

## GRAPHITE INDIA LIMITED

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

NOTICE is hereby given that the Forty Fourth ANNUAL GENERAL MEETING of the members of Graphite India Limited will be held on Wednesday, the 3rd day of July, 2019 at 10.30 a.m. at Shripati Singhanian Hall, Rotary Sadan, 94/2 Chowringhee Road, Kolkata - 700 020 (Near Rabindra Sadan Metro Station) 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, 2019 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, 2019 and the Report of the Auditors thereon.
2. To confirm payment of interim dividend and declare final dividend on equity shares for the financial year ended 31st March 2019.
3. To appoint a Director in place of Mr. J D Curavala, (DIN: 00277426) who retires by rotation and being eligible, offers himself for re-appointment, by way of **Special Resolution**.

### SPECIAL BUSINESS

4. To re-appoint Mr. N S Damani (DIN: 00058396) 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. N S Damani (DIN: 00058396), who was appointed as an Independent Director for a term of five(5) consecutive years from 1st April 2014 up to 31st March 2019, 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 1st April 2019 up to 31st March 2024.

5. To re-appoint Mr. N Venkataramani (DIN: 00367193) 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. N Venkataramani (DIN: 00367193), who was appointed as an Independent Director for a term of five(5) consecutive years from 1st April 2014 up to 31st March 2019, 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 1st April 2019 up to 31st March 2024.

6. To appoint Mr. A V Lodha (DIN: 00036158) as a Director and a Non Executive (Non Independent) Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

**RESOLVED THAT** Mr. A V Lodha (DIN: 00036158) 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 in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and whose appointment has been recommended by the Nomination and Remuneration Committee and Board, be and is here by appointed a Non Executive Non Independent Director of the Company liable to retire by rotation.

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 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 re-appointment of Mr. M B Gadgil (DIN: 01020055) as a Whole-time Director of the Company designated as "Executive Director" for a period of one year effective from 1st July, 2019, on terms and conditions of re-appointment and remuneration as contained in the Letter of Appointment dated 20th May, 2019, 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 re-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. M B Gadgil.

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.

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 Regulation 17(6)(ca) of SEBI ( Listing Obligations & Disclosures Requirements) Regulations, 2015 as amended by SEBI (Amendment) Regulations, 2018 and other applicable provisions, if any approval of the Company be and is hereby accorded to the decision of the Board of Directors of the Company for payment of commission of Rs. 20 crore to Mr. K K Bangur, Non Executive Chairman of the Company which is in excess of fifty percent of the total annual remuneration by way of commission (Rs. 21,02,50,000) payable in aggregate to all non executive directors, for the financial year 2018-2019.

9. 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, 2019 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.

<b>Name of Cost Auditors/ Firm Registration No.</b>	<b>Location</b>	<b>@Remuneration in Rs.</b>
Shome & Banerjee Kolkata Reg. No. 000001	(i) Durgapur, Bangalore Plant (including captive power generation facility in Mysore (ii) 1.5 MW Link Canal Power plant at Mandya	3,45,000 30,000
Deodhar Joshi & Associates Reg. No. 002146	Satpur (including captive power plants), Ambad, Gonde & Captive Power 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.

10. 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.

FURTHER RESOLVED 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, in its absolute discretion, consider necessary, expedient, usual or proper.

FURTHER RESOLVED 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.

FURTHER RESOLVED 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.

By Order of the Board  
For Graphite India Limited

Kolkata  
6th June, 2019

B. Shiva  
Company Secretary

**NOTES :**

- a. Mr. J D Curavala, a Non-Executive Non Independent Director of the Company retires by rotation in this Annual General Meeting. He is available for re-appointment, which item of business is an ordinary business to be approved by an ordinary resolution in terms of the provisions of Section 102 of Companies Act 2013. However, pursuant to provisions as contained in amendment by SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2018 to SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, since Mr. J D Curavala is presently aged 79 years, members approval by way of a special resolution is required and sought.
- b. 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.
- c. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting.
- d. Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
- e. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 22nd day of June, 2019 to Friday, the 28th day of June, 2019 (both days inclusive).
- f. Final Dividend on Equity Shares when sanctioned will be made payable to those shareholders whose names stand on the Company's Register of Members on 21st June 2019 and to whom dividend warrants will be posted. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership furnished by the depositories for this purpose. Final Dividend on equity shares, if declared at the meeting will be paid/ despatched by 15th July 2019.
- g. (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, 2012 would be transferred to the said fund in the fourth week of September, 2019

