



# GRAPHITE INDIA LIMITED

BAKHTAWAR, 2ND FLOOR, NARIMAN POINT, MUMBAI 400 021.  
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GIL:SEC:16/17:  
August 16, 2016

Bombay Stock Exchange Limited  
The Corporate  
Relationship Department  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Bldg., P.J.Towers,  
Dalal Street, **Mumbai 400 001**.  
DCS-CRD  
Scrip Code - 509488  
[Corp.relations@bseindia.com](mailto:Corp.relations@bseindia.com)

The Manager  
Listing Department  
National Stock Exchange  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No-C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (E)  
**Mumbai 400 051**  
[cmlist@nse.co.in](mailto:cmlist@nse.co.in)

Sir,

**Sub: Voting results of 41<sup>st</sup> Annual General Meeting of the Company**

**Ref: Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We had on 12<sup>th</sup> August, 2016 filed the voting results of the 41<sup>st</sup> AGM of the company. There however inadvertently crept a small error in mentioning the "percentage" in the last two columns (viz Column No. 6 and 7) against "Public Institutions" in Resolutions No. 3 and 4 as detailed below-

| Resolution No. 3    | Column 6                  |                | Column 7                  |               |
|---------------------|---------------------------|----------------|---------------------------|---------------|
|                     | Reported on<br>12.08.2016 | Revised        | Reported on<br>12.08.2016 | Revised       |
| Public Institutions |                           |                |                           |               |
| <b>E-voting</b>     | 100                       | <b>99.8808</b> | 0                         | <b>0.1192</b> |
| <b>Total</b>        | 100                       | <b>99.8808</b> | 0                         | <b>0.1192</b> |

| Resolution No. 4    | Column 6                  |                | Column 7                  |                |
|---------------------|---------------------------|----------------|---------------------------|----------------|
|                     | Reported on<br>12.08.2016 | Revised        | Reported on<br>12.08.2016 | Revised        |
| Public Institutions |                           |                |                           |                |
| <b>E-voting</b>     | 100                       | <b>75.5668</b> | 0                         | <b>24.4332</b> |
| <b>Total</b>        | 100                       | <b>75.5668</b> | 0                         | <b>24.4332</b> |

We are once again uploading the revised "Details of voting resolution" alongwith Scrutinizer's Report.

We regret the error.

Thanking you,

Yours faithfully,  
For Graphite India Limited

  
B. Shiva  
Company Secretary

†from may2014 onwards† stock exchange from July 2014

| GRAPHITE INDIA LIMITED  |                             |
|---|-----------------------------|
| (REMOTE E-VOTING AND THROUGH BALLOT PAPER IN AGM)   |                             |
| DATE OF AGM : 10.08.2016  |                             |
| DETAILS OF VOTING RESULT  |                             |
| Date of AGM   | 10-08-2016                  |
| Total number of shareholders on record date   | 101224                      |
| No. of Shareholders present in the meeting either in person or through proxy                              | 805                         |
| Promoters and Promoter Group  | 7                           |
| Public:   | 798                         |
| No. of Shareholders present in the meeting either in person or through proxy                              | Not applicable for this AGM |
| Promoters and Promoter Group  |                             |
| Public:   |                             |
| Agenda-wise disclosure  |                             |
| The mode of voting for all resolutions was through e-voting and at AGM through Ballot Papers in AGM venue |                             |



