



GRAPHITE INDIA LIMITED

Reg. Office :- 31 Chowringhee Road , Kolkata 700016

Tele. No: 91 33 40029600 : Fax No: 91 33 40029676

CIN : L10101WB1974PLC094602

E-Mail : gilro@graphiteindia.com

GIL:SEC/SM/20-21/32

July 29, 2020

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 – 45th Annual General Meeting of the Company held on 28th July, 2020

The 45th Annual General Meeting (“AGM”) of Graphite India Limited was held on July 28, 2020 at 11.00 a.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

We hereby are forwarding herewith the Combined Scrutinizers Report on Remove E-voting & e-voting conducted during the AGM .

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Graphite India Limited

S. Marda
Asst. Company Secretary

Encl. : As above.

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 45th Annual General Meeting of the Members of
Graphite India Limited (the Company)
held on 28th July, 2020 at 11 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 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 45th Annual General Meeting (AGM) of the members of the Company held on 28th July, 2020 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 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 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; e-voting facility provided by CDSL
4. Further to the above, I submit my report as under:-
 - i) The e-voting period remained open from Saturday, 25th July 2020 (9.00 am) and ended on Monday, 27th July 2020 (5:00 p.m.).
 - ii) The members of the Company as on the "cut-off" date i.e. 21st July 2020 were entitled to vote on the resolutions (items nos. 01 to 10) as set out in the Notice dated 9th June 2020, of the AGM of the members of the Company.



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Practising Company Secretaries

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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 E-Voting facility.
- iv) Immediately after the conclusion of voting at the AGM, the votes cast through remote e-voting were unblocked and counted.
- v) Thereafter, the results 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	:	338
<i>Breakup:</i>		
<i>Through remote e-voting</i>		324
<i>Voting at the AGM</i>		14
Total No of Shares representing the 338 <u>valid folios</u> that have voted	:	143570237
<i>Breakup:</i>		
<i>Through remote e-voting</i>		143565117
<i>Voting at the AGM</i>		5120
Total No of Folios who have voted through physical ballot forms	:	NIL

Item No. 1:-

Ordinary Resolution for adoption of

- (a) Audited Financial Statement of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon; and
- (b) the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2020 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>Voting at AGM</i>		
Number of votes cast in favour	143383998	5120	143389118	99.87385
Number of votes cast against	117198	0	117198	0.08163
Number of votes that abstained	63921	0	63921	0.04452
Total	143565117	5120	143570237	100.00000



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Item No. 2:-

Ordinary Resolution to confirm payment of interim dividend on equity shares for the financial year ended 31st March 2020

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	143522826	5120	143527946	99.97054
Number of votes cast against	2338	0	2338	0.00163
Number of votes that abstained	39953	0	39953	0.02783
Total	143565117	5120	143570237	100.00000

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
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	134507044	5120	134512164	93.69084
Number of votes cast against	9018120	0	9018120	6.28133
Number of votes that abstained	39953	0	39953	0.02783
Total	143565117	5120	143570237	100.00000

Special Business:

Item No. 4:-

Special Resolution for re-appointment of Mr. Gaurav Swarup (DIN: 00374298) as a Non -Executive Independent Director for a second term of five (5) consecutive years i.e. from 11th August 2020 up to 10th August 2025

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	136954365	5043	136959408	95.39540
Number of votes cast against	6565272	77	6565349	4.57292
Number of votes that abstained	45480	0	45480	0.03168
Total	143565117	5120	143570237	100.00000



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Item No. 5:-

Ordinary Resolution for appointment of Mr. Ashutosh Dixit (DIN: 06678944) as a Director of the Company, not 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	141412911	5120	141418031	98.50094
Number of votes cast against	2106726	0	2106726	1.46738
Number of votes that abstained	45480	0	45480	0.03168
Total	143525164	5120	143570237	100.00000

Item No. 6:-

Ordinary Resolution for appointment of Mr. Ashutosh Dixit (DIN: 06678944) as a Whole-time Director of the Company designated as “Executive Director” for a period of five years effective from 1st April, 2020

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	132291803	5043	132296846	92.14782
Number of votes cast against	11227834	77	11227911	7.82050
Number of votes that abstained	45480	0	45480	0.03168
Total	143565117	5120	143570237	100.00000

Item No. 7:-

Ordinary Resolution for payment of remuneration to Cost Auditors for cost audit for financial year ending 31.03.2021

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	143522302	5120	143527422	99.97018
Number of votes cast against	2847	0	2847	0.00198
Number of votes that abstained	39968	0	39968	0.02784
Total	143565117	5120	143570237	100.00000



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Item No. 8:-

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	Voting at AGM		
Number of votes cast in favour	135419194	4954	135424148	94.32606
Number of votes cast against	8100443	0	8100443	5.64215
Number of votes that abstained	45480	166	45646	0.03179
Total	143565117	5120	143570237	100.00000

Item No. 9:-

Special Resolution u/s 180(1)(a) of the Companies Act, 2013 authorising the Board to create security on the Company's immovable/movable assets up to a limit of Rs.6000 crores.

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	135424312	4954	135429266	94.32963
Number of votes cast against	8100852	0	8100852	5.64243
Number of votes that abstained	39953	166	40119	0.02794
Total	143565117	5120	143570237	100.00000

Item No. 10:-

Special Resolution u/s 180(1)(c) of the Companies Act, 2013 authorising the Board of Directors to borrow up to a maximum amount of Rs. 6000 crores

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	135423677	4877	135428554	94.32913
Number of votes cast against	8101487	77	8101564	5.64293
Number of votes that abstained	39953	166	40119	0.02794
Total	143565117	5120	143570237	100.00000

Thanking You,
For Bajaj Todi & Associates



(Swati Bajaj), Partner
C.P.No.3502, ACS: 13216
Date: 28th July 2020