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 upto the years ended 31st March, 2011 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.
- h. 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 6th August 2018 (date of last Annual General Meeting) on the website of the Company ([www.graphiteindia.com](http://www.graphiteindia.com)) as also on the Ministry of Corporate Affairs website ([www.mca.gov.in](http://www.mca.gov.in))
- i. Members/Proxies should fill in the Attendance Slip for attending the meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting. Members are requested to affix their signature at the space provided in the attendance slip with complete details including the Folio No. annexed to the proxy form and hand over the slip at the entrance of the place of meeting.
- j. 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 59C, Chowringhee Road, 3rd Floor, Kolkata 700 020.
- k. All the documents referred in the accompanying notice will be available for inspection at the Registered Office of the Company between 10:00 a.m. and 2:00 p.m. on all working days till the date of this Annual General Meeting.

#### 1. **Voting through electronic means**

- I The Company is pleased to provide members, facility to exercise their right to vote on resolutions proposed to be considered at the 44th 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).
- II The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by e-voting shall be able to exercise their right at the meeting through ballot paper.

#### III **The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 30th June, 2019 from 9.00 a.m. (IST) and ends on 2nd July 2019 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 (26th June, 2019) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>Members 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>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 (iv).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **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](http://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](mailto: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](mailto: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
- (xx) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cslindia.com](mailto:helpdesk.evoting@cslindia.com).
- (IV) 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 (26th June, 2019) only shall be entitled to avail the facility of e-voting as well as voting at the AGM through ballot paper.
- (V) 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” or “Ballot Paper” or “Poll Paper” for all those members who are present at the AGM but have not cast their votes by availing the e-voting facility.
- (VI) 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 and voting through Ballot Paper or Poll Paper, in a fair and transparent manner.
- (VII) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter 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 consolidated 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.
- (VIII) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company ([www.graphiteindia.com](http://www.graphiteindia.com)) and on Service Provider’s website ([www.evotingindia.com](http://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

Kolkata  
6th June 2019

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. N S Damani, age 66 years (DIN:00058396) was appointed as an Independent Director (Non-Executive) of the Company for a period of five (5) years from 1st April 2014, at the 39th Annual General Meeting held on 12th August, 2014. His term as an Independent Director of the company ended on 31st March 2019. The Nomination and Remuneration Committee on the basis of performance evaluation recommended re- appointment of Mr. N S Damani as a Non-Executive Independent Director for a second term of five consecutive years on the Board of the Company from 1st April 2019. The Board of Directors (“Board”), in its meeting held on February 06, 2019 reviewed the declaration made by Mr. N S Damani 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 1st April 2019 up to 31st March, 2024. 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 special resolution is accordingly recommended for

approval of the members. The above may also be regarded set out at Item No. 4 of the Notice as an appropriate disclosure under the Act and LODR.

Except Mr. N S Damani, 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.**

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. N Venkataramani, age 73 years (DIN:00367193) was appointed as an Independent Director (Non-Executive) of the Company for a period of five (5) years from 1st April 2014, at the 39th Annual General Meeting held on 12th August, 2014. His term as an Independent Director of the company ended on 31st March 2019. The Nomination and Remuneration Committee on the basis of performance evaluation recommended re- appointment of Mr. N Venkataramani as a Non-Executive Independent Director for a second term of five consecutive years on the Board of the Company from 1st April 2019. The Board of Directors ("Board"), in its meeting held on February 06, 2019 reviewed the declaration made by Mr. N Venkataramani 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 1st April 2019 up to 31st March, 2024. 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 special resolution set out at Item No. 5 of the Notice is accordingly recommended for approval of the members. The above may also be regarded as an appropriate disclosure under the Act and LODR.

Except Mr. N Venkataramani, 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. 6**

The Board of Directors of the Company on 30th March 2019 appointed Mr. A V Lodha as an Additional Director designated as Non Executive (Non Independent) Director of the Company from 1st April 2019 and to hold the office upto the date of ensuing Annual General Meeting.