## Graphite India Limited

| Resolution Required : (Ordinary)  |                | 1 - Adoption of Audited financial statements for the year ended March 31, 2016 |                     |   |                          |                       |                                      |                                    |
|---|----------------|--|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | No   |                     |   |                          |                       |                                      |                                    |
| Category  | Mode of Voting | No. of shares held   | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                | [1]  | [2]                 | [3]={[2]/[1]}*100                       | [4]                      | [5]                   | [6]={[4]/[2]}*100                    | [7]={[5]/[2]}*100                  |
| Promoter and Promoter Group   | E-Voting       | 127417983  | 127415728           | 99.9982                                 | 127415728                | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |  | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |  | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |  | <b>127415728</b>    | <b>99.9982</b>                          | <b>127415728</b>         | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 38955097   | 30695968            | 78.7983                                 | 30695968                 | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |  | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |  | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |  | <b>30695968</b>     | <b>78.7983</b>                          | <b>30695968</b>          | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Non Institutions   | E-Voting       | 29002514   | 5156                | 0.0178                                  | 5057                     | 99                    | 98.0799                              | 1.9201                             |
|   | Poll           |  | 531                 | 0.0018                                  | 498                      | 33                    | 93.7853                              | 6.2147                             |
|   | Postal Ballot  |  | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |  | <b>5687</b>         | <b>0.0196</b>                           | <b>5555</b>              | <b>132</b>            | <b>97.6789</b>                       | <b>2.3211</b>                      |
| <b>Total</b>  |                | <b>195375594</b>   | <b>158117383</b>    | <b>80.9300</b>                          | <b>158117251</b>         | <b>132</b>            | <b>99.9999</b>                       | <b>0.0001</b>                      |



## Graphite India Limited

Resolution Required : (Ordinary)

2 - Declaration of interim dividend on equity shares as final dividend for the said year.

Whether promoter/ promoter group are interested in the agenda/resolution?

No

| Category                    | Mode of Voting | No. of shares held<br>[1] | No. of votes polled<br>[2] | % of Votes Polled on outstanding shares<br>[3]=([2]/[1])*100 | No. of Votes – in favour<br>[4] | No. of Votes –Against<br>[5] | % of Votes in favour on votes polled<br>[6]=([4]/[2])*100 | % of Votes against on votes polled<br>[7]=([5]/[2])*100 |
|-----------------------------|----------------|---------------------------|----------------------------|--|---------------------------------|------------------------------|---|---|
|                             |                |                           |                            |  |                                 |                              |   |   |
| Promoter and Promoter Group | E-Voting       | 127417983                 | 127415728                  | 99.9982  | 127415728                       | 0                            | 100.0000  | 0.0000  |
|                             | Poll           |                           | 0                          | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|                             | Postal Ballot  |                           | 0                          | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|                             | <b>Total</b>   |                           | <b>127415728</b>           | <b>99.9982</b>   | <b>127415728</b>                | <b>0</b>                     | <b>100.0000</b>   | <b>0.0000</b>   |
| Public Institutions         | E-Voting       | 38955097                  | 30695968                   | 78.7983  | 30695968                        | 0                            | 100.0000  | 0.0000  |
|                             | Poll           |                           | 0                          | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|                             | Postal Ballot  |                           | 0                          | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|                             | <b>Total</b>   |                           | <b>30695968</b>            | <b>78.7983</b>   | <b>30695968</b>                 | <b>0</b>                     | <b>100.0000</b>   | <b>0.0000</b>   |
| Public Non Institutions     | E-Voting       | 29002514                  | 5156                       | 0.0178   | 5156                            | 0                            | 100.0000  | 0.0000  |
|                             | Poll           |                           | 531                        | 0.0018   | 498                             | 33                           | 93.7853   | 6.2147  |
|                             | Postal Ballot  |                           | 0                          | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|                             | <b>Total</b>   |                           | <b>5687</b>                | <b>0.0196</b>  | <b>5654</b>                     | <b>33</b>                    | <b>99.4197</b>  | <b>0.5803</b>   |
| <b>Total</b>                |                | <b>195375594</b>          | <b>158117383</b>           | <b>80.9300</b>   | <b>158117350</b>                | <b>33</b>                    | <b>100.0000</b>   | <b>0.0000</b>   |



## Graphite India Limited

Resolution Required : (Ordinary)

3 - Re-appointment of Mr. K. K. Bangur, director retiring by rotation

Whether promoter/ promoter group are interested in the agenda/resolution?

