

PS & ASSOCIATES

practising company secretaries

225D, A.J.C Bose Road, Kolkata – 700020, India

Tel: +91 33 2280-9045 Fax: +91 33 2287-6329

Email: ps@gravityinfotech.com

Consolidated Scrutinizer's Report
[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman of the 40th Annual General Meeting of the Members of
Graphite India Limited (the Company)
held on 11th August, 2015 at
Kala Mandir Auditorium (Sangit Kala Mandir Trust)
48, Shakespeare Sarani, Kolkata – 700 017

Dear Sir/Madam,

1. I, Swati Bajaj, Partner, M/s. PS & Associates, Practising Company Secretaries, have been appointed by the Board of Directors of the Company as the Scrutinizer for the purpose of scrutinizing the voting and remote e-voting process, in a fair and transparent manner, and ascertaining the results on voting and remote e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 (Act) and Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice for the Annual General Meeting (AGM) of the members of the Company held on 11th August, 2015 at Kala Mandir Auditorium (Sangit Kala Mandir Trust), 48, Shakespeare Sarani, Kolkata – 700 017
2. The Management of the Company is responsible for ensuring the compliance with the requirements of the Act and Rules relating to voting through electronic means and voting at the AGM on the resolutions contained in the Notice for the AGM of the members of the Company.
3. My responsibility as a Scrutinizer, for the voting and remote e-voting process, is restricted to
 - a. Conducting the voting at the AGM, as provided in clauses (a) to (h) of sub-rule (1) of rule 21 of the Rules as applicable, after the end of the discussions on all the resolutions and
 - b. to make a Consolidated Scrutinizer's Report of the votes cast in "favour" or "against" the resolutions based on:
 - i. the reports generated from the E-voting system (and any physical ballots received by me from the shareholders of the Company) as provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by the Company to provide E-voting facility.
 - ii. Voting conducted at the AGM by use of ballot / polling paper.
4. Further to the above, I submit my report as under:-
 - i) The e-voting period remained open from Saturday, 8th August 2015 (9.00 am) and ended on Monday, 10th August 2015 (5:00 p.m.).
 - ii) The members of the Company as on the "cut-off" date i.e. 4th August, 2015 were entitled to vote on the resolutions (items nos 1 to 10) as set out in the Notice dated 29th May, 2015, of the AGM of the members of the Company.
 - iii) The members who were present at the AGM but had not cast their votes by availing the remote e-voting facility, also voted at the end of the discussions at the AGM, by using ballot / polling paper.



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- iv) Immediately after the conclusion of voting at the AGM, the votes cast at the AGM were verified and counted.
- v) Thereafter, the votes cast through remote e-voting were unblocked on 12th August 2015 in the presence of 2 witnesses, Mr. Ranjan Rai and Mr. Shankar Mandal, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Witness No 1.

Witness No 2.

Signature: Ranjan Rai

Signature: Shankar Mandal

Name: Mr Ranjan Rai

Mr. Shankar Mandal

- vi) Thereafter, the results of the resolutions that were put to vote at the AGM, have been generated by consolidating the voting at the AGM and remote e-voting and are as under:

Total Nos of <u>valid</u> Folios that have cast their vote		:	67
<i>Breakup:</i>			
Through remote e-voting	59		
Voting at the AGM	8		
Total No of Shares representing the 67 <u>valid folios</u> that have voted		:	153702008
<i>Breakup:</i>			
Through remote e-voting	144285305		
Voting at the AGM	9416703		
Total No of Folios who have voted through physical ballot forms or ballot/ polling paper but are declared <u>invalid</u>		:	02
<i>Breakup:</i>			
Through physical ballot forms	Nil		
Through ballot/ polling paper	02		
Total No of Shares representing the 02 <u>invalid folios</u> declared invalid		:	-
<i>Breakup:</i>			
Through physical ballot forms	Nil		
Through ballot/ polling paper	Data not given in ballot paper		



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Item No. 1:-

Ordinary Resolution for Adoption of Audited financial statements for the year ended March 31, 2015.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	144282475	9416673	153699148	99.9981
Number of votes cast against	2830	30	2860	0.0019
Number of votes that abstained	0	0	0	0.0000
Total	144285305	9416703	153702008	100.0000

Item No. 2:-

Ordinary Resolution for Declaration of dividend on equity shares.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	144282475	9416673	153699148	99.9981
Number of votes cast against	2830	30	2860	0.0019
Number of votes that abstained	0	0	0	0.0000
Total	144285305	9416703	153702008	100.0000

Item No. 3:-

Ordinary Resolution for re-appointment of Mr. J D Curravaia, director retiring by rotation.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	144241569	9416673	153658242	99.9715
Number of votes cast against	43736	30	43766	0.0285
Number of votes that abstained	0	0	0	0.0000
Total	144285305	9416703	153702008	100.0000

Item No. 4:-

Ordinary Resolution to ratify appointment of Price Waterhouse, Chartered Accountants as Auditors and fixation of remuneration thereof.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	144282450	9416673	153699123	99.9981
Number of votes cast against	2855	30	2885	0.0019
Number of votes that abstained	0	0	0	0.0000
Total	144285305	9416703	153702008	100.0000



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Special Business:

Item No. 5:-

Ordinary Resolution for Appointment of Mr. Gaurav Swarup as an Independent Director.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	144281775	9416673	153698448	99.9977
Number of votes cast against	3530	30	3560	0.0023
Number of votes that abstained	0	0	0	0.0000
Total	144285305	9416703	153702008	100.0000

Item No. 6:-

Ordinary Resolution for appointment of Mrs. Renu Challu as an Independent Director.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	144281542	9416673	153698215	99.9975
Number of votes cast against	3763	30	3793	0.0025
Number of votes that abstained	0	0	0	0.0000
Total	144285305	9416703	153702008	100.0000

Item No. 7:-

Special Resolution for Consent for transactions with Graphite Cova GmbH.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	144281517	9416673	153698190	99.9975
Number of votes cast against	3788	30	3818	0.0025
Number of votes that abstained	0	0	0	0.0000
Total	144285305	9416703	153702008	100.0000

Item No. 8:-

Special Resolution for Consent / Ratification of guarantee to Citibank NA and Citigroup Global Markets, Deutschland.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	144282475	9416673	153699148	99.9981
Number of votes cast against	2830	30	2860	0.0019
Number of votes that abstained	0	0	0	0.0000
Total	144285305	9416703	153702008	100.0000



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Item No. 9:-

Special Resolution for Issue of NCDs upto Rs. 500 crore on private placement basis.

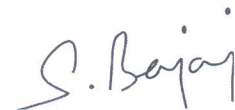
Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	144282450	9416673	153699123	99.9981
Number of votes cast against	2855	30	2885	0.0019
Number of votes that abstained	0	0	0	0.0000
Total	144285305	9416703	153702008	100.0000

Item No. 10:-


Ordinary Resolution for ratification for payment of remuneration to Cost Auditors.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	144282475	9416673	153699148	99.9981
Number of votes cast against	2830	30	2860	0.0019
Number of votes that abstained	0	0	0	0.0000
Total	144285305	9416703	153702008	100.0000

Thanking You,
For P. S. & Associates


(Swati Bajaj), Partner
C.P.No.3502, ACS: 13216
Date: 13th August 2015




13/8/2015