Notice has been received from a member proposing the name of Mr. A V Lodha for the office of Director of the Company. The NRC and Board considered the said proposal and decided to recommend the same for approval of the members of the Company. His vast and varied experience in the accounting and financial fields justifies his appointment as Director of the Company. His contribution towards deliberations in Board/Committee meetings have been beneficial to the Company and the Company looks upto him for advice on various issued being faced.

Except Mr. A V Lodha none of the other Directors, Key Managerial Personnel and their relatives are, in any way concerned or interested in the resolution. The ordinary resolution set out at Item no. 6 to the Notice is recommended for approval by the members. The above may also be regarded as an appropriate disclosure under the Act and LODR.

**ITEM No. 7**

The Board of Directors of the Company ('Board'), upon the recommendation of the Nomination and Remuneration Committee, re-appointed Mr. M B Gadgil as the Whole-time Director of the Company designated as "Executive Director" vide Board Resolution dated 18th May, 2019 for a period of one year with effect from 1st July, 2019 at the remuneration and on the terms and conditions as contained in the Letter of Appointment dated 20th May, 2019.

The approval of the members is accordingly being sought for re-appointment and payment of remuneration to Mr. M B Gadgil as the Whole-time Director as per the resolution. Copy of the Letter of Appointment is open for inspection at the Registered Office of the Company on all working days of the Company between 10.00 a.m. to 2.00 pm upto the date of the meeting and also at the meeting. The resolution is accordingly recommended for approval of the members.

Mr. M B Gadgil aged 66 years is a qualified engineer and has completed business management studies. He has been with the Company since 1978 and has a rich experience in the graphite electrode industry. He holds 2000 equity shares of the Company. He was the 'President' of the Company prior to his elevation as Executive Director on July 1, 2009. He is not a director of any other company.

Except Mr. M B Gadgil, 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. Gadgil as Executive Director as contained in the said letter with memorandum of interest is set out below:

1. The re-appointment of Mr. M B Gadgil as a Whole-time Director designated as 'Executive Director' of the Company is for a period of one year w.e.f. 1st July, 2019.  
Mr. M B Gadgil 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. M B Gadgil shall receive the following by way of remuneration:
  - (i) Salary : At the rate of Rs. 6,25,000/- (Rupees Six lacs twenty 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. M B Gadgil 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. M B Gadgil 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. M B Gadgil 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. 8**

The Board of Directors of the Company in the meeting held on 18th May 2019 decided to pay Mr. K K Bangur, Non Executive Chairman of the Company, commission of Rs. 20 crore (Mr. K K Bangur did not participate in the discussion nor in the decision arrived at) taking into account time and efforts devoted by him in the business affairs of the Company and the performance evaluation done by Nomination and Remuneration Committee.

The aggregate commission approved by the Board payable to all non executive directors (including Mr. K K Bangur) is Rs. 21,02,50,000. Since commission to Mr. K K Bangur exceeds fifty percent of total annual commission payable to all non executive directors, approval of members is sought as required under the relevant provisions of SEBI ( Listing Obligations & Disclosures Requirements) Regulations, 2018. Apart from the commission being paid to non executive directors, no other remuneration except sitting fees for attending Board /Committee meetings are paid.

Except Mr. K K Bangur, 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 Board recommends the resolution for approval of the members.



**ITEM No. 9**

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 Board recommend the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.

**ITEM No. 10**

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 Board commends the Special Resolution set out at Item No.9 of the Notice for approval by the members.

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

**Mr. J D Curavala**, (DIN 00277426) aged 79 years is Commerce and Law graduate and a qualified Chartered Accountant having wide experience in Finance, Administration, Corporate Management and Business Operations. He is presently Managing Director of GKW Ltd. He is a member of the "Investment Committee" of the Company. He is not related to any director or Key Managerial Personnel of the Company. He holds 4750 equity shares of the Company jointly with his wife.

**Other Directorship**

Sr.No.	Name of Company	Committee membership	Position
1.	<u>Listed</u> GKW Limited – Managing Director	Risk Management Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
		Committee of Directors	Chairman
		Transfer Committee	Member

**Mr. N S Damani**, (DIN: 00058396), aged 66 years is an industrialist and presently Chairman & Managing Director of Simplex Realty Limited. He is Bachelor of a Science from University of Mumbai and has completed business management studies. He has around 44 years experience in business and industry. He does not hold any shares in the company. He is not related to any director or Key Managerial Personnel of the Company.

