

GRAPHITE INDIA LIMITED

Regd. Off: 31, Chowringhee Road, Kolkata 700 016
CIN : L10101WB1974PLC094602 Website : www.graphiteindia.com

NOTICE is hereby given that the Forty Fifth ANNUAL GENERAL MEETING of the members of Graphite India Limited will be held on Tuesday, the 28th day of July, 2020 at 11.00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt:
 - a. the 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.
2. To confirm payment of interim dividend on equity shares for the financial year ended 31st March, 2020.
3. To appoint a Director in place of Mr. K K Bangur, (DIN: 00029427) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To re-appoint Mr. Gaurav Swarup (DIN: 00374298) as an Independent Director and if thought fit, pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr.Gaurav Swarup (DIN: 00374298), who was appointed as an Independent Director for a term of five(5) consecutive years from 11th August 2015 up to 10th August 2020, being eligible, be and is hereby re-appointed as a Non - Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five(5) consecutive years i.e. from 11th August 2020 up to 10th August 2025, pursuant to the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company.

5. To appoint Mr. Ashutosh Dixit (DIN: 06678944) as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT Mr. Ashutosh Dixit (DIN: 06678944) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company and who holds office upto the date of this AGM and whose appointment has been recommended by the Nomination and Remuneration Committee and Board of Directors of the Company be and is here by appointed a Director of the Company, not liable to retire by rotation.

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the decision of the Board of Directors ("Board") of the Company upon recommendation of the Nomination & Remuneration Committee and pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, read with Section 198 of the Companies Act, 2013 and the rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, consent of the Company, be and is hereby accorded to the 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, on terms and conditions of appointment and remuneration as contained in the Letter of Appointment dated 30th March 2020, details of which are provided in the explanatory statement annexed to the notice convening the annual general meeting.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee / Board of Directors be and are hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Nomination and Remuneration Committee / Board of Directors and Mr. Ashutosh Dixit.

RESOLVED FURTHER THAT in the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Executive Director shall be governed by Section II of Part II of Schedule V to the Companies Act, 2013 or any

statutory modification thereof and the same shall be treated as the minimum remuneration payable to the said Executive Director.

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 148 (3) and other applicable provisions, if any of the Companies Act, 2013 and Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) / or re-enactment (s) thereof for the time being in force) the remuneration payable to the Cost Auditors of the various divisions / plants of the Company to conduct the audit of the cost accounting records maintained for the financial year ending March 31, 2021 as approved by the Board of Directors of the Company, on the recommendation of the Audit Committee and as detailed hereunder be and is hereby ratified.

Name of Cost Auditors/ Firm Registration No.	Location	@Remuneration in Rs.
Shome & Banerjee, Kolkata Reg. No. 000001	(i) Durgapur Plant, Captive power generation facility in Mysore (ii) 1.5 MW Link Canal Power plant at Mandya	2,75,000 30,000
Deodhar Joshi & Associates Reg. No. 002146	Satpur, Ambad and Gonde Plants	2,00,000
B G Chowdhury & Co. Kolkata Reg. No. 000064	Barauni plant	57,500
N Radhakrishnan & Co. Kolkata Reg. No. 00056	Mini Steel Plant of Powmex Steels division	46,000

@ plus GST and reimbursement of out of pocket expenses.