Yes

| Category                    | Mode of Voting | No. of shares held<br>[1] | No. of votes     | % of Votes Polled     | No. of            | No. of         | % of Votes in          | % of Votes against |
|-----------------------------|----------------|---------------------------|------------------|-----------------------|-------------------|----------------|------------------------|--------------------|
|                             |                |                           | polled           | on outstanding shares | Votes – in favour | Votes –Against | favour on votes polled | on votes polled    |
|                             |                |                           | [2]              | [3]={[2]/[1]}*100     | [4]               | [5]            | [6]={[4]/[2]}*100      | [7]={[5]/[2]}*100  |
| Promoter and Promoter Group | E-Voting       | 127417983                 | 127415728        | 99.9982               | 127415728         | 0              | 100.0000               | 0.0000             |
|                             | Poll           |                           | 0                | 0.0000                | 0                 | 0              | 0.0000                 | 0.0000             |
|                             | Postal Ballot  |                           | 0                | 0.0000                | 0                 | 0              | 0.0000                 | 0.0000             |
|                             | <b>Total</b>   |                           | <b>127415728</b> | <b>99.9982</b>        | <b>127415728</b>  | <b>0</b>       | <b>100.0000</b>        | <b>0.0000</b>      |
| Public Institutions         | E-Voting       | 38955097                  | 30695968         | 78.7983               | 30659368          | 36600          | 99.8808                | 0.1192             |
|                             | Poll           |                           | 0                | 0.0000                | 0                 | 0              | 0.0000                 | 0.0000             |
|                             | Postal Ballot  |                           | 0                | 0.0000                | 0                 | 0              | 0.0000                 | 0.0000             |
|                             | <b>Total</b>   |                           | <b>30695968</b>  | <b>78.7983</b>        | <b>30659368</b>   | <b>36600</b>   | <b>99.8808</b>         | <b>0.1192</b>      |
| Public Non Institutions     | E-Voting       | 29002514                  | 3863             | 0.0133                | 3764              | 99             | 97.4372                | 2.5628             |
|                             | Poll           |                           | 531              | 0.0018                | 498               | 33             | 93.7853                | 6.2147             |
|                             | Postal Ballot  |                           | 0                | 0.0000                | 0                 | 0              | 0.0000                 | 0.0000             |
|                             | <b>Total</b>   |                           | <b>4394</b>      | <b>0.0152</b>         | <b>4262</b>       | <b>132</b>     | <b>96.9959</b>         | <b>3.0041</b>      |
| <b>Total</b>                |                | <b>195375594</b>          | <b>158116090</b> | <b>80.9293</b>        | <b>158079358</b>  | <b>36732</b>   | <b>99.9768</b>         | <b>0.0232</b>      |



