

Report on Corporate Governance

I Corporate Governance Philosophy

The Company believes that the governance process must aim at managing the affairs without undue restraints for efficient conduct of its business, so as to meet the aspirations of shareholders, employees and society at large.

II Board of Directors

Composition, category, other directorships, other Committee Positions held as on 31st March, 2016

The strength of the Board of Directors as on 31st March, 2016 was ten comprising the non-executive Chairman (promoter director), one Executive Director, seven non-executive directors of whom six are independent and one additional director appointed by the Board vide circular resolution dated 13th November, 2015 (appointment effective date 18th November, 2015) and who would acquire the status of Independent Director on appointment by the members in the ensuing AGM of the Company. None of the directors are related inter-se.

Name	Category	Directorships	Other# Committee ^ positions held	
		in other Public Limited Companies incorporated in India	As Chairman	As Member (Including Chairmanship)
K K Bangur	Promoter-Chairman Non-Executive	2	-	-
N S Damani	INED	5	1	4
A V Lodha	INED	2	-	-
Dr. R Srinivasan	INED	5	2	4
P.K.Khaitan	INED	9	-	3
N Venkataramani	INED	1	-	-
Gaurav Swarup	INED	6	1	3
J D Curavala	Non-Executive	1	-	-
Shalini Kamath (Mrs)	Additional Director Non-Executive	1	-	-
M B Gadgil	Executive Director	-	-	-

INED – Independent Non-Executive Director

excluding private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013.

^ only two Committees, viz. the Audit Committee and the Stakeholders' Relationship Committee are considered

Attendance of the Directors at the Board Meetings and at the last AGM

Four meetings of the Board of Directors were held during the year on 14th May, 2015, 11th August, 2015, 9th November, 2015 and 27th January, 2016. The requisite information as per Part A to Schedule II of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations, 2015") and Annexure X forming part of Clause 49 of the erstwhile Listing Agreement has been made available to the Board. The Board periodically has reviewed compliance reports of all laws applicable to the Company, prepared by the Company and appropriate steps taken by the Company, where applicable.

Attendance Record

Names of Directors	Number of Board Meetings during April 2015 to March 2016		Attended last Annual General Meeting (AGM) held on 11th August, 2015
	Held	Attended	
K K Bangur	4	4	Yes
N S Damani	4	3	Yes
A V Lodha	4	4	Yes
Dr. R Srinivasan	4	4	Yes
P. K.Khaitan	4	4	Yes
Gaurav Swarup	4	3	Yes
Renu Challu (Mrs) (refer note 1)	4	2	Yes
N Venkataramani	4	4	Yes
J D Curavala	4	4	Yes
Shalini Kamath (Mrs) (refer Note 2)	4	1	NA
M B Gadgil	4	4	Yes

Notes:

- (1) Mrs. Renu Challu resigned as director on 1st October, 2015.
- (2) Mrs. Shalini Kamath was appointed additional director effective 18th November, 2015. She will attain the status of Independent Director on appointment by the members in the ensuing AGM of the Company.

Code of Conduct

The Board has laid a "Code of Conduct for Directors and Senior Management Personnel" (Code) of the Company. The Code has been posted on the website of the Company. All Board Members and Senior Management personnel have affirmed compliance of the Code.

III Audit Committee

Composition and Terms of Reference

The Audit Committee of the Company comprises Mr.A.V.Lodha as its Chairman with Dr. R.Srinivasan, Mr. N Venkataramani and Mr. J D Curravala as its members.

The terms of reference of the Audit Committee include the role as stipulated and review of information as laid in Part C of Schedule II of Listing Regulations, 2015. The scope of activity of the Committee is also in consonance with the provisions of Section 177 of the Companies Act, 2013.

Committee Meetings held and attendance during the year

Four meetings of the Audit Committee were held during the year on 14th May, 2015, 11th August, 2015, 9th November, 2015 and 27th January, 2016.