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to Section 42 and 71 of Companies Act, 2013 and Companies (Prospectus & Allotment of Securities Rules), 2014 and other applicable provisions / rules of the Companies Act, 2013 and subject to, wherever required, the guidelines and / or approval of the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI) and subject to such other approvals and consents of the concerned authorities as required by law, and subject to such conditions, modifications and stipulations as may be imposed under the said approvals, permissions and consents and in terms of the Articles of Association of the Company, the Board of Directors of the Company (Board) be and is hereby authorised to issue and allot secured/ unsecured, redeemable, cumulative/ non-cumulative, non-convertible debentures/ Bonds upto Rs. 5,000 Crore or equivalent in one or more tranches/ series, through private placement, in domestic and/ or in international markets i.e. in Indian rupees and/or in foreign currency for subscription for cash at par on terms and conditions based on evaluation by the Board, of market conditions as may be prevalent from time to time as may be determined and considered proper and most beneficial to the Company including without limitation as to when the aforesaid securities are to be issued, consideration, mode of payment, coupon rate, redemption period, utilisation of the issue proceeds and all matters connected therewith or incidental thereto; provided that the said borrowing shall be within the overall borrowing limits of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Special Resolution, the Board be and is hereby authorised to issue such directions as it may think fit and proper, including directions for settling all questions and difficulties that may arise in regard to the creation, offer, issue, terms and conditions of issue, allotment of the aforesaid securities, nature of security, if any, appointment of Trustees and do all such acts, deeds, matters and things of whatsoever nature as the Board may in its absolute discretion, consider necessary, expedient, usual or proper.

RESOLVED FURTHER THAT the Board shall have the right at any time to modify, amend any of the terms and conditions contained in the Offer Documents, Application Forms etc. notwithstanding the fact that approval of the concerned authorities in respect thereof may have been obtained subject, however, to the condition that on any such change, modification or amendment being decided upon by the Board, obtaining requisite approval, permission, authorities etc. from the concerned authorities is required.

RESOLVED FURTHER THAT all or any of the powers as conferred on the Board by the above resolutions be exercised by the Board or any Committee or by any Director as the Board may authorise in this behalf.

9. To consider and if thought fit, to pass the following resolution with or without modification, as a **Special Resolution**:

RESOLVED THAT consent of the Company be and is hereby accorded in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, for mortgaging and or charging by the Board of Directors (the "Board") of the Company by way of a charge of all or any of the immovable/ movable properties of the Company wheresoever situated, present and future and the whole or substantially the whole of the undertaking/s of the Company together with power to

take over management of the business and concern of the Company in certain events, to or in favour of the consortium of banks financing the working capital requirements of the Company and/ or any other financial institutions/investment institutions/banks or their Agent/s or Trustee/s, if any from whom financial assistances are/would be availed by the Company to secure amounts lent and advanced/agreed to be lent and advanced to the Company by them either severally or jointly upto a limit of Rs. 6000 crore (Rupees Six Thousand crores only) by way of loan, debentures, bonds, or any other instruments etc (Foreign Currency or Rupee), together with interest thereon at the respective agreed rates, compound interest, additional interest, commitment charges, guarantee commission, remuneration payable to the Trustees, if any, costs, charges, expenses and other monies payable to all such financial institutions/investment institutions/banks etc. in respect of financial assistance availed/to be availed from them or to the Agents/Trustees.

RESOLVED FURTHER THAT the charge/mortgage in favour of the consortium of banks/financial institutions/investment institutions/banks or their Agent/s or Trustee/s etc. as aforesaid shall rank pari-passu or subordinate or subservient to the existing or future charges already created/to be created in favour of the consortium of banks / financial institutions/ investments institutions/Debenture Trustees/banks/any other authority as may be decided by the Board in consultation with the said lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise with the lenders, the debenture-holders, their Agents or Trustees, the deeds and documents for creating the aforesaid mortgage and/or charge and to do all such acts and things as may be necessary for giving effect to the aforesaid resolution.

10. To consider and if thought fit, to pass the following resolution with or without modification, as a **Special Resolution:**

RESOLVED THAT consent of the Company be and is hereby accorded under the provisions of Section 180 (1) (c) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company (the "Board") borrowing from time to time of such further sums of money as they may deem requisite for the purposes of the business of the Company, notwithstanding that monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company, securities premium and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount upto which monies may be borrowed by the Board and outstanding shall not exceed the sum of Rs.6000 crore (Rupees Six Thousand crores only) at any point of time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and things as may be necessary for giving effect to the aforesaid resolution.