## Graphite India Limited

| Resolution Required : (Ordinary)  |                |                           | 4 - Ratify appointment of Price Waterhouse, Chartered Accountants as Auditors and fixation of remuneration thereof. |  |                                 |                              |   |   |
|---|----------------|---------------------------|---|--|---------------------------------|------------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                           | No  |  |                                 |                              |   |   |
| Category  | Mode of Voting | No. of shares held<br>[1] | No. of votes polled<br>[2]  | % of Votes Polled on outstanding shares<br>[3]={(2)/[1]}*100 | No. of Votes – in favour<br>[4] | No. of Votes –Against<br>[5] | % of Votes in favour on votes polled<br>[6]={(4)/[2]}*100 | % of Votes against on votes polled<br>[7]={(5)/[2]}*100 |
| Promoter and Promoter Group   | E-Voting       | 127417983                 | 127415728   | 99.9982  | 127415728                       | 0                            | 100.0000  | 0.0000  |
|   | Poll           |                           | 0   | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|   | Postal Ballot  |                           | 0   | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|   | <b>Total</b>   |                           | <b>127415728</b>  | <b>99.9982</b>   | <b>127415728</b>                | <b>0</b>                     | <b>100.0000</b>   | <b>0.0000</b>   |
| Public Institutions   | E-Voting       | 38955097                  | 30695968  | 78.7983  | 23195968                        | 7500000                      | 75.5668   | 24.4332   |
|   | Poll           |                           | 0   | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|   | Postal Ballot  |                           | 0   | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|   | <b>Total</b>   |                           | <b>30695968</b>   | <b>78.7983</b>   | <b>23195968</b>                 | <b>7500000</b>               | <b>75.5668</b>  | <b>24.4332</b>  |
| Public Non Institutions   | E-Voting       | 29002514                  | 5156  | 0.0178   | 5041                            | 115                          | 97.7696   | 2.2304  |
|   | Poll           |                           | 531   | 0.0018   | 498                             | 33                           | 93.7853   | 6.2147  |
|   | Postal Ballot  |                           | 0   | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|   | <b>Total</b>   |                           | <b>5687</b>   | <b>0.0196</b>  | <b>5539</b>                     | <b>148</b>                   | <b>97.3976</b>  | <b>2.6024</b>   |
| <b>Total</b>  |                | <b>195375594</b>          | <b>158117383</b>  | <b>80.9300</b>   | <b>150617235</b>                | <b>7500148</b>               | <b>95.2566</b>  | <b>4.7434</b>   |



## Graphite India Limited

Resolution Required : (Special)

5 - Appointment of Mrs. Shalini Kamath as an Independent Director

Whether promoter/ promoter group are interested in the agenda/resolution?

No

| Category                    | Mode of Voting | No. of shares held<br>[1] | No. of votes polled<br>[2] | % of Votes Polled on outstanding shares<br>[3]={[2]/[1]}*100 | No. of Votes – in favour<br>[4] | No. of Votes –Against<br>[5] | % of Votes in favour on votes polled<br>[6]={[4]/[2]}*100 | % of Votes against on votes polled<br>[7]={[5]/[2]}*100 |
|-----------------------------|----------------|---------------------------|----------------------------|--|---------------------------------|------------------------------|---|---|
|                             |                |                           |                            |  |                                 |                              |   |   |
| Promoter and Promoter Group | E-Voting       | 127417983                 | 127415728                  | 99.9982  | 127415728                       | 0                            | 100.0000  | 0.0000  |
|                             | Poll           |                           | 0                          | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|                             | Postal Ballot  |                           | 0                          | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|                             | <b>Total</b>   |                           | <b>127415728</b>           | <b>99.9982</b>   | <b>127415728</b>                | <b>0</b>                     | <b>100.0000</b>   | <b>0.0000</b>   |
| Public Institutions         | E-Voting       | 38955097                  | 30695968                   | 78.7983  | 30695968                        | 0                            | 100.0000  | 0.0000  |
|                             | Poll           |                           | 0                          | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|                             | Postal Ballot  |                           | 0                          | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|                             | <b>Total</b>   |                           | <b>30695968</b>            | <b>78.7983</b>   | <b>30695968</b>                 | <b>0</b>                     | <b>100.0000</b>   | <b>0.0000</b>   |
| Public Non Institutions     | E-Voting       | 29002514                  | 3863                       | 0.0133   | 3748                            | 115                          | 97.0230   | 2.9770  |
|                             | Poll           |                           | 531                        | 0.0018   | 498                             | 33                           | 93.7853   | 6.2147  |
|                             | Postal Ballot  |                           | 0                          | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|                             | <b>Total</b>   |                           | <b>4394</b>                | <b>0.0152</b>  | <b>4246</b>                     | <b>148</b>                   | <b>96.6318</b>  | <b>3.3682</b>   |
| <b>Total</b>                |                | <b>195375594</b>          | <b>158116090</b>           | <b>80.9293</b>   | <b>158115942</b>                | <b>148</b>                   | <b>99.9999</b>  | <b>0.0001</b>   |



## Graphite India Limited

Resolution Required : (Special)

6 - Payment of remuneration to Cost Auditors

Whether promoter/ promoter group are interested in the agenda/resolution?

No

| Category                    | Mode of Voting | No. of shares held<br>[1] | No. of votes polled<br>[2] | % of Votes Polled on outstanding shares<br>[3]={[2]/[1]}*100 | No. of Votes – in favour<br>[4] | No. of Votes –Against<br>[5] | % of Votes in favour on votes polled<br>[6]={[4]/[2]}*100 | % of Votes against on votes polled<br>[7]={[5]/[2]}*100 |
|-----------------------------|----------------|---------------------------|----------------------------|--|---------------------------------|------------------------------|---|---|
| Promoter and Promoter Group | E-Voting       | 127417983                 | 127415728                  | 99.9982  | 127415728                       | 0                            | 100.0000  | 0.0000  |
|                             | Poll           |                           | 0                          | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|                             | Postal Ballot  |                           | 0                          | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|                             | <b>Total</b>   |                           | <b>127415728</b>           | <b>99.9982</b>   | <b>127415728</b>                | <b>0</b>                     | <b>100.0000</b>   | <b>0.0000</b>   |
| Public Institutions         | E-Voting       | 38955097                  | 30695968                   | 78.7983  | 30695968                        | 0                            | 100.0000  | 0.0000  |
|                             | Poll           |                           | 0                          | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|                             | Postal Ballot  |                           | 0                          | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|                             | <b>Total</b>   |                           | <b>30695968</b>            | <b>78.7983</b>   | <b>30695968</b>                 | <b>0</b>                     | <b>100.0000</b>   | <b>0.0000</b>   |
| Public Non Institutions     | E-Voting       | 29002514                  | 5156                       | 0.0178   | 5041                            | 115                          | 97.7696   | 2.2304  |
|                             | Poll           |                           | 531                        | 0.0018   | 498                             | 33                           | 93.7853   | 6.2147  |
|                             | Postal Ballot  |                           | 0                          | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|                             | <b>Total</b>   |                           | <b>5687</b>                | <b>0.0196</b>  | <b>5539</b>                     | <b>148</b>                   | <b>97.3976</b>  | <b>2.6024</b>   |
| <b>Total</b>                |                | <b>195375594</b>          | <b>158117383</b>           | <b>80.9300</b>   | <b>158117235</b>                | <b>148</b>                   | <b>99.9999</b>  | <b>0.0001</b>   |





## Graphite India Limited

Resolution Required : (Special)

7 - Issue of NCDs upto Rs. 500 crore on private placement basis

Whether promoter/ promoter group are interested in the agenda/resolution?

No

| Category                    | Mode of Voting | No. of shares held<br>[1] | No. of votes polled<br>[2] | % of Votes Polled on outstanding shares<br>[3]={{[2]/[1]}*100 | No. of Votes – in favour<br>[4] | No. of Votes –Against<br>[5] | % of Votes in favour on votes polled<br>[6]={{[4]/[2]}*100 | % of Votes against on votes polled<br>[7]={{[5]/[2]}*100 |
|-----------------------------|----------------|---------------------------|----------------------------|---|---------------------------------|------------------------------|--|--|
| Promoter and Promoter Group | E-Voting       | 127417983                 | 127415728                  | 99.9982   | 127415728                       | 0                            | 100.0000   | 0.0000   |
|                             | Poll           |                           | 0                          | 0.0000  | 0                               | 0                            | 0.0000   | 0.0000   |
|                             | Postal Ballot  |                           | 0                          | 0.0000  | 0                               | 0                            | 0.0000   | 0.0000   |
|                             | <b>Total</b>   |                           | <b>127415728</b>           | <b>99.9982</b>  | <b>127415728</b>                | <b>0</b>                     | <b>100.0000</b>  | <b>0.0000</b>  |
| Public Institutions         | E-Voting       | 38955097                  | 30695968                   | 78.7983   | 30695968                        | 0                            | 100.0000   | 0.0000   |
|                             | Poll           |                           | 0                          | 0.0000  | 0                               | 0                            | 0.0000   | 0.0000   |
|                             | Postal Ballot  |                           | 0                          | 0.0000  | 0                               | 0                            | 0.0000   | 0.0000   |
|                             | <b>Total</b>   |                           | <b>30695968</b>            | <b>78.7983</b>  | <b>30695968</b>                 | <b>0</b>                     | <b>100.0000</b>  | <b>0.0000</b>  |
| Public Non Institutions     | E-Voting       | 29002514                  | 5116                       | 0.0176  | 5001                            | 115                          | 97.7522  | 2.2478   |
|                             | Poll           |                           | 531                        | 0.0018  | 498                             | 33                           | 93.7853  | 6.2147   |
|                             | Postal Ballot  |                           | 0                          | 0.0000  | 0                               | 0                            | 0.0000   | 0.0000   |
|                             | <b>Total</b>   |                           | <b>5647</b>                | <b>0.0195</b>   | <b>5499</b>                     | <b>148</b>                   | <b>97.3791</b>   | <b>2.6209</b>  |
| <b>Total</b>                |                | <b>195375594</b>          | <b>158117343</b>           | <b>80.9299</b>  | <b>158117195</b>                | <b>148</b>                   | <b>99.9999</b>   | <b>0.0001</b>  |



