110 of the Companies Act, 2013 (Act) and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to the extent applicable, on the resolutions contained in the Postal Ballot Notice dated 6th February 2019.
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 physical ballot forms on the resolutions contained in the Postal Ballot Notice.
3. My responsibility as a Scrutinizer, for the physical ballot form voting and remote e-voting process, is restricted to
 - a. 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.
4. Further to the above, I submit my report as under:-
 - i) The e-voting period remained open from Friday, 22nd February, 2019 (9:00 A.M.) to Saturday, 23rd March, 2019 (05.00 P.M.)
 - ii) The members of the Company as on the "cut-off" date i.e. Wednesday, 13th February, 2019 were entitled to vote on the resolutions (items nos 01 and 02) as set out in the Postal Ballot Notice dated 6th February, 2019.
 - iii) Thereafter, the votes cast through remote e-voting were unblocked on Saturday, 23rd March, 2019 in the presence of 2 witnesses, who are not in the employment of the Company.



Total Nos of <u>valid</u> Folios that have cast their vote		:	787
<i>Breakup:</i>			
<i>Through remote e-voting</i>	599		
<i>Voting through Postal Ballot Form</i>	188		
Total No of Shares representing the 787 <u>valid folios</u> that have voted		:	149269801
<i>Breakup:</i>			
<i>Through remote e-voting</i>	149213513		
<i>Voting through Postal Ballot Form</i>	56288		
Total No of Folios who have voted through physical ballot forms but are declared <u>invalid</u>		:	05

Item No. 1:-

Special Resolution for Re-appointment of Mr. P K Khaitan as a Non-Executive Independent Director from 1st April 2019 till 31st March 2024.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting through physical ballot form		
Number of votes cast in favour	<i>139265611</i>	<i>53846</i>	139319457	93.33399
Number of votes cast against	<i>9915093</i>	<i>2419</i>	9917512	6.64401
Number of votes that abstained	<i>32809</i>	<i>23</i>	32832	0.02200
Total	<i>149213513</i>	<i>56288</i>	149269801	100.00000



Item No. 2:-

Special Resolution for Continuance of Mr. J D Curralava as a Non-Executive Non-Independent Director from 1st April 2019 till date of the next AGM of the Company.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting through physical ballot form		
Number of votes cast in favour	145387211	53838	145441049	97.43501
Number of votes cast against	3826299	2427	3828726	2.56497
Number of votes that abstained	3	23	26	0.00002
Total	149213513	56288	149269801	100.00000

Thanking You,
For P.S. & Associates



(Swati Bajaj)
Partner
C.P. No. 3502, ACS: 13216
Date: 25th March 2019



GRAPHITE INDIA LIMITED

DETAILS OF VOTING RESULTS

(THROUGH REMOTE E-VOTING AND POSTAL BALLOT FORM)

DATE OF DECLARATION OF RESULTS OF POSTAL BALLOT	25.03.2019
E-VOTING STARTING DATE	22.02.2019(9.00 A.M.)
E- VOTING ENDING DATE	23.03.2019(05.00 P.M)
Total number of shareholders as on 13.02.2019 cut-off date for voting purpose	192851
No. of Shareholders present in the meeting either in present or through proxy	NA
Promoters and Promoter Group	NA
Public	NA
No. of Shareholders attended the meeting through video conferencing	NA
Promoters and Promoter Group	NA
Public	NA



Graphite India Limited

Resolution Required : (Special)			1 - Re-appointment of Mr. P K Khaitan as a Non-Executive Independent Director from 1st April 2019 till 31st March 2024					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	127415728	127415728	100.0000	127415728	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		127415728	100.0000	127415728	0	100.0000	0.0000
Public Institutions	E-Voting	29772900	21642971	72.6935	11731802	9911169	54.2061	45.7939
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21642971	72.6935	11731802	9911169	54.2061	45.7939
Public Non Institutions	E-Voting	38186966	122005	0.3195	118081	3924	96.7837	3.2163
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		56265	0.1473	53846	2419	95.7007	4.2993
	Total		178270	0.4668	171927	6343	96.4419	3.5581
Total		195375594	149236969	76.3847	139319457	9917512	93.3545	6.6455

Note- Abstained- 32832 shares not included in above statement

Resolution passed with requisite majority



Graphite India Limited

Resolution Required : (Special)		2 - Continuance of Mr. J D Curavala as a Non-Executive Non-Independent Director from 1st April 2019 till date of the next AGM of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	127415728	127415728	100.0000	127415728	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		127415728	100.0000	127415728	0	100.0000	0.0000
Public Institutions	E-Voting	29772900	21675771	72.8037	17854451	3821320	82.3705	17.6295
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21675771	72.8037	17854451	3821320	82.3705	17.6295
Public Non Institutions	E-Voting	38186966	122011	0.3195	117032	4979	95.9192	4.0808
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		56265	0.1473	53838	2427	95.6865	4.3135
	Total		178276	0.4669	170870	7406	95.8458	4.1542
Total		195375594	149269775	76.4014	145441049	3828726	97.4350	2.5650

Note- Abstained- 26 shares not included in above statement

Resolution passed with requisite majority

