



Graphite India Limited

(CIN: L10101WB1974PLC094602)

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POSTAL BALLOT NOTICE

[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

To:
The Shareholder(s),

NOTICE is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Companies Act**") read with Rule 22 and other provisions of the Companies (Management and Administration) Rules, 2014 (the "**Postal Ballot Rules**"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, to the Members of Graphite India Limited (the "**Company**"), that the resolutions appended below are proposed to be passed by way of Postal Ballot / e-voting.

The proposed resolutions along with the explanatory statements thereto setting out the material facts and reasons thereof are enclosed for your consideration along with a Postal Ballot Form and a self-addressed postage pre-paid envelope (if posted in India).

1) To re-appoint Mr. P K Khaitan 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 as amended by the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. P K Khaitan (DIN: 00004821), 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".

2) To consider continuance of Mr. J D Curralava as a Non-Executive Director from 1st April 2019 and if thought fit to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members, be and is hereby accorded to Mr. J D Curralava (DIN: 00277426), to continue as a Non-Executive (Non Independent) Director of the Company from 1st April 2019 till the date he retires by rotation in the next Annual General Meeting of the Company ."

By Order of the Board of Directors

Kolkata
February 06, 2019

B Shiva
Company Secretary

Notes:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business set out above is annexed herewith.
2. Members are requested to exercise their voting right by either using the attached Postal Ballot Form or through remote e-voting.
3. Notice is being sent to all the members of the Company, whose names appear in the Register of Members and list of beneficial owners as received from the Depositories viz. National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on the close of business hours on Wednesday, February 13, 2019 and these members will be entitled to participate in the postal ballot and remote e-voting. Any person who is not a member on the above said date should treat this Notice for information purpose only. Notice shall also be available on the website of the Company i.e. www.graphiteindia.com.
4. In accordance with the provisions of Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form). Further, physical copies of the Postal Ballot Notice are being sent by permitted mode (i.e. through registered / speed post or courier), along with a postage-prepaid self-addressed Business Reply Envelope to all the members of the Company.
5. Documents referred to in the Notice will be available for inspection by the shareholders at the Company's Registered Office at 31 Chowringhee Road, Kolkata 700016 on any working day excluding Saturdays, Sundays and Bank holidays between 11:00 AM and 1:00 PM up to the date of declaration of the results of voting by Postal Ballot and e-voting.
6. The dispatch of the Postal Ballot Notice, along with the Explanatory Statement and the Postal Ballot Form will be announced through advertisement in at least one English newspaper having country wide circulation and one Bengali newspaper with wide circulation in the state of West Bengal where the Registered Office of the Company is situated, and published on the website of the Company.
7. For voting by Postal Ballot, the Members are requested to carefully read the instructions printed on the separately enclosed Postal Ballot Form. The duly completed and signed Postal Ballot Form should be posted in the enclosed self-addressed postage pre-paid envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 5.00 PM on Saturday, March 23, 2019.
8. In accordance with Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rule, 2014, the Company is pleased to provide remote e-voting facility ("**e-voting**") as an option to its Members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form by post. The Company has engaged the services of Central Depository Services (India) Ltd (**CDSL**), to provide e-voting facilities. It may be noted that e-voting is optional. If a member has opted for e-voting, then he/she should not vote by physical Postal Ballot also and vice-versa. However, in case members cast their vote both via physical Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid. The e-voting facility will be available at the link www.evotingindia.com during the voting period mentioned below. In case a member is desirous of obtaining a printed Postal Ballot form, kindly send an email to corp_secy@graphiteindia.com or letter at the registered office of the Company.

Commencement of e-voting	from 9.00 AM on Friday, February 22, 2019.
End of e-voting	at 5.00 PM on Saturday, March 23, 2019.

E-voting shall not be allowed beyond 5.00 PM on March 23, 2019. The e-voting module shall be disabled by CDSL for voting thereafter. During the e-voting period, members of the Company, holding shares either in physical form or in dematerialized form, as on February 13, 2019 may cast their vote electronically.

10. Members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail
11. The member(s) whose email ID is not registered with the Company / Depository Participant(s) and not having user ID and Password may follow instruction no. (v) of the instructions for e-voting given below.
12. The instructions for shareholders voting electronically are as under:

The voting period begins on Friday, February 22, 2019 at 9.00 a.m. and ends on Saturday, March 23, 2019 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, February 13, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders should log on to the e-voting website www.evotingindia.com.

- (i) Click on Shareholders/Members
- (ii) 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.
- (iii) Next enter the Image Verification as displayed and Click on Login.
- (iv) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (v) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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"> • 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.
Dividend Bank Details OR 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"> • 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 (ii).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of Graphite India Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) 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.
- (xvii) **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 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.
 - 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 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.