**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 41<sup>st</sup> Annual General Meeting of the Members of  
Graphite India Limited (the Company)  
held on 10<sup>th</sup> August, 2016 at  
Kala Mandir Auditorium (Sangit Kala Mandir Trust)  
48, Shakespeare Sarani, Kolkata – 700 017

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 Annual General Meeting (AGM) of the members of the Company held on 10<sup>th</sup> August, 2016 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 Sunday, 7<sup>th</sup> August, 2016 (9.00 am) and ended on Tuesday, 9<sup>th</sup> August, 2016 (5:00 p.m.).
  - ii) The members of the Company as on the "cut-off" date i.e. 3<sup>rd</sup> August, 2016 were entitled to vote on the resolutions (items nos. 01 to 07) as set out in the Notice dated 12<sup>th</sup> May, 2016, 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.



# 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

- v) Thereafter, the votes cast through remote e-voting were unblocked on 11<sup>th</sup> August, 2016 in the presence of 2 witnesses, Ms. Sohini Roy and Mr. Manas Ranjan Das, 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: *Sohini Roy*

Signature: *Manas Ranjan Das*

Name: Ms. Sohini Roy

Mr. Manas Ranjan Das

- 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:

|  |   |                                       |
|--|---|---------------------------------------|
| <b>Total Nos of <u>valid</u> Folios that have cast their vote</b>  | : | <b>83</b>                             |
| <i>Breakup:</i>  |   |                                       |
| Through remote e-voting  |   | 60                                    |
| Voting at the AGM  |   | 23                                    |
| <b>Total No of Shares representing the 83 <u>valid folios</u> that have voted</b>  | : | <b>158117383</b>                      |
| <i>Breakup:</i>  |   |                                       |
| Through remote e-voting  |   | 158116852                             |
| Voting at the AGM  |   | 531                                   |
| <b>Total No of Folios who have voted through physical ballot forms or ballot/polling paper but are declared <u>invalid</u></b> | : | <b>08</b>                             |
| <i>Breakup:</i>  |   |                                       |
| Through physical ballot forms  |   | <i>Nil</i>                            |
| Through ballot/ polling paper  |   | <b>08</b>                             |
| <b>Total No of Shares representing the 08 <u>invalid folios</u> declared invalid</b>   | : | <b>-</b>                              |
| <i>Breakup:</i>  |   |                                       |
| Through physical ballot forms  |   | <i>Nil</i>                            |
| Through ballot/ polling paper  |   | <i>Data not given in ballot paper</i> |