**Other Directorship**

Sr.No.	Name of Company	Committee membership	Position
1.	<u>Listed</u> Simplex Realty Limited	Stakeholders Relationship Committee	Member
		Corporate Social Responsibility Committee	Member
2.	AMJ Land Holdings Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
3.	Pudumjee Paper Products Limited	Audit Committee	Member
		Stakeholders Relationship Committee	Chairman
		Nomination & Remuneration Committee	Member

Sr.No.	Name of Company	Committee membership	Position
	<b>Unlisted</b>		
1.	Simplex Renewable Resources Pvt. Ltd		
2.	The Nav Bharat Refrigeration & Industries Ltd		
3.	Shreelekha Global Finance Limited		
4.	Lucky Vyapaar & Holdings Pvt. Limited		
5.	Enas Foundation (U/s 8)		
6.	New Textiles LLP		Designated Partner
7.	Shrinathji Flour Mills LLP		Designated Partner

**Mr. N. Venkataramani**, (DIN: 00367193), aged 73 years, is a qualified engineer with rich experience in managing business enterprises. He was associated with the Company from October, 1988 till September 1995. He was thereafter with GKW Ltd. as President of its Cement division till April 1998 and President of its Bolt & Nut division from May 1998 till May 2001 and then joined the erstwhile Graphite India Limited in June, 2001. He was elevated to the post of Executive Director in September, 2001 which he held till his retirement on June 30, 2009. He presently Chairman of Audit Committee and member of Nomination and Remuneration Committee and CSR Committee of the Company. He holds 7000 shares in the Company jointly with his wife. He is not related to any director or Key Managerial Personnel of the Company.

#### Other Directorship

Sr.No.	Name of Company	Committee membership	Position
	<b>Unlisted</b>		
1.	Carbon Finance Ltd	Corporate Social Responsibility Committee	Chairman
2.	Mercury Precision Products Pvt. Ltd.		Director
3.	Dwelling Design Solutions Private Limited		Director
4.	Sophia Automotive Private Limited		Director

**Mr. A V Lodha**, (DIN: 00036158), aged 53 years is a qualified Chartered Accountant and had served as the Country Managing Partner of Lodha & Co, one of India's leading Accounting and Advisory Firms.

He has over 30 years of experience in providing advisory services to a diverse client base across a wide spectrum of industries. He has handled various consultancy assignments in fields of corporate restructuring, mergers & acquisitions, joint ventures, collaborations, business strategy etc. He has also assisted large Indian corporates to raise resources from the overseas capital markets.

Mr Lodha served as the President of the Indian Chamber of Commerce (ICC), Kolkata twice i.e. in 1998-99 and in 2001-02 in its 75th year (Platinum Jubilee Year) as well as the Chairman of its Banking and Finance Committee. He has also served as a Member of The National Council of CII (Confederation of Indian Industry) and was National Committee Chairman of its Accounting Standards & Corporate Disclosures and Tax Committees. He served as a member of the High Level Naresh Chandra Committee for corporate audit and governance, appointed by the Government of India, Governing Body of Indian Council of Arbitration, Governing Council of the Central Manufacturing Technology Institute, Bangalore, Peer Review Board of Institute of Chartered Accountants of India, Industrial Development Bank of India's Eastern Regional Advisory Board, State Advisory Board on Investment Promotion in Tripura and was the Honorary Secretary of the Alumnorum Societas, the old boys association of St. Xavier's Collegiate School, Kolkata. He does not hold any shares in the Company. He is a member of the Audit Committee and Investment Committee of the Company.

#### Other Directorship

Sr.No.	Name of Company	Committee membership	Position
	<b>Listed</b>		
1.	Alfred Herbert (India) Ltd.	Nomination and Remuneration Committee	Member
	<b>Unlisted</b>		
1.	Herbert Holdings Ltd.		Director

**Mr. M B Gadgil**, (DIN: 01020055), aged 66 years is a qualified engineer and has completed business management studies. He has been with the Company since 1978 and has a rich experience in the graphite electrode industry. He was "President" of the Company prior to his elevation as Executive Director from 1st July 2009. He is member of CSR Committee, Stakeholders Relationship Committee, Committee for Borrowings and Investment Committee of the Company.