Name	Position in the Audit Committee	Meetings	
		Held	Attended
A. V. Lodha	Chairman	4	4
Dr. R Srinivasan	Member	4	4
N Venkataramani	Member	4	4
J D Curravala	Member	4	4

All members of the Audit Committee are non-executive – all of them except Mr. J D Curravala are independent directors. All members are financially literate and persons of repute and erudition. Mr. A. V. Lodha, Dr R Srinivasan and Mr. J D Curravala are experts in finance and accounting.

The Executive Director and Sr. Vice President (Finance)/General Manager-Finance remained present at all meetings of the Committee.

The Audit Committee invites, as and when it considers appropriate, the statutory auditors and the internal auditors to be present at the meetings of the Committee.

An Audit Committee meeting was held on 14th May, 2015 to review and approve the draft annual accounts of financial year 2014-2015 for recommendation to the Board. The Audit Committee had also reviewed the unaudited quarterly results during the year before recommending the same to the Board of Directors for adoption and required publication.

The Company Secretary acts as the Secretary to the Audit Committee.

The Chairman of the Audit Committee, Mr. A V Lodha attended the last Annual General Meeting (AGM) held on 11th August, 2015.

IV Nomination and Remuneration Committee

The "Nomination & Remuneration Committee" (NRC) comprises Mr. P. K. Khaitan as its Chairman with Mr. A V Lodha and Dr. R Srinivasan as its members. The terms of reference include matters included in Section 178 (2) to (4) of Companies Act, 2013.

Name	Position in NRC	Meetings *	
		Held	Attended
P K Khaitan	Chairman	2	2
Dr. R Srinivasan	Member	2	2
A V Lodha	Member	2	2

*Meetings held on 14th May, 2015 and 9th November, 2015

The performance of Independent Directors are evaluated on following parameters but not limited to – attendance, preparedness for meetings, updation on developments, participation, engaging with management, ensuring integrity of financial statements and internal control, ensuring risk management and mitigation etc.

Remuneration Policy

Remuneration to non-executive directors is decided by the Board as authorised by the Articles of Association of the Company. The members of the Company have in their meeting held on 3rd August, 2012 authorised the Board of Directors of the Company to pay commission to non-executive directors upto 1% of net profits of the Company for a period of five financial years w.e.f. 1st April, 2012.

Fees to non-executive directors for attending Board Meetings (being the fixed component) are within limits prescribed by the Central Government. Presently, Rs. 20,000/- per meeting is being paid as fees for attending Board / Committee meetings. Fees are not paid to members of the Corporate Social Responsibility Committee for attending meetings of the Committee. Performance linked remuneration in the form of commission is paid to directors, taking into account the performance of each director on the basis of criteria framed and time and effort devoted by a director in the business affairs of the Company. Performance evaluation of all directors is done by the Nomination & Remuneration Committee and of the Independent directors is done by all members of the Board, excluding the director being evaluated. Evaluation of non-executive directors and Chairperson is done in a separate meeting of Independent Directors. No Stock Options have been granted to any non-executive director.

Details of remuneration paid / payable during the year by the Company and directors shareholdings (in individual capacity)

Name	Salary	Contribution to Provident and Other Funds	Other Benefits	Ex-gratia	Commission	Sitting Fees *	No. of Shares held as on 31st March, 2016 *
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	
K K Bangur	-	-	-	-	10000000	200000	1907726@
N S Damani	-	-	-	-	200000	80000	-
A V Lodha	-	-	-	-	300000	220000	-
Dr R Srinivasan	-	-	-	-	300000	220000	-
P K Khaitan	-	-	-	-	200000	200000	-
N Venkataramani	-	-	-	-	1000000	180000	4200
J D Curavala	-	-	-	-	300000	160000	4750
Gaurav Swarup	-	-	-	-	200000	80000	-
Renu Challu (Mrs.)	-	-	-	-	-	60000	-
Shalini Kamath (Mrs)	-	-	-	-	200000	20000	-
M B Gadgil	5696000	1886622	3432467	1262500	5500000	-	2000

* Other than the above, there is no other pecuniary relationship or transactions with any of the non-executive directors. No convertible instrument has been issued by the Company.

