



GRAPHITE INDIA LIMITED

BAKHTAWAR, 2ND FLOOR, NARIMAN POINT, MUMBAI 400 021.
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E-MAIL : gilbakt@graphiteindia.com

GIL:SEC:17/18:
August 5, 2017

Bombay Stock Exchange Limited
The Corporate
Relationship Department
1st Floor, New Trading Ring,
Rotunda Bldg., P.J.Towers,
Dalal Street,
Mumbai 400 001.

Scrip Code – 509488

The Manager
Listing Department
National Stock Exchange
Exchange Plaza, 5th Floor,
Plot No-C/1, G Block,
Bandra-Kurla Complex,
Bandra (E)
Mumbai 400 051
Symbol - GRAPHITE

Sir,

Sub: Combined Scrutinizer's Report - 42nd Annual General Meeting of Graphite India Limited held on August 4, 2017.

The 42nd Annual General Meeting ("AGM") of Graphite India Limited was held on August 4, 2017 at 12.30 p.m. Satyajit Ray Auditorium, Indian Council for Cultural Relations (ICCR), 9A, Ho Chi Minh Sarani, Kolkata 700 071.

We hereby are forwarding herewith the **Combined Scrutinizer's Report** on Remote E-voting & Voting conducted at the AGM through ballot paper, pursuant to Rule 20(4) of the Companies (Management and Administration) Rules, 2014, as amended.

Thanking you,

Yours faithfully,
For Graphite India Limited

B. Shiva
Company Secretary

d:\from April 2017\ stock exchange from April 2017

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 42nd Annual General Meeting of the Members of
Graphite India Limited (the Company)
held on 4th August, 2017 at
Satyajit Ray Auditorium, Indian Council for Cultural Relations (ICCR),
9A, Ho Chi Minh Sarani, Kolkata - 700071

Dear Sir,

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 42nd Annual General Meeting (AGM) of the members of the Company held on 04th August, 2017 at Satyajit Ray Auditorium, Indian Council for Cultural Relations (ICCR), 9A, Ho Chi Minh Sarani, Kolkata – 700071
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 Tuesday, 1st August 2017 (9.00 am) and ended on Thursday, 3rd August 2017 (5:00 p.m.).



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- ii) The members of the Company as on the “cut-off” date i.e. 28th July, 2017 were entitled to vote on the resolutions (items nos. 01 to 08) as set out in the Notice dated 18th May, 2017, 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.
- 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 04th August, 2017 in the presence of 2 witnesses, Ms. Priti Todi and Mr. Manas Ranjan Das, who are not in the employment of the Company.
- 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		:	117
<i>Breakup:</i>			
<i>Through remote e-voting</i>	<i>81</i>		
<i>Voting at the AGM</i>	<i>36</i>		
Total No of Shares representing the 117 <u>valid folios</u> that have voted		:	151862566
<i>Breakup:</i>			
<i>Through remote e-voting</i>	<i>151860422</i>		
<i>Voting at the AGM</i>	<i>2144</i>		
Total No of Folios who have voted through physical ballot forms or ballot/ polling paper but are declared <u>invalid</u>		:	06
<i>Breakup:</i>			
<i>Through physical ballot forms</i>	<i>Nil</i>		
<i>Through ballot/ polling paper</i>	<i>06</i>		
Total No of Shares representing the 06 <u>invalid folios</u> declared invalid		:	-
<i>Breakup:</i>			
<i>Through physical ballot forms</i>	<i>Nil</i>		
<i>Through ballot/ polling paper</i>	<i>Data cannot be ascertained from ballot paper</i>		



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Item No. 1:-

Ordinary Resolution for Adoption of Audited financial statements for the year ended March 31, 2017.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	<i>through remote E-voting</i>	<i>Voting at AGM</i>		
Number of votes cast in favour	151517323	1999	151519322	99.7740
Number of votes cast against	99	145	244	0.0001
Number of votes that abstained	343000	0	343000	0.2259
Total	151860422	2144	151862566	100.0000

Item No. 2:-

Ordinary Resolution for declaration of dividend to be paid on Equity Shares for the year ended 31st March, 2017.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	<i>through remote E-voting</i>	<i>Voting at AGM</i>		
Number of votes cast in favour	151860422	2011	151862433	99.99991
Number of votes cast against	0	133	133	0.00009
Number of votes that abstained	0	0	0	0
Total	151860422	2144	151862566	100.00000

Item No. 3:-

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

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	<i>through remote E-voting</i>	<i>Voting at AGM</i>		
Number of votes cast in favour	149227511	1998	149229509	98.26616
Number of votes cast against	2632911	146	2633057	1.73384
Number of votes that abstained	0	0	0	0
Total	151860422	2144	151862566	100.00000



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Item No. 4:-

Ordinary Resolution to appoint S R Batliboi and Co., LLP (Regd. No.301003E/E300005), 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	151860323	1956	151862279	99.99981
Number of votes cast against	99	188	287	0.00019
Number of votes that abstained	0	0	0	0
Total	151860422	2144	151862566	100.00000

Special Business:

Item No. 5:-

Ordinary Resolution for Payment of remuneration by way of commission to Directors of the Company.

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	151857918	1758	151859676	99.99810
Number of votes cast against	2504	386	2890	0.00190
Number of votes that abstained	0	0	0	0
Total	151860422	2144	151862566	100.00000

Item No. 6:-

Ordinary Resolution 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	151860323	2011	151862334	99.99985
Number of votes cast against	99	133	232	0.00015
Number of votes that abstained	0	0	0	0
Total	151860422	2144	151862566	100.00000



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Item No. 7:-

Special Resolution for Issue of Debentures/Bonds upto Rs. 2,000 Crore on private placement basis.

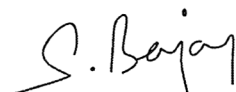
Particulars	No of Shares		Total No of Shares	% based on total votes cast
	<i>through remote E-voting</i>	<i>Voting at AGM</i>		
Number of votes cast in favour	151860323	1871	151862194	99.99976
Number of votes cast against	99	273	372	0.00024
Number of votes that abstained	0	0	0	0
Total	151860422	2144	151862566	100.00000

Item No. 8:-

Special Resolution for Adoption of new Articles of Association of the Company.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	<i>through remote E-voting</i>	<i>Voting at AGM</i>		
Number of votes cast in favour	149227511	1871	149229382	98.26607
Number of votes cast against	2632911	273	2633184	1.73393
Number of votes that abstained	0	0	0	0
Total	151860422	2144	151862566	100.00000

Thanking You,
For P.S. & Associates



(Swati Bajaj), Partner
C.P.No.3502, ACS: 13216
Date: 05th August 2017