**Other Directorship** - NIL



# GRAPHITE INDIA LIMITED

CIN:L10101WB1974PLC094602

Registered Office : 31, Chowringhee Road, Kolkata - 700 016

Tel: +91 33 4002 9600 Fax: +91 33 4002 9676

Website: www.graphiteindia.com Email: gilro@graphiteindia.com

**FORTY FOURTH  
ANNUAL GENERAL  
MEETING**

### Name and Address of Shareholder

Folio / DP ID and Client ID :	Shares :
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### ATTENDANCE SLIP

**Attendance by**  
(Please tick the appropriate box)

Member  
 Proxy  
 Authorised Representative

I hereby record my presence at the 44<sup>th</sup> Annual General Meeting of the Company being held on Wednesday, July 3, 2019 at 10.30 A.M. at Shripati Singhanian Hall, Rotary Sadan, 94/2 Chowringhee Road, Kolkata-700020.(Near Rabindra Sadan Metro Station)

Name of Proxy (in BLOCK LETTERS)

Signature of Member/Proxy

X

EVSN (Electronic Voting Sequence Number)	Default PAN / *Sequence Number
190524005	

\*Only Members who have not updated their PAN with Company / Depository Participant shall use Sequence Number in the PAN field.

Note: Please read the instructions printed under the Note k (III) to the Notice of 44<sup>th</sup> Annual General Meeting dated June 6, 2019. The Voting period starts from 9.00 am on Sunday, 30th June, 2019 and ends at 5.00 p.m. on Tuesday, 2<sup>nd</sup> July, 2019. The voting module shall be disabled by CDSL for voting thereafter.

X



# GRAPHITE INDIA LIMITED

CIN:L10101WB1974PLC094602

Registered Office: 31, Chowringhee Road, Kolkata – 700 01

Tel: +91 33 4002 9600 Fax: +91 33 4002 9676

Website: www.graphiteindia.com Email: gilro@graphiteindia.com

### PROXY FORM

Name of the member(s):		Email id:	
Registered Address:		Folio No/ Client Id: DP Id:	

I/We being the member(s) of .....shares of Graphite India Limited, hereby appoint

- Name..... Address..... E-mail Id..... Signature.....or failing him
- Name..... Address..... E-mail Id..... Signature.....or failing him
- Name..... Address..... E-mail Id..... Signature.....as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 44<sup>th</sup> Annual General Meeting of the Company to be held on Wednesday, July 3, 2019 at 10.30 A.M. at Shripati Singhanian Hall, Rotary Sadan, 94/2 Chowringhee Road, Kolkata-700020.(Near Rabindra Sadan Metro Station)and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

P.T.O.

(\*Optional)

	<b>Resolutions</b>	<b>For</b>	<b>Against</b>
1.	a. Adoption of Audited Financial Statement for the year ended 31 <sup>st</sup> March, 2019.		
	b. Adoption of Consolidated Audited Financial Statement for the year ended 31 <sup>st</sup> March, 2019.		
2.	Confirm payment of Interim Dividend and declaration of final dividend on equity shares.		
3.	Re-appointment of Mr. J D Curavala, (DIN 00277426), Non-executive director retiring by rotation.		
4.	Re-appointment of Mr. N S Damani (DIN: 00058396) as an Independent Director for a second term of five(5) consecutive years i.e. from 1 <sup>st</sup> April 2019 up to 31 <sup>st</sup> March 2024.		
5.	Re-appointment of Mr. N Venkataramani (DIN: 00367193) as an Independent Director for a second term of five (5) consecutive years i.e. from 1 <sup>st</sup> April 2019 up to 31 <sup>st</sup> March 2024.		
6.	Appointment of Mr. A V Lodha (DIN: 00036158) as a Non-Executive Director of the Company.		
7.	Re-appointment of Mr. M B Gadgil (DIN 01020055) as a Whole-time Director of the Company designated as "Executive Director" of the Company for a period of one year from 1 <sup>st</sup> July 2019.		
8.	Payment of remuneration by way of commission to Chairman of the Company for FY 2018-19.		
9.	Payment of remuneration to Cost Auditors.		
10.	Issue of Debentures/Bonds upto Rs. 5,000 crore on private placement basis.		

Signed this ..... day of ..... 2019.

.....  
Signature of shareholder

.....  
Signature of proxy holder(s)

<p>Affix a Re.1/- Revenue Stamp here</p>
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Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

\* it is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.