@ includes 50500 shares held as Karta of HUF & 199505 shares on behalf of Family Welfare Trust.

Contract period of Mr. M B Gadgil, Executive Director – Five years from 1st July, 2014 with a notice period of three months from either side.

Severance Fees Three months salary in lieu of notice

Stock Option No stock option has been given.

V Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee looks into the redressal of grievances of security holders of the Company including complaints related to transfer of shares, non-receipt of balance sheet and non-receipt of declared dividends. The Committee comprise - Mr. K. K. Bangur as its Chairman with Mr. P K Khaitan and Mr. M B Gadgil as its members.

Mr B Shiva, the Company Secretary is the Compliance Officer.

During the year, 38 complaints were received from the shareholders, all of which were attended to. The details of shareholders grievances are placed before the Committee. Four meetings of the Committee were held during the year on 30th June, 2015, 21st September, 2015, 31st December, 2015 and 21st March, 2016.

To speed up issue of duplicate / replacement of share certificates, the Board has authorized severally, Mr. K K Bangur and Mr. M B Gadgil to approve requests for issue of duplicate shares. The Board has delegated the power of share transfers to the Company Secretary, Mr. B Shiva, vide Board Resolution dated 17th January, 2001. The share transfers are approved by the Company Secretary generally, once in a fortnight, the details of which are noted by the Board.

VI General Body Meetings

i. Details of last three Annual General Meetings (AGMs)

AGM	Year	Venue	Date	Time
40th	2014-2015	Kala Mandir Auditorium (Sangit Kala Mandir Trust) 48, Shakespeare Sarani, Kolkata 700 017	11.08.2015	4.00 p.m.
39th	2013-2014	Kala Kunj Auditorium (Sangit Kala Mandir Trust) 48, Shakespeare Sarani, Kolkata 700 017	12.08.2014	2.00 p.m.
38th	2012-2013	Kala Kunj Auditorium (Sangit Kala Mandir Trust) 48, Shakespeare Sarani, Kolkata 700 017	05.08.2013	11.00 a.m.

ii. Special Resolution passed in previous three AGMs

AGM	Whether Special Resolution passed	Details of Special Resolution
40th	Yes	(i) Consent u/s 188 of Companies Act, 2013 and other applicable provisions and the rules made thereunder to enter into various transactions on annual FY basis with Graphite Cova Gmbh (WOS) (ii) Consent u/s 188 of Companies Act, 2013 and other applicable provisions and the rules made thereunder to execute guarantee on behalf of Graphite Cova Gmbh (WOS) in favour of its bankers against credit facilities upto Euro 24 million. (iii) Consent u/s 42 of Companies Act, 2013 to issue and allot Non-Convertible Debentures on private placement basis upto aggregate limit of Rs.500 crore.
39th	Yes	(i) Consent u/s 180(1) (a) of Companies Act, 2013 for creating mortgage and / or charge on Company's assets upto a limit of Rs.2000 crore. (ii) Consent u/s 180(1) (c) of Companies Act, 2013 for borrowing moneys not exceeding Rs.2000 crore. (iii) Consent u/s 94 of Companies Act, 2013 for keeping Register of Members, debentureholder etc. with Index, annual returns etc. at the office of the Registrars & Share Transfer agents in Mumbai.
38th	None	

All special resolutions pertaining to the 40th AGM mentioned above were passed through e-voting process. Facility to members attending the AGM to vote through physical ballot forms was also provided. Ms. Swati Bajaj, Partner, PS & Associates, Kolkata was appointed as the Scrutinizer for the purpose of scrutinizing the entire voting process and ascertaining the results. Details of voting pattern are as under –