(xviii) 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, under help section or write an email to helpdesk.evoting@cdslindia.com

13. 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, in a fair and transparent manner. The Scrutinizer’s decision on the validity of the Postal Ballot and E-Voting shall be final.
14. The Results of voting by Postal Ballot and E-Voting will be announced by Wednesday, March 27, 2019 at the Registered office of the Company and will be posted on the website of the Company www.graphiteindia.com and service providers website (www.evotingindia.com) besides being communicated to the Stock Exchanges.[.com](http://www.evotingindia.com)

By Order of the Board
For Graphite India Limited

Kolkata
February 06, 2019

B.Shiva
Company Secretary

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013
RELATING TO THE AFORESAID RESOLUTIONS

ITEM NO. 1

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. Further, in terms of Regulation 17 (1A) (effective from 1st April 2019), inserted vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018 in SEBI (Listing, Obligations and Disclosure Requirements) Regulations 2015 (“LODR”) no listed company can appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Mr. P K Khaitan, age 77 years (DIN:00004821) 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 current term as an Independent Director of the company ends on 31st March 2019. The Nomination and Remuneration Committee on the basis of performance evaluation has recommended re- appointment of Mr. P K Khaitan 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. P K Khaitan 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 legal field 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 on various legal and regulatory issues being faced. The special resolution 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. P K Khaitan, 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. 2

Mr. J D Curavala, age 79 years (DIN 00277426) who retired by rotation in the 42nd Annual General Meeting of the Company held on 04th August 2017 was re-appointed as Non-Executive Director (Non Independent) by the members of the Company in the said meeting. He holds office as a Director till the date of the 44th Annual General Meeting of the Company that would be held on a day between July – September 2019.

In terms of Regulation 17 (1A) inserted vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018 (effective from 1st April 2019) in SEBI (Listing, Obligations and Disclosure Requirements) Regulations 2015 (“LODR”), no listed company can appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Mr. J D Curavala cannot continue as a Director from 1st April 2019, unless the members approve his continuance from 1st April 2019 till the date of his retirement by rotation in the 44th Annual General Meeting that would be held on a day between July – September 2019. Mr. J D Curavala, a Commerce, Law graduate and a qualified Chartered Accountant has good knowledge and experience in the finance, accounting, administration and business operations. His knowledge of the steel industry helps the Company in the working of the Powmex steels division, His contribution towards deliberations in Board / Audit Committee meetings have been beneficial to the Company and the Company looks up to him for advice regularly. The special resolution is accordingly recommended by the Board of Directors for approval of the members. The above may also be regarded as an appropriate disclosure under the Act and LODR.

Except Mr. J D Curavala, none of the Directors nor Key Managerial Personnel or their relatives are concerned or interested, whether financially or otherwise in the said resolution.

By Order of the Board of Directors

Kolkata
February 06, 2019

B Shiva
Company Secretary

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

Mr. Pradip Kumar Khaitan (DIN 00004821), aged 77 years, is B. Com, LL.B. and Attorney-at-law (Bell Chambers Gold Medalist). He has professional Affiliations with Bar Council of India, Bar Council of West Bengal, Indian Council of Arbitration, New Delhi and Incorporated Law Society of Calcutta. Mr. Khaitan is the Senior Partner of Khaitan & Co. and is widely regarded as amongst the most influential legal practitioners in India. With over 50 years of experience, Mr. Khaitan has advised on a wide range of transactions. Mr. Khaitan's practice includes advising domestic business houses and International Corporations, Banks, Development Agencies and Governments on all aspects of commercial and corporate laws, taxation, joint ventures, IPOs, mergers & demergers, corporate governance, restructuring and insolvency issues. He regularly advises on strategic decisions and sensitive commercial and legal issues. He is Chairman of "Nomination and Remuneration Committee" and a member of "Stakeholders Relationship Committee" and "Committee of Borrowings" of the Company. He does not hold any shares in the Company. Mr. P K Khaitan is not related to any director or Key Managerial Personnel of the Company.

Other Directorships

Sr. No.	Name of the Companies	Committee membership	Position
	Listed		
1.	CESC Limited	Nomination & Remuneration Committee	Chairman
		Finance & Forex Committee	Member
		Project Management Committee	Member
		Audit Committee	Member
		Restructuring Committee	Member
		Risk Management Committee	Chairman
2.	Dhunseri Ventures Limited	Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Chairman
3.	Electrosteel Castings Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
4.	Emami Limited	Nil	Nil
5.	Firstsource Solutions Limited	Nil	Nil
6.	India Glycols Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Chairman
		Corporate Social Responsibility Committee	Member
		Committee of Directors	Member
		Ethics Committee under Code of Conduct for Directors & Senior Management	Chairman
		Risk Management Committee	Member
		Stakeholders' Relationship Committee	Chairman
7.	Odisha Cement Limited	Audit Cum Risk Management Committee	Member
		Nomination & Remuneration Committee	Member
	Unlisted		
	Woodlands Multispeciality Hospital Limited	Share Allotment Committee	Chairman
		Audit Committee	Member
		Nomination and Remuneration Committee	Member

Mr. J D Curravala, ((DIN 00277426) aged 78 years is Commerce and Law graduate and a qualified Chartered Accountant having wide experience in finance, accounting, administration and business operations. He is presently Managing Director of GKW Ltd. He is a member of the "Audit Committee" and "Investment Committee" of the Company. He holds 4750 equity shares of the Company. Mr. J D Curravala is not related to any director or Key Managerial Personnel of the Company.

Other Directorship

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