

# BAJAJ TODI & ASSOCIATES

Practising Company Secretaries

225D, A. J. C. Bose Road  
Kolkata -700020, West Bengal, India  
Tel: +91 33 22809045 Email: ps@bajajtodi.in

To,

The Chairman of the 49<sup>th</sup> Annual General Meeting of the Members of  
Graphite India Limited (the Company)  
held on 31- July-2024 at 11:00 A.M.  
through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)

Dear Sir,

1. I, Swati Bajaj, Partner, M/s. Bajaj Todi & Associates, Practising Company Secretaries, have been appointed by the Board of Directors of the Company as the Scrutinizer for the purpose of scrutinizing the e-voting process, in a fair and transparent manner, and ascertaining the results on 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 49<sup>th</sup> Annual General Meeting (AGM) of the members of the Company held on 31- July-2024 through VC/OAVM.
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 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 as provided by Link Intime India Private Limited (LIPL), the authorised agency engaged by the Company to provide E-voting facility.
    - ii. Voting conducted at the AGM, e-voting facility provided by LIPL
4. Further to the above, I submit my report as under:-
  - i) The e-voting period remained open from Sunday, 28-July-2024 (9.00 am) and ended on Tuesday, 30-July-2024 (5:00 p.m.).
  - ii) The members of the Company as on the “cut-off” date i.e. 24-July-2024 were entitled to vote on the resolutions (item nos. 01 to 07) as set out in the Notice dated 07-May-2024, of the AGM of the members of the Company.
  - 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 E-Voting facility.



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- iv) Immediately after the conclusion of voting at the AGM, the votes cast through remote e-voting were unblocked and counted.
- v) Thereafter, the voting pattern of the resolutions that were put to vote at the AGM, have been generated by consolidating the E-voting prior to and during the AGM and are as under:

Total Nos of <u>valid</u> Folios that have cast their vote		:	363
<i>Breakup:</i>			
<i>Through e-voting</i>	360		
<i>E-Voting at the AGM</i>	03		
Total No of Shares representing the 363 <u>valid folios</u> that have voted		:	15,24,79,447
<i>Breakup:</i>			
<i>Through e-voting</i>	15,24,79,292		
<i>E-Voting at the AGM</i>	155		

## Item No. 1:-

- (a) Ordinary Resolution for adoption of Audited Financial Statement of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon
- (b) Ordinary Resolution for adoption of the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2024 and the Report of the Auditors thereon

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	<i>through remote E-voting</i>	<i>E-Voting at AGM</i>		
Number of votes cast in <b>favour</b>	152360964	155	152361119	<b>99.922397</b>
Number of votes cast <b>against</b>	101705	0	101705	<b>0.066701</b>
Number of votes that <b>abstained</b>	16623	0	16623	<b>0.010902</b>
Total	<b>152479292</b>	<b>155</b>	<b>152479447</b>	<b>100.000000</b>



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## Item No. 2:-

Ordinary Resolution to declare dividend on equity shares for the financial year ended 31st March 2024

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	<i>through remote E-voting</i>	<i>E-Voting at AGM</i>		
Number of votes cast in <b>favour</b>	152478394	155	152478549	99.999411
Number of votes cast <b>against</b>	865	0	865	0.000567
Number of votes that <b>abstained</b>	33	0	33	0.000022
<b>Total</b>	<b>152479292</b>	<b>155</b>	<b>152479447</b>	<b>100.000000</b>

## Item No. 3:-

Ordinary Resolution for re-appointment of Mr. K. K. Bangur, (DIN: 00029427), Director retiring by rotation

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	<i>through remote E-voting</i>	<i>E-Voting at AGM</i>		
Number of votes cast in <b>favour</b>	152141187	155	152141342	99.778262
Number of votes cast <b>against</b>	338058	0	338058	0.221707
Number of votes that <b>abstained</b>	47	0	47	0.000031
<b>Total</b>	<b>152479292</b>	<b>155</b>	<b>152479447</b>	<b>100.000000</b>

## Special Business:

### Item No. 4:-

Special Resolution for approving the payment of remuneration to Mr Ashutosh Dixit, (DIN: 06678944) Executive Director in case of absence/ inadequate profits.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	<i>through remote E-voting</i>	<i>E-Voting at AGM</i>		
Number of votes cast in <b>favour</b>	152398920	130	152399050	99.947274
Number of votes cast <b>against</b>	80313	25	80338	0.052688
Number of votes that <b>abstained</b>	59	0	59	0.000039
<b>Total</b>	<b>152479292</b>	<b>155</b>	<b>152479447</b>	<b>100.000000</b>



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## Item No. 5:-

Special Resolution for approving the payment of commission to other Directors of the Company in case of absence / inadequate profits

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	E-Voting at AGM		
Number of votes cast in <b>favour</b>	152404884	155	152405039	<b>99.951201</b>
Number of votes cast <b>against</b>	74349	0	74349	<b>0.048760</b>
Number of votes that <b>abstained</b>	59	0	59	<b>0.000039</b>
<b>Total</b>	<b>152479292</b>	<b>155</b>	<b>152479447</b>	<b>100.000000</b>

## Item No. 6:-

Ordinary Resolution for ratification of payment of remuneration to Cost Auditors for cost audit for financial year 2024-2025

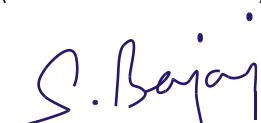
Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	E-Voting at AGM		
Number of votes cast in <b>favour</b>	152477998	155	152478153	<b>99.999151</b>
Number of votes cast <b>against</b>	1236	0	1236	<b>0.000811</b>
Number of votes that <b>abstained</b>	58	0	58	<b>0.000038</b>
<b>Total</b>	<b>152479292</b>	<b>155</b>	<b>152479447</b>	<b>100.000000</b>

## Item No. 7:-

Special Resolution for issue of Non-Convertible Debentures/Bonds up to 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	E-Voting at AGM		
Number of votes cast in <b>favour</b>	152298377	130	152298507	<b>99.881335</b>
Number of votes cast <b>against</b>	180857	25	180882	<b>0.118627</b>
Number of votes that <b>abstained</b>	58	0	58	<b>0.000038</b>
<b>Total</b>	<b>152479292</b>	<b>155</b>	<b>152479447</b>	<b>100.000000</b>

For Bajaj Todi & Associates  
(a Peer reviewed Firm)



Swati Bajaj, Partner

M. No: A13216 C.P.No. 3502

ICSI Firm Registration Number: P2020WB081300

Place : Kolkata  
Date : 31-July-2024