	No. of votes cast in favour		No. of votes cast against		No. of votes abstained		Total votes cast
	No	% of total voting cast	No	% of total voting cast	No	% of total voting cast	
Consent u/s 188 of Companies Act, 2013 and other applicable provisions and the rules made thereunder to enter into various transactions on annual FY basis with Graphite Cova to Gmbh (WOS)	153698190	99.9975	3818	0.0025	-	-	153702008
Consent u/s 188 of Companies Act, 2013 and other applicable provisions and the rules made thereunder to execute guarantee on behalf of Graphite Cova Gmbh (WOS) in favour of its bankers against credit facilities upto Euro 24 million.	153699148	99.9981	2860	0.0019	-	-	153702008
Consent U/s 42 of Companies Act, 2013 to issue and allot Non-Convertible Debentures on private placement basis upto limit of Rs.500 crore.	153699123	99.9981	2885	0.0019	-	-	153702008

There was no special resolution passed last year through Postal Ballot.

In the forthcoming AGM, there is no special resolution on the agenda that needs approval through postal ballot.

Resume and other information regarding the directors being appointed/ seeking reappointment as required under Regulation 36 (3) of Listing Regulations, 2015 has been given in the Notice of the Annual General Meeting annexed to this Annual Report.

VII **Disclosure**

A. The Company has significant related party transactions with Graphite Cova GmbH (wholly owned step down German subsidiary), where pricing is arrived at in accordance with prevailing transfer pricing norms. However, there were no materially significant related party transactions that may have potential conflict with the interests of the Company at large.

The related party relationships and transactions as required under Accounting Standard (AS) 18 on Related Party Disclosures specified under the Companies Act, 2013 disclosed in Note No. 47 to the Standalone Financial Statements for the year ended 31st March, 2016 may be referred.

The Company has framed a policy to deal with Related Party Transactions (RPTs). The policy has been posted on the Company's website and can be viewed on http://www.graphiteindia.com/View/investor_relation.aspx under the head "Corporate Governance".

- B. During the last three years, there were no strictures or penalties imposed by SEBI, Stock Exchanges or any statutory authorities for non-compliance of any matter related to the capital markets.
- C. In terms of Regulations 26 (5) of the Listing Regulations, 2015, the senior management have disclosed to the Board that they have no personal interest in material, financial and commercial transactions of the Company, that may have a potential conflict with the interest of the Company at large.
- D. The Company has adopted a Whistle Blower Policy (Vigil Mechanism) which has been posted on the Company's website and can be viewed on http://www.graphiteindia.com/View/investor_relation.aspx under the head "Corporate Governance". No personnel has been denied access to the audit committee.
- E. Familiarisation programme for independent directors can be viewed on http://www.graphiteindia.com/View/investor_relation.aspx.
- F. Policy for determining 'material' subsidiaries can be viewed on http://www.graphiteindia.com/View/investor_relation.aspx.
- G. (i) The Company has complied with all mandatory requirements of the Listing Regulations, 2015.
(ii) Non-Mandatory requirements
- The Company maintains a Chairman office at its expense. Reimbursement of expenses incurred in performance of his duties are made.
 - The audit report on the financial statements of the Company for the previous year has no qualifications.
 - The Company has separate persons to the post of Chairman and Executive Director.
 - The Internal Auditor can report directly to the Audit Committee.
 - Half yearly declaration of financial performance including summary of significant events in last six months are not sent to each household of shareholders.

No Director is related to any other Director on the Board in terms of the definition of 'relative' given under the Companies Act, 2013.

VIII **Means of Communication**

In compliance with the requirements of Regulation 33 (2) & (3) of Listing Regulations, 2015, the Company regularly intimates unaudited quarterly results as well as audited financial results to the stock exchanges immediately after the same are approved by the Board. Further, coverage is given for the benefit of the shareholders and investors by publication of the financial results in the Business Standard and Aajkal. The Company's results and intimations to Stock Exchanges are displayed on the Website www.graphiteindia.com Details relating the quarterly performance are disseminated to the shareholders through earnings presentation on the Company's, BSE & NSE websites.

