

NOTICE

NOTICE is hereby given that the Thirty Ninth ANNUAL GENERAL MEETING of the members of Graphite India Limited will be held on Tuesday, the 12th day of August, 2014 at 2.00 p.m. at Kala Kunj Auditorium (Sangit Kala Mandir Trust), 48, Shakespeare Sarani, Kolkata - 700 017 to transact the following business :

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements - Profit and Loss for the financial year ended 31st March, 2014, the Balance Sheet as at that date and Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31st March, 2014.
3. To appoint a Director in place of Mr. K K Bangur, (DIN-00029427) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors of the Company and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution.

RESOLVED that pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E) retiring Auditors of the Company, be and are hereby appointed as Auditors of the Company for a period of three (3) years, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 42nd Annual General Meeting of the Company, to audit the accounts for three consecutive financial years beginning on 1st April, 2014 and ending on 31st March, 2017, on such remuneration as shall be fixed by the Board of Directors in consultation with the Auditors.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:
RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Sanjiv Goenka (DIN-00074796), be and is hereby appointed as an Independent Director of the Company, for a period of five (5) years from 1st April, 2014, not liable to retire by rotation.
6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:
RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. N S Damani, (DIN-00058396), be and is hereby appointed as an Independent Director of the Company, for a period of five (5) years from 1st April, 2014, not liable to retire by rotation.
7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:
RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. A V Lodha, (DIN-00036158), be and is hereby appointed as an Independent Director of the Company, for a period of five (5) years from 1st April, 2014, not liable to retire by rotation.
8. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:
RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. P K Khaitan (DIN-00004821) be and is hereby appointed as an Independent Director of the Company, for a period of five (5) years from 1st April, 2014, not liable to retire by rotation.
9. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:
RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) Dr. R Srinivasan (DIN-00003968) be and is hereby appointed as an Independent Director of the Company, for a period of five (5) years from 1st April, 2014, not liable to retire by rotation.
10. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:
RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other

applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. N Venkataramani (DIN-00367193) be and is hereby appointed as an Independent Director of the Company, for a period of five (5) years from 1st April, 2014, not liable to retire by rotation.

11. To consider and if thought fit, to pass the following resolution with or without modification, as a Special Resolution:

RESOLVED THAT consent of the Company be and is hereby accorded in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, for mortgaging and or charging by the Board of Directors (the "Board") of the Company by way of a charge of all or any of the immovable/ movable properties of the Company wheresoever situated, present and future and the whole or substantially the whole of the undertaking/s of the Company together with power to take over management of the business and concern of the Company in certain events, to or in favour of the consortium of banks financing the working capital requirements of the Company and/ or any other financial institutions/investment institutions/banks or their Agent/s or Trustee/s, if any from whom financial assistances are/would be availed by the Company to secure amounts lent and advanced/agreed to be lent and advanced to the Company by them either severally or jointly upto a limit of Rs. 2000 crore (Rupees Two Thousand crores only) by way of loan (Foreign Currency or Rupee), subscription to debentures, any other instruments etc., together with interest thereon at the respective agreed rates, compