

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



## Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L10101WB1974PLC094602

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACC0457C

(ii) (a) Name of the company

GRAPHITE INDIA LIMITED

(b) Registered office address

31, CHOWRINGHEE ROAD,  
KOLKATA  
West Bengal  
700016  
India



(c) \*e-mail ID of the company

corp\_secy@graphiteindia.com

(d) \*Telephone number with STD code

03340029600

(e) Website

www.graphiteindia.com

(iii) Date of Incorporation

02/05/1974

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
	BSE LIMITED	1
	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☐ Yes ☒ No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

☐ Yes ☒ No

(f) Specify the reasons for not holding the same

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 4





S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C5	Coke and refined petroleum products	91.88
2	C	Manufacturing	C7	Metal and metal products	6.3
3	C	Manufacturing	C8	Plastic products, non-metallic mineral products, rubber products, fabricated	0.22
4	D	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution	1.6

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

8

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	EMERALD COMPANY PRIVATE 	U99999WB1940PTC128211	Holding	61.33
2	CARBON FINANCE LIMITED	U51909WB1992PLC055850	Subsidiary	100
3	Graphite International BV		Subsidiary	100
4	Graphite Cova Gmbh		Subsidiary	100
5	Bavaria Electrodes Gmbh		Subsidiary	100
6	Bavaria Carbon Specialities Gr 		Subsidiary	100
7	Bavaria Carbon Holdings Gmb 		Subsidiary	100
8	General Graphene Corporation 		Subsidiary	55.32

### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

#### (i) \*SHARE CAPITAL

##### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	200,000,000	195,375,594	195,375,594	195,375,594
Total amount of equity shares (in Rupees)	400,000,000	390,751,188	390,751,188	390,751,188

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	200,000,000	195,375,594	195,375,594	195,375,594
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	400,000,000	390,751,188	390,751,188	390,751,188

##### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

#### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

#### (d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>	Physical	DEMAT	Total			
<b>At the beginning of the year</b>	1,244,990	194,130,604	195375594	390,751,188	390,751,188	
<b>Increase during the year</b>	0	194,267	194267	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0

x. Others, specify		194,267	194267			
Shares Demated during the year						
<b>Decrease during the year</b>	194,267	0	194267	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	194,267		194267			
Shares Demated during the year						
<b>At the end of the year</b>	1,050,723	194,324,871	195375594	390,751,188	390,751,188	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE371A01025

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

☐ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☒ No ☐ Not Applicable

Separate sheet attached for details of transfers

☒ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0		0
Partly convertible debentures	0		0
Fully convertible debentures	0		0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

28,905,264,633.76

**(ii) Net worth of the Company**

46,419,531,746.38

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	971,362	0.5	0	
	(ii) Non-resident Indian (NRI)	197,261	0.1	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	




6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	126,490,822	64.74	0	
10.	Others	200	0	0	
	<b>Total</b>	127,659,645	65.34	0	0

**Total number of shareholders (promoters)**

15

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	36,734,460	18.8	0	
	(ii) Non-resident Indian (NRI)	2,530,250	1.3	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	160	0	0	
	(ii) State Government	1,866	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	4,812,609	2.46	0	
4.	Banks	20,042	0.01	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	11,993,681	6.14	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,540,644	1.3	0	
10.	Others TRUST/FPI/IEPF/AIF/TRUST 	9,082,237	4.65	0	

	<b>Total</b>	67,715,949	34.66	0	0
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**Total number of shareholders (other than promoters)**

250,677

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

250,692

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	15	15
Members (other than promoters)	251,774	250,677
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	1	0	1	0	0.13
<b>B. Non-Promoter</b>	1	6	1	6	0	0
(i) Non-Independent	1	1	1	1	0	0
(ii) Independent	0	5	0	5	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	1	7	1	7	0	0.13

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

10

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MR. K K BANGUR	00029427	Director	261,005	
MR. P K KHAITAN	00004821	Director	0	
MR. N S DAMANI	00058396	Director	0	
MR. A V LODHA	00036158	Director	0	
MR. GAURAV SWARUP	00374298	Director	0	
MR. N VENKATARAMA	00367193	Director	7,000	
MRS. SUDHA KRISHNA	02885630	Director	0	
MR. A DIXIT	06678944	Whole-time director	0	
MR. B SHIVA	ACAPB6396E	Company Secretary	416	
MR. M K CHHAJER	ACRPC7255Q	CFO	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
MR. S W PARNERKAR	ACLPP9113A	CFO	30/06/2022	CESSATION
MR. M K CHHAJER	ACRPC7255Q	CFO	01/07/2022	APPOINTMENT