The Company has a separate e-mail ID investorgrievance@graphiteindia.com for investors to intimate their grievances, if any.

There were no presentations made to the Institutional Investors or to the Analysts.

The Management Discussion and Analysis Section setting out particulars in accordance with Schedule V (B) of Listing Regulations, 2015 has been included in the Directors' Annual Report to the Shareholders.

IX General Shareholder Information

AGM Date, Time and Venue	10th August, 2016 at 3:45 p.m. at Kala Mandir Auditorium (Sangit Kala Mandir Trust) 48, Shakespeare Sarani, Kolkata 700 017
Financial Year	1st April to 31st March
Date of Book Closure	Thursday, 4th August, 2016 to Wednesday, 10th August, 2016 (both days inclusive)
Dividend Payment Date	N.A. as interim dividend paid has been confirmed as final dividend.
Listing on Stock Exchanges	BSE Limited (BSE) Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001 National Stock Exchange of India Ltd. (NSE) Exchange Plaza, 5th Floor, Bandra-Kurla Complex Bandra (E), Mumbai 400 051 The Company has paid the listing fees for the period April, 2016 to March, 2017 to BSE & NSE.
Stock Code	509488 on BSE GRAPHITE on NSE
Demat ISIN Number for NSDL and CDSL	INE 371A01025

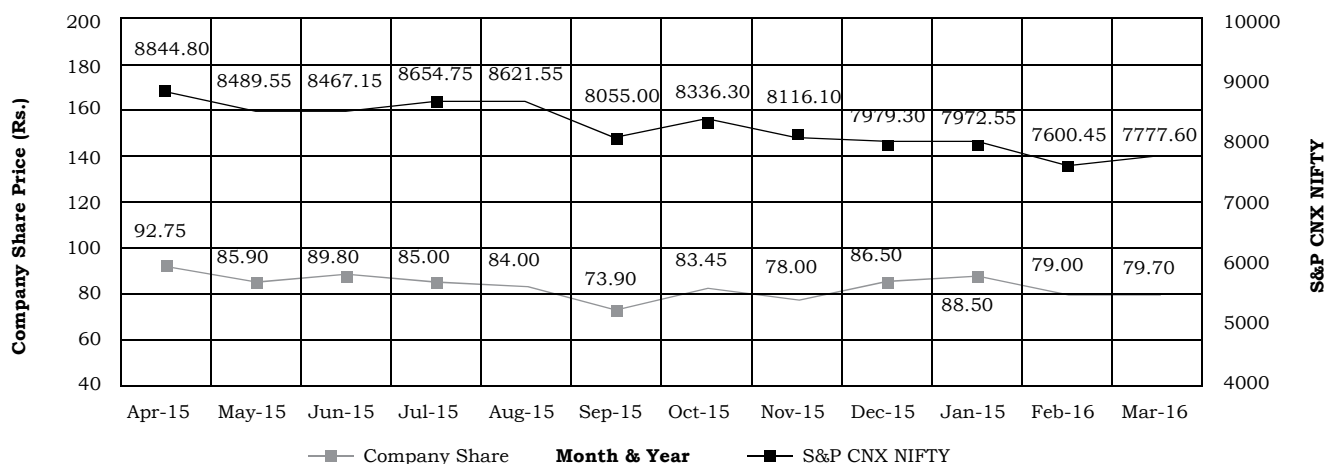
High, Low of market price of the Company's shares traded on National Stock Exchange of India Limited is furnished below:

Period	High Rs	Low Rs	Period	High Rs	Low Rs
April, 2015	92.75	81.10	October, 2015	83.45	67.35
May, 2015	85.90	79.00	November, 2015	78.00	68.20
June, 2015	89.80	76.95	December, 2015	86.50	72.00
July, 2015	85.00	78.00	January, 2016	88.50	72.25
August, 2015	84.00	64.00	February, 2016	79.00	64.55
September, 2015	73.90	67.20	March, 2016	79.70	65.40

S&P CNX NIFTY

Period	High Rs	Period	High Rs
April 2015	8844.80	October 2015	8336.30
May 2015	8489.55	November 2015	8116.10
June 2015	8467.15	December 2015	7979.30
July 2015	8654.75	January 2016	7972.55
August 2015	8621.55	February 2016	7600.45
September 2015	8055.00	March 2016	7777.60

Stock Performance of the company in comparison to S&P CNX NIFTY



The shares of the Company were not suspended from trading at any time during the year.