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## Item No. 1:-

Ordinary Resolution for Adoption of Audited financial statements (including Audited Consolidated Financial Statements) of the Company, for the year ended March 31, 2016 and the reports of the Directors and Auditors thereon.

| 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 | 158116753               | 498           | 158117251          | 99.99992                    |
| Number of votes cast against   | 99                      | 33            | 132                | 0.00008                     |
| Number of votes that abstained | 0                       | 0             | 0                  | 0                           |
| <b>Total</b>                   | <b>158116852</b>        | <b>531</b>    | <b>158117383</b>   | <b>100.00000</b>            |

## Item No. 2:-

Ordinary Resolution for declaration of Interim dividend paid on Equity Shares for the year ended 31st March, 2016 as final dividend for the said year.

| 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 | 158116852               | 498           | 158117350          | 99.99998                    |
| Number of votes cast against   | 0                       | 33            | 33                 | 0.00002                     |
| Number of votes that abstained | 0                       | 0             | 0                  | 0                           |
| <b>Total</b>                   | <b>158116852</b>        | <b>531</b>    | <b>158117383</b>   | <b>100.00000</b>            |

## Item No. 3:-

Ordinary Resolution for re-appointment of Mr. K.K. Bangur, 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 | 158078860               | 498           | 158079358          | 99.976                      |
| Number of votes cast against   | 36699                   | 33            | 36732              | 0.023                       |
| Number of votes that abstained | 1293                    | 0             | 1293               | 0.001                       |
| <b>Total</b>                   | <b>158116852</b>        | <b>531</b>    | <b>158117383</b>   | <b>100.000</b>              |

## Item No. 4:-

Ordinary Resolution to ratify appointment of Price Waterhouse, Chartered Accountants as Auditors of the Company from conclusion of the AGM till conclusion of the 42<sup>nd</sup> AGM of the Company 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 | 150616737               | 498           | 150617235          | 95.2566                     |
| Number of votes cast against   | 7500115                 | 33            | 7500148            | 04.7434                     |
| Number of votes that abstained | 0                       | 0             | 0                  | 0                           |
| <b>Total</b>                   | <b>158116852</b>        | <b>531</b>    | <b>158117383</b>   | <b>100.0000</b>             |



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## Special Business:

### Item No. 5:-

Ordinary Resolution for Appointment of Mrs. Shalini Kamath as a Director and 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 | 158115444               | 498           | 158115942          | 99.9991                     |
| Number of votes cast against   | 115                     | 33            | 148                | 0.0001                      |
| Number of votes that abstained | 1293                    | 0             | 1293               | 0.0008                      |
| <b>Total</b>                   | <b>158116852</b>        | <b>531</b>    | <b>158117383</b>   | <b>100.0000</b>             |

### Item No. 6:-

Ordinary Resolution for Payment of remuneration to Cost Auditors for f.y. ended 31<sup>st</sup> March, 2017.

| 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 | 158116737               | 498           | 158117235          | 99.9999                     |
| Number of votes cast against   | 115                     | 33            | 148                | 0.0001                      |
| Number of votes that abstained | 0                       | 0             | 0                  | 0                           |
| <b>Total</b>                   | <b>158116852</b>        | <b>531</b>    | <b>158117383</b>   | <b>100.0000</b>             |

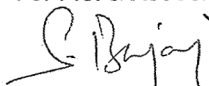
### Item No. 7:-

Special Resolution for Issue of NCDs upto Rs. 500 crore for cash at par 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 | 158116697               | 498           | 158117195          | 99.99988                    |
| Number of votes cast against   | 115                     | 33            | 148                | 0.00009                     |
| Number of votes that abstained | 40                      | 0             | 40                 | 0.00003                     |
| <b>Total</b>                   | <b>158116852</b>        | <b>531</b>    | <b>158117383</b>   | <b>100.00000</b>            |

Thanking You,

For P.S. & Associates



(Swati Bajaj), Partner  
C.P.No : 3502, ACS: 13216  
Date: 11<sup>th</sup> August, 2016.

