



GRAPHITE INDIA LIMITED

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GIL:SEC:17:18/5
April 13, 2017

The Corporate Relationship Department
Bombay Stock Exchange Limited
2nd Floor, New Trading Ring,
Rotunda Bldg., P.J.Towers,
Dalal Street,
Mumbai 400 001
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
Symbol - GRAPHITE

Dear Sir,

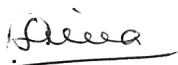
Re:- Compliance Report on Corporate Governance

Pursuant to provision of Regulation 27(2) of SEBI (Listing Obligations & Disclosures Requirements) Regulation, 2015, we are enclosing herewith

- (i) Compliance Report on Corporate Governance of the Company for the quarter ended 31st March, 2017 in Annexure I along-with statement of material related party transactions with wholly owned German subsidiary.
- (ii) Details to be submitted at the end of the financial year (for the whole of the financial year) in Annexure II.

Thanking you,

Yours faithfully,
For Graphite India Limited


B Shiva
Company Secretary

Encl: as above

d\april 2017 \ stock exchange letters from april 2017

ANNEXURE I**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity :- Graphite India Limited
2. Quarter ended on :- 31st March, 2017

I. Composition of Board of Directors								
Title (Mr./ Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/N on- Executive/ independent/ Nominee)&	Date of Appoint ment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	K K BANGUR	ADJPB4754E 00029427	'Chairman' 'Non-Executive'	10.8.2016		1	1	1
Mr.	P K KHAITAN	AFYPK7991R 00004821	'Independent' 'Non-Executive'	01.04.2014	5 years	7	5	-
Mr.	N S DAMANI	AECPD7469J 00058396	'Independent' 'Non-Executive'	01.04.2014	5 years	4	4	1
Mr.	A V LODHA	ABBPL4844P 00036158	'Independent' 'Non-Executive'	01.04.2014	5 years	2	1	1
Dr.	R SRINIVASAN	AAQPS5847R 00003968	'Independent' 'Non-Executive'	01.04.2014	5 years	5	5	2
Mr.	J D CURRAVALA	ABLPC8932D 00277426	'Non-Executive'	11.08.2015		2	1	-
Mr.	N VENKATARAMANI	ACVPN5578R 00367193	'Independent' 'Non-Executive'	01.04.2014	5 years	1	1	-
Mr.	GAURAV SWARUP	AKTPS6727K 00374298	'Independent' 'Non-Executive'	11.08.2015	5 years	5	3	1
Mrs.	SHALINI KAMATH	AAQPK0502M 06993314	'Independent' 'Non-Executive'	10.08.2016	5 years	2	-	-
Mr.	M B GADGIL	AEVPG1755M 01020055	'Executive Director'	09.05.2014	5 years *	1	1	-

* 5 years from 01/07/2014

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) ^{\$}
1. Audit Committee	Mr. A V Lodha Dr. R Srinivasan Mr. N Venkataramani Mr. J D Curavala	Chairperson – Non-Executive/ Independent Non-Executive / Independent Non-Executive / Independent Non-Executive
2. Nomination & Remuneration Committee	Mr. P K Khaitan Dr. R Srinivasan Mr. A V Lodha	Chairperson – Non-Executive/Independent Non-Executive / Independent Non-Executive / Independent
3. Risk Management Committee (if applicable)	N A	N A
4. Stakeholders Relationship Committee'	Mr. K K Bangur Mr. P K Khaitan Mr. M B Gadgil	Chairperson - Non-Executive Non-Executive / Independent Executive Director

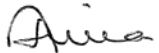
^{\$}Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant Quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
01.12.2016	14.02.2017	74

IV. Meeting of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days</i>
Audit Committee – 14.02.2017	YES	01.12.2016	74
Nomination & Remuneration Comm.-	N A	NA	-
Stakeholders Relationship Comm. – 31.03.2017	YES	31.12.2016	

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes @
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>@ Material RPT only with WOS - shareholders approval not required. However approval obtained</p>	
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p style="margin-left: 40px;">a. Audit Committee</p> <p style="margin-left: 40px;">b. Nomination & remuneration committee</p> <p style="margin-left: 40px;">c. Stakeholders relationship committee</p> <p style="margin-left: 40px;">d. Risk management committee (applicable to the top 100 listed entities) – Not Applicable</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - No comments/observations/advice of Board of Directors.</p> <p>NOTE: This report will be placed in the next Board of Directors meeting.</p>	
<p>Name & Designation : B. Shiva - Company Secretary</p> <p style="text-align: right;">For Graphite India Ltd.</p> <p style="text-align: right;"> Company Secretary</p> <p>Date : 13th April, 2017</p>	

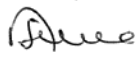
Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

ANNEXURE II

Name of listed entity – GRAPHITE INDIA LIMITED
For Financial year ended 31.03.2017

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) ^{refer note below}	
Details of business	YES	
Terms and conditions of appointment of independent directors	YES	
Composition of various committees of board of directors	YES	
Code of conduct of board of directors and senior management personnel	YES	
Details of establishment of vigil mechanism/ Whistle Blower policy	YES	
Criteria of making payments to non-executive directors	YES	
Policy on dealing with related party transactions	YES	
Policy for determining 'material' subsidiaries	YES	
Details of familiarization programmes imparted to independent directors	YES	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	
email address for grievance redressal and other relevant details	YES	
Financial results	YES	
Shareholding pattern	YES	
Details of agreements entered into with the media companies and/or their associates	N A	
New name and the old name of the listed entity	N A	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) ^{refer note below}
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	YES
Board composition	17(1)	YES
Meeting of Board of directors	17(2)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of nomination & remuneration committee	19(1) & (2)	YES
Composition of Stakeholder Relationship Committee	20(1) & (2)	YES
Composition and role of risk management committee	21(1),(2),(3),(4)	YES
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES

Approval for material related party transactions	23(4)	N A
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N A
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	YES
Maximum Directorship & Tenure	25(1) & (2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of	26(3)	YES
Disclosure of Shareholding by Non-Executive Directors	26(4)	YES
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	YES
Note 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		
III Affirmations: The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements as applicable with respect to subsidiary of Listed Entity have been complied.		
Name - B SHIVA Designation - Company Secretary		
For Graphite India Ltd.  Company Secretary		