**Registrar and Share Transfer Agents
(For both Demat and Physical modes)**

Link Intime India Pvt. Ltd.,
C-13 Pannalal Silk Mills Compound,
LBS Marg, Bhandup (W), Mumbai 400 078
Phone: 022-25946970, Fax : 022- 25946969
E-mail: rnt.helpdesk@linktime.co.in

Link Intime India Pvt. Ltd.,
59C Chowringhee Road, 3rd Floor, Kolkata -700 020
Phone : 033 22890540, Fax. : 033 22890539
kolkata@linktime.co.in

Share Transfer System

All the transfers received are processed by the Registrar and Transfer Agents and are approved by the Company Secretary, who has been authorised by the Board of Directors in this regard. Share Transfers are registered and returned within fifteen days from the date of lodgment, if documents are complete in all respects.

Distribution of Shareholding as on 31st March, 2016

Slab	No. of Shareholders		No. of Equity Shares	
	Total	%	Total	%
1 – 500	96684	94.5417	4641290	2.3756
501 – 1000	2824	2.7614	2256031	1.1547
1001-2000	1396	1.3651	2084761	1.0671
2001 – 3000	490	0.4791	1236285	0.6328
3001 – 4000	218	0.2132	776341	0.3974
4001 – 5000	191	0.1868	910415	0.4660
5001 – 10000	219	0.2141	1613222	0.8257
10001 – 30000	137	0.1340	2268947	1.1613
30001 – 50000	37	0.0362	1467153	0.7509
50001 – 100000	25	0.0244	1807382	0.9251
100001 and above	45	0.0440	176313767	90.2435
Total	102266	100.00	195375594	100.00
No. of shareholders in Physical mode	65960	64.4985	3044335	1.5582
Electronic Mode	36306	35.5015	192331259	98.4418
Total	102266	100.00	195375594	100.00

Shareholding Pattern as on 31st March, 2016

Category	No. of Shares	%
Promoters Holding		
Promoters		
Indian Promoters	125834881	64.41
Foreign Promoters	1583102	0.81
Persons acting in concert	-	-
Sub-Total	127417983	65.22
Non-Promoters Holding		
Institutional Investors		
Mutual Fund and UTI	7606919	3.89
Banks, Financial Institutions, Insurance Companies (Central/State Government Institutions/Non-Government Institutions)	6804912	3.48
Foreign Portfolio Investor	24271055	12.42
Sub-Total	38682886	19.80
Others		
Private Corporate Bodies	11051634	5.66
Indian Public	15928031	8.15
NRI / OCBs	2295060	1.17
Any Other	-	-
Sub-Total	29274725	14.98
Grand Total	195375594	100.00
Total Foreign Shareholding		
Foreign Promoters	1583102	0.81
Foreign Portfolio Investor	24271055	12.42
NRIs / OCBs	2295060	1.17
Total	28149217	14.40

Dematerialisation of shares and liquidity

As on 31st March 2016, 192331259 shares of the Company representing 98.44 % of the total shares are in dematerialised form.

As per agreements of the Company with NSDL and CDSL, the investors have an option to dematerialize their shares with either of the depositories.

Outstanding GDRs / ADRs/ Warrants/ Convertible Instruments

The Company has not issued any GDRs / ADRs / Warrants or any other convertible instruments.