By Order of the Board
For Graphite India Limited

Mumbai
June 9, 2020

B. Shiva
Company Secretary

NOTES :

- a. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and the additional information pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 in respect of Director proposed for appointment /re-appointment at the Meeting are annexed hereto.
- b. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 22nd day of July, 2020 to Tuesday, the 28th day of July, 2020 (both days inclusive).
- c. (i) Members are hereby informed that dividends which remain unclaimed/ unencashed over a period of 7 years have to be transferred by the Company to the Investor Education & Protection Fund (IEPF) established by the Central Government.

Unclaimed / un-encashed dividend declared by the Company for the year ended 31st March, 2013 would be transferred to the said fund in the last week of September 2020

Shareholders are advised to send all the unencashed dividend warrants to the Registered Office / office of the Company for revalidation and encash them immediately. Unclaimed/ Unencashed dividend up to the years ended 31st March, 2012 have already been transferred to the IEPF.

- (ii) Further, pursuant to the provision of Section 124(6) of the Companies Act 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('IEPF Rules'), all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the demat account of the Investor Education and Protection Fund authority ('IEPF Authority'). The

Members / claimants whose shares, unclaimed dividend, etc. have been transferred to the IEPF Authority may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on iepf.gov.in) as per the procedure prescribed in the IEPF Rules.

- d. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 03.07.2019 (date of last Annual General Meeting) on the website of the Company (www.graphiteindia.com) as also on the Ministry of Corporate Affairs website (www.mca.gov.in)
- e. Members are requested to notify change in their address, if any, immediately to the Company's Registrar, Link Intime India Pvt. Ltd., C 101, 247 Park, L B S Marg, Vikhroli (W), Mumbai 400 083 or to their Kolkata office at Room No. 502 and 503, 5th floor, Vaishno Chamber, 6, Brabourne Road, Kolkata – 700 001
- f. All the documents referred in the accompanying notice will be available for inspection through electronic mode on all working days till the date of this Annual General Meeting.

g. **Conduct of AGM through VC/OAVM**

- I As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- II Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- III The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- IV The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- V Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- VI In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.graphiteindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
- VII The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

VIII **Voting through electronic means**

The Company is pleased to provide members, facility to exercise their right to vote on resolutions proposed to be considered at the 45th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("e-voting") will be provided by Central Depository Services Limited (CDSL).

IX The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25.07.2020 and 9.00 a.m. (IST) and ends on 27.07.2020 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21.07.2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders /Members
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
- (vi) a. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (ix) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant GRAPHITE INDIA LIMITED on which you choose to vote.
- (xiv) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xix) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xx) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **RTA email id. : rnt.helpdesk@linkintime.co.in**
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **RTA email id. : rnt.helpdesk@linkintime.co.in**
3. The RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request through their registered email address mentioning their name, DPID and Client ID/Folio No. at **gilro@graphiteindia.com** from 22.07.2020 (9.00 a.m. IST) and ends on 23.07.2020 at (5.00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xxi) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer by email to swati@bajajtodi.in with a copy marked to the Company at gilro@graphiteindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

- (X) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date (21st July 2020) only shall be entitled to avail the facility of e-voting.
- (XI) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “e-voting” for all those members who are present at the AGM but have not cast their votes by availing the e-voting facility.
- (XII) Mrs. Swati Bajaj, Partner, M/s P S Associates, Practicing Company Secretaries, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (XIII) The Scrutinizer shall after the conclusion of voting at the general meeting, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (XIV) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company (www.graphiteindia.com) and on Service Provider’s website (www.evotingindia.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

By Order of the Board
For Graphite India Limited

Mumbai
June 9, 2020

B. Shiva
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

In terms of Section 149(10) of the Companies Act 2013 (“Act”), an Independent Director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for reappointment on passing of a special resolution by the company for a second term of up to five years.

