



GRAPHITE INDIA LIMITED

REGD. & H.O. : 31, CHOWRINGHEE ROAD, KOLKATA - 700 016, W.B., INDIA
PHONE : 91 33 4002 9600, 2226 5755 / 4942 / 4943 / 5547 / 2334, 2217 1145 / 1146
FAX : 91 33 2249 6420, E-MAIL: gilro@graphiteindia.com
WEBSITE : www.graphiteindia.com, CIN: L10101WB1974PLC094602

GIL:SEC:18/19:
August 8, 2018

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

Sir,

Sub: Combined Scrutinizer's Report - 43rd Annual General Meeting of the Company held on 6th August, 2018

The 43rd Annual General Meeting ("AGM") of Graphite India Limited was held on August, 6, 2018 at 2.00 p.m. at Kala Kunj Auditorium (Sangit Kala Mandir Trust) 48, Shakespeare Sarani, Kolkata 700 017.

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

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Graphite India Limited

B. Shiva
Company Secretary

Encl. : As above.

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 43rd Annual General Meeting of the Members of
Graphite India Limited (the Company)
held on 6th August, 2018 at
Kala Kunj 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 43rd Annual General Meeting (AGM) of the members of the Company held on 6th August, 2018 at Kala Kunj 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 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 Friday, 3rd August 2018 (9.00 am) and ended on Sunday, 5th August 2018 (5:00 p.m.).



- ii) The members of the Company as on the “cut-off” date i.e. 30th July, 2018 were entitled to vote on the resolutions (items nos. 01 to 06) as set out in the Notice dated 11th May, 2018, 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 06th August, 2018 in the presence of 2 witnesses, 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		:	229
<i>Breakup:</i>			
<i>Through remote e-voting</i>	228		
<i>Voting at the AGM</i>	01		
Total No of Shares representing the 229 <u>valid folios</u> that have voted		:	149198114
<i>Breakup:</i>			
<i>Through remote e-voting</i>	149198104		
<i>Voting at the AGM</i>	10		
Total No of Folios who have voted through physical ballot forms or ballot/ polling paper but are declared <u>invalid</u>		:	NIL



Item No. 1 (a & b):-

Ordinary Resolution for Adoption of Audited Financial Statement for the year ended 31st March, 2018

Ordinary Resolution for Adoption of Consolidated Audited Financial Statement for the year ended 31st March, 2018

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	148807293	10	148807303	99.73806
Number of votes cast against	0	0	0	0.00000
Number of votes that abstained	390811	0	390811	0.26194
Total	149198104	10	149198114	100.00000

Item No. 2:-

Ordinary Resolution to confirm payment of interim dividend and declaration of final dividend on equity shares

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	149198104	10	149198114	100.00000
Number of votes cast against	0	0	0	0.00000
Number of votes that abstained	0	0	0	0.00000
Total	149198104	10	149198114	100.00000



Item No. 3:-

Ordinary Resolution for Re-appointment of Mr. K. K. Bangur, (DIN: 00029427) 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	147675470	10	147675480	98.97945
Number of votes cast against	1521719	0	1521719	1.01993
Number of votes that abstained	915	0	915	0.00061
Total	149198104	10	149198114	100.00000

Special Business:

Item No. 4:-

Special 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	130664839	10	130664849	87.57808
Number of votes cast against	8400457	0	8400457	5.63040
Number of votes that abstained	10132808	0	10132808	6.79151
Total	149198104	10	149198114	100.00000

Item No. 5:-

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	149197139	10	149197149	99.99935
Number of votes cast against	50	0	50	0.00003
Number of votes that abstained	915	0	915	0.00061
Total	149198104	10	149198114	100.00000

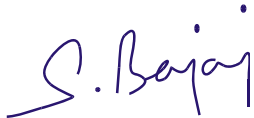


Item No. 6:-

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
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	149153054	10	149153064	99.96981
Number of votes cast against	44135	0	44135	0.02958
Number of votes that abstained	915	0	915	0.00061
Total	149198104	10	149198114	100.00000

Thanking You,
For P.S. & Associates



(Swati Bajaj), Partner
C.P.No.3502, ACS: 13216
Date: 7th August 2018