Commodity price risk or foreign exchange risk and hedging activities

The Company is exposed to risk on account of volatility in the prices of commodity used as inputs as well as the company's finished products. The company does not hedge any commodity. Company enters into annual contracts for supply of needle coke which is as per Industry norm. Company has foreign exchange risk in the form of receivables for export and payables for Import, foreign currency loans and certain expenditures. The general policy of the company is to balance the same. However, select hedging is often undertaken in appropriate circumstances. The position of unhedged receivables and payables along with details of hedges outstanding as on 31st March, 2016 is incorporated in Note no. 50 to the Financial Statements.

Plant Locations

Graphite	P.O. Sagarbhanga Colony, Dist –Burdwan, Durgapur -713211, West Bengal Phone : (0343) 2556642-45/ 2557743
	88 MIDC Industrial Area Satpur, Nashik - 422 007 Phone : (0253) 2203300
	Visveswaraya Industrial Area, Whitefield Road, Bangalore - 560 048 Phone : (080) 43473300
Coke	Village- Phulwaria, National Highway 28, P O & Dist. Barauni - 851 112, Bihar Phone : (06279) 232252 / 232844
Impervious Graphite Equipment	C-7 MIDC Industrial Area, Ambad, Nashik - 422 010 Phone : (0253) 2302100
Glass Reinforced Pipes/ Tanks	Gut No. 523/524, Village Gonde, Taluka – Igatpuri, Nashik - 422 403 Phone : (02553) 229400
Powmex Steels	AT - Turla, PO – Jagua PS – Titilagarh, District Bolangir Odisha - 767066 Phone : (06655) 220504 / 220505
Power	Chunchanakatte K R Nagar Taluk, Dist –Mysore, Karnataka - 571 617 Phone : (08223) 281116
	Link Canal Mini Hydrel Plant Peehalli, Arekere Hobli, Srirangapatna Taluk Mandya Dist Karnataka - 57141
	Visveswaraya Industrial Area, Whitefield Road, Bangalore - 560 048 Phone : (080) 43473300
	88 MIDC Industrial Area Satpur, Nashik - 422 007 Phone : (0253) 2203300
R & D Centre	Visveswaraya Industrial Area, Whitefield Road, Bangalore - 560 048 Phone : (080) 43473300
Sales Office	407 Ashoka Estate 24, Barakhamba Road, New Delhi - 110 001 Phone : (011) 23314364 / 65

Address for Correspondence

Graphite India Limited Bakhtawar, 2nd Floor Nariman Point Mumbai 400 021 Phone : (022) 22886418-21 Fax : (022) 22028833 E-Mail ID gilbakt@graphiteindia.com investorgrievance@graphiteindia.com	Graphite India Limited 31, Chowringhee Road Kolkata - 700 016 Phone : (033) 40029600 Fax : (033) 40029676/ 22496420 E-Mail ID: corp_secy@graphiteindia.com
Link Intime India Pvt. Ltd., C-13 Pannalal Silk Mills Compound, LBS Marg, Bhandup(W) Mumbai 400 078 Phone: 022-25946970 Fax : 022- 25946969 E-mail: rnt.helpdesk@linktime.co.in	Link Intime India Pvt. Ltd., 59 C, Chowringhee Road, 3rd Floor, Kolkata - 700 020 Phone: 033-22890540 Fax: 033- 22890539 E-mail: kolkata@linkintime.co.in

On behalf of the Board

Kolkata
May 12, 2016K. K. Bangur
Chairman

Declaration

All the Board Members and the Senior management Personnel have as on 31.03.16 affirmed their compliance of the "Code of Conduct for Directors and Senior Management Personnel dated 09.05.2014".

Kolkata
May 12, 2016M B Gadgil
Executive Director, Graphite India Limited

Auditors' Certificate regarding compliance of conditions of Corporate Governance

To the Members of Graphite India Limited

We have examined the compliance of conditions of Corporate Governance by Graphite India Limited, for the year ended March 31, 2016 as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015).

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Price Waterhouse
Firm Registration Number:301112E
Chartered Accountants

(Pinaki Chowdhury)
Partner
Membership No: 57572

Place: Kolkata

Date: May 12, 2016