Mr. Gaurav Swarup , age 63 years (DIN: 06993314) was appointed as an Independent Director (Non-Executive) of the Company for a period of five (5) years from 11th August 2015, at the 40th Annual General Meeting held on 11th August 2015. His term as an Independent Director of the company is up to 10th August 2020 . The Nomination and Remuneration Committee (NRC) on the basis of performance evaluation recommended re-appointment of Mr. Gaurav Swarup as a Non-Executive Independent Director for a second term of five consecutive years on the Board of the Company from 11th August 2020. The Board of Directors (“Board”), in its meeting held on 9th June, 2020 reviewed the declaration made by Mr. Gaurav Swarup that he meets the criteria of independence as provided in Section 149(6) of the Act and under “LODR” and was of opinion that he fulfills the conditions specified in the Act, the rules made there-under and in LODR and is independent of the management. The Board accordingly re-appointed him as a Non- Executive Independent Director not liable to retire by rotation for a further period of five years from

11th August, 2020 up to 10th August, 2025. His vast and varied experience in the business and corporate world justifies his re-appointment and continuance as an Independent Director of the Company. His contribution towards deliberations in Board / Committee meetings have been beneficial to the Company and the Company looks up to him for advice. The NRC and Board also noted that Mr. Gaurav Swarup was not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

The special resolution is accordingly recommended for approval of the members by the NRC and the Board. The above may also be regarded as an appropriate disclosure under the Act and LODR.

Except Mr. Gaurav Swarup none of the Directors nor Key Managerial Personnel or their relatives are concerned or interested, whether financially or otherwise in the said resolution.

ITEM NO. 5.

Mr. Ashutosh Dixit (DIN: 06678944) who was appointed as an Additional Director by the Board of Directors on 14.02.2020 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company holds office up to the date of this AGM. In the meeting held on 9th June 2020, the Board on the recommendation of the NRC, decided to place before the members of the company for their approval, a resolution for appointment of Mr Ashutosh Dixit as a director of the company, not liable to retire by rotation. The NRC and Board also noted that Mr. Ashutosh Dixit was not debarred from holding the office of Director by virtue of any SEBI order or any such authority.

Except Mr. Ashutosh Dixit, none of the other Directors, Key Managerial Personnel and their relatives are, in any way concerned or interested in the resolution. The ordinary resolution is accordingly recommended for approval of the members. The above may also be regarded as an appropriate disclosure under the Act and LODR.

ITEM No. 6

The Board of Directors of the Company ('Board') on 14th February 2020, upon the recommendation of the Nomination and Remuneration Committee, appointed Mr. Ashutosh Dixit as the Whole-time Director of the Company designated as "Executive Director" for a period of five years with effect from 1st April, 2020 at the remuneration and on the terms and conditions as contained in the Letter of Appointment dated 30th March, 2020.

The approval of the members is accordingly being sought for appointment and payment of remuneration to Mr. Ashutosh Dixit as the Whole-time Director as per the resolution set out in Item No 6 of the Notice. Copy of the Letter of Appointment is open for inspection through electronic mode. The ordinary resolution is accordingly recommended for approval of the members.

Mr. Ashutosh Dixit is 49 years old. His qualifications are B Tech (Mechanical Engineering) from Harcourt Butler Technological Institute, Kanpur, MBA (General Management) from Universitas 21Global, Singapore and PG certificate (Metallurgy) from Indian Institute of Technology, BHU. He has around 25 years experience in senior management positions in a couple of reputed companies in India. He was the 'President' of the Company since November 2017, prior to his elevation as Executive Director on April 1, 2020. He is not a director of any other company.

Except Mr. Ashutosh Dixit, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution.

The abstract of the terms and conditions of appointment of Mr. Dixit as Executive Director as contained in the said letter with memorandum of interest is set out below:

1. The appointment of Mr. Ashutosh Dixit as a Whole-time Director designated as 'Executive Director' of the Company is for a period of five years w.e.f. 1st April 2020.

Mr. Ashutosh Dixit shall devote the whole of his time and attention to his services as Whole-time Director of the Company and shall under the superintendence, control and direction of the Board perform the duties and exercise the powers as may from time to time be entrusted to or conferred upon by the Board.