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS****A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	05/08/2022	250,039	64	76.95

**B. BOARD MEETINGS**

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/05/2022	8	8	100
2	05/08/2022	8	8	100
3	11/11/2022	8	7	87.5
4	08/02/2023	8	8	100

### C. COMMITTEE MEETINGS

Number of meetings held

12

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	23/05/2022	4	4	100
2	Audit Committee	04/08/2022	4	4	100
3	Audit Committee	11/11/2022	4	4	100
4	Audit Committee	08/02/2023	4	4	100
5	CSR Committee	19/05/2022	3	2	66.67
6	CSR Committee	28/07/2022	3	3	100
7	Nomination and Remuneration Committee	11/05/2022	3	3	100
8	Nomination and Remuneration Committee	28/07/2022	3	3	100
9	Risk Management Committee	18/07/2022	3	3	100
10	Risk Management Committee	11/01/2023	3	3	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	MR. K K BANERJEE	4	4	100	6	5	83.33	
2	MR. P K KHANNA	4	4	100	4	3	75	

3	MR. N S DAM	4	3	75	0	0	0	
4	MR. A V LODHA	4	4	100	4	4	100	
5	MR. GAURAV	4	4	100	4	4	100	
6	MR. N VENKA	4	4	100	10	10	100	
7	MRS. SUDHA	4	4	100	4	4	100	
8	MR. A DIXIT	4	4	100	6	6	100	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. A Dixit	WHOLE TIME D	5,460,000	4,200,000	0	8,711,134	18,371,134
	Total		5,460,000	4,200,000	0	8,711,134	18,371,134

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. B Shiva	SR VICE PRESI	5,497,779.93	0	0	699,703	6,197,482.93
2	Mr. S W Parnerkar	SR VICE PRESI	2,109,788.23	0	0	186,444	2,296,232.23
3	Mr. M K Chhajer	EXE VICE PRES	3,059,482.28	0	0	377,908.82	3,437,391.1
	Total		10,667,050.44	0	0	1,264,055.82	11,931,106.26

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MR. K K BANGUR	CHAIRMAN	0	0	0	200,000	200,000
2	MR. P K KHAITAN	DIRECTOR	0	650,000	0	400,000	1,050,000
3	MR. N S DAMANI	DIRECTOR	0	650,000	0	200,000	850,000
4	MR. A V LODHA	DIRECTOR	0	825,000	0	400,000	1,225,000
5	MR. GAURAV SWA	DIRECTOR	0	825,000	0	450,000	1,275,000
6	MR.N VENKATARA	DIRECTOR	0	1,075,000	0	650,000	1,725,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
7	MRS. SUDHA KRIS	DIRECTOR	0	825,000	0	450,000	1,275,000
	Total		0	4,850,000	0	2,750,000	7,600,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

SWATI BAJAJ

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

3502

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

**To be digitally signed by**☒ Company Secretary☐ Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

**List of attachments**

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**





Please note that in the form we have mentioned "Number of meetings held" is 12 however, system is allowing space for giving details of only 10. Hence complete details of Committee Meeting is giving here

<b>C COMMITTEE MEETINGS</b>					
<b>Number of meetings held</b>			<b>12</b>		
<b>Sl. No.</b>	<b>Type of Meeting</b>	<b>Date of meeting</b>	<b>Total Number of Member as on the date of the meeting</b>	<b>Attendance</b>	
				<b>Number of members attended</b>	<b>% of attendance</b>
1	Audit Committee Meeting	23-05-2022	4	4	100.00
2	Audit Committee Meeting	04-08-2022	4	4	100.00
3	Audit Committee Meeting	11-11-2022	4	4	100.00
4	Audit Committee Meeting	08-02-2023	4	4	100.00
5	CSR Committee Meeting	19-05-2022	3	2	66.67
6	CSR Committee Meeting	28-07-2022	3	3	100.00
7	Nomination and Remuneration Committee Meeting	11-05-2022	3	3	100.00
8	Nomination and Remuneration Committee Meeting	28-07-2022	3	3	100.00
9	Risk Management Committee Meeting	18-07-2022	3	3	100.00
10	Risk Management Committee Meeting	11-01-2023	3	3	100.00
11	Stakeholders Relationship Committee Meeting	03-06-2022	3	3	100.00
12	Stakeholders Relationship Committee Meeting	02-12-2022	3	2	66.67