2. In consideration of his services as Executive Director, Mr. Dixit shall receive the following by way of remuneration:
 - (i) Salary : At the rate of Rs. 3,65,000/- (Rupees Three lacs sixty five thousand only) per month or such sum as may from time to time be determined by Nomination and Remuneration Committee/Board.
 - (ii) Perquisites : Such perquisites and allowances as are or may from time to time be allowed to senior Executives of the Company or as may from time to time be determined by the Nomination & Remuneration Committee/Board.
 - (iii) Minimum Remuneration : Notwithstanding anything herein contained, where in any financial year during the period of his office as Executive Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals if any, pay Mr. Ashutosh Dixit such remuneration as may from time to time be determined and allocated by the Nomination and Remuneration Committee/Board depending upon the effective capital of the

Company as per Section II of Part II of Schedule V of the Companies Act, 2013 ("Act") or any statutory modification or amendment thereof.

- (iv) In addition to the above, he shall also be entitled to such commission, if any, as may be determined by the Nomination and Remuneration Committee/Board provided the aggregate of the salary, perquisites and commission for any financial year shall not exceed 5% of the net profits of the Company for that year computed in the manner referred to in Section 198 of the Act.
3. He shall be entitled to earned/privilege leave on full pay and allowances as per the Rules of the Company.
4. Notwithstanding anything herein contained either party, shall be entitled to determine his appointment by giving three months' notice in writing in that behalf to the other party and on the expiry of the period of such notice, his appointment shall stand terminated. The Company shall also be entitled to terminate his appointment on giving him three months' salary as specified in clause 2(i) above in lieu of three month's notice required to be given under this clause.
5. The appointment and remuneration of Mr. Ashutosh Dixit as the Whole-time Director of the Company (designated as "Executive Director") requires the approval of the members of the Company in general meeting in terms of paragraph (1) of Part III of Schedule V to the Act.
6. Mr. Ashutosh Dixit as the Whole-time Director is concerned or interested in the resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

ITEM No. 7

Upon the recommendation of Audit Committee, the Board of Directors of the Company approved appointment of the cost auditors for the various divisions/plants of the Company on remuneration as detailed in the resolution. Ratification is sought from the members of the Company for payment of remuneration as approved by the Board and detailed in the resolution, pursuant to Rule 14 (a) (ii) of Companies (Audit and Auditors) Rules, 2014.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution. The ordinary resolution is accordingly recommended for approval of the members.

ITEM No. 8

In order to arrange funds for capital expenditure/long term/short term working capital, organic and inorganic growth opportunities/general corporate purposes, the Board could consider issue of secured/unsecured, redeemable, cumulative/non-cumulative/non-convertible debentures/bonds upto Rs. 5000 crore (Rupees Five Thousand crore) or equivalent in one or more tranches/series, through private placement in domestic or in international markets i.e. in Indian rupees and/or in foreign currency.

Pursuant to the provisions of Section 42 of Companies Act, 2013 read with Rules 14(2) (a) of Companies (Prospectus & Allotment of Securities) Rules, 2014, members approval by way of a special resolution would be sufficient for all offers or invitation for such debentures for a year. The resolution placed before the members is thus an enabling resolution giving authority to the Board of Directors/Committee thereof to decide upon the issue on such terms and conditions as may be prevalent from time to time for a year from the date of passing this resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution . The special resolution is accordingly recommended for approval of the members.

ITEM No. 9

Approval of the members of the Company by way of an Special Resolution was obtained under Section 180(1)(a) of the Companies Act, 2013 in the Annual General Meeting held on 12.08.2014 authorising the Board to create security on the Company's immovable/movable assets in favour of its lenders up to a limit of Rs.2000 crore. It is now proposed by way of an enabling resolution to obtain members approval by way of a Special Resolution authorizing the Board to create security on its immovable/movable assets, up to a limit of Rs. 6,000 Crore as and when the need arises.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution . The special resolution is accordingly recommended for approval of the members.

ITEM No. 10

Approval of the members of the Company by way of an Special Resolution was obtained under Section 180(1)(c) of the Companies Act, 2013 in the Annual General Meeting held on 12.08.2014 authorising the Board of Directors to borrow up to a maximum amount of Rs. 2000 crore, irrespective of the fact that such amount together with the moneys already borrowed by the Company (apart from temporary loans obtained from the bankers of the Company in the ordinary course of business) exceeded the

aggregate of the paid-up share capital, and free reserves of the Company. It is now proposed by way of an enabling resolution to obtain members approval by way of a Special Resolution authorizing the Board to borrow up to a maximum amount of Rs. 6000 crore, as and when the need arises.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The special resolution is accordingly recommended for approval of the members.

Details relating to Directors proposed to be re-appointed/appointed

Profile of Director being re-appointed

Mr. K. K. Bangur (DIN:00029427) aged 59 years, Chairman is an industrialist of repute. He has been exposed to business and industry at an early age and has around 4 decades of experience in managing the affairs of companies and its business activities. He has been a director of the Company since July 1998 and Chairman since July 1993. He is a past President of All India Organization of Employers (AIOE) and Member, Board of Governors of Indian Institute of Social Welfare and Business Management (IISWBM) and a past Chairman of Council of Indian Employers (CIE). He is a past President of Indian Chamber of Commerce, Kolkata and Executive Committee member of FICCI. He is Chairman of the 'Stakeholders Relationship Committee', 'Committee for Borrowings', 'Investment Committee', 'Committee - Sale of Surplus Assets' and member of Nomination and Remuneration Committee of the Company. As per Company records, he holds 19,07,726 shares (individually/beneficially) of the Company.

Other Directorship

Sr. No.	Name of Company		Committee membership	Position
	<u>Unlisted</u>			
1.	Emerald Company Pvt. Ltd.	Chairman	Corporate Social Responsibility Committee	Chairman
2.	Shree Laxmi Agents Pvt. Ltd.	Chairman	-	Chairman
3.	Innovative Properties Pvt. Ltd.	Chairman	-	Chairman
4.	Carbon Finance Ltd.	Chairman	-	Chairman
5.	Matrix Commercial Pvt. Ltd.	Director	-	Chairman
6.	The Marwar Textiles (Agency) Pvt. Ltd.	Director	-	Chairman

Mr. Gaurav Swarup (DIN:00374298), aged 63 years, is an industrialist of repute and is presently Managing Director of Paharpur Cooling Towers Limited, a company involved in manufacture of process cooling equipment and Chairman of KSB Ltd, the Indian arm of KSB AG of Germany. He is a Mechanical Engineer from Jadavpur University and MBA from Harvard University. He is a Member National Executive Council - FICCI, Member of Executive Committee- Indian Chamber of Commerce, Kolkata and former Member of Board of Governors- IIM, Kolkata.

Sr. No.	Name of Company		Committee membership	Position
	<u>Listed</u>			
1.	Swadeshi Polytex Ltd	Director	-	-
2.	Industrial And Prudential Investment Company Limited	Director	-	-
3.	Avadh Sugar & Energy Limited	Director	Stakeholders Relationship Committee	Chairman
4.	KSB Limited	Director	Audit Committee	Member
			Stakeholders Relationship Committee	Member
5.	TIL Limited	Director	Audit Committee	Chairman
			Stakeholders Relationship Committee	Member
	<u>Unlisted</u>			
1.	Paharpur Cooling Towers Limited	Managing Director	-	-
2.	Medica Synergie Private Limited	Director	-	-
3.	Garima Private Limited	Director	-	-

Mr. Ashutosh Dixit (DIN:06678944), aged 49 years has around 25 years experience in senior management positions in a couple of reputed companies in India. He was "President" of the Company since November, 2017 prior to his elevation as Executive Director from 1st April 2020. He is member of CSR Committee, Stakeholders Relationship Committee, Committee for Borrowings and Investment Committee of the Company. He is not a director in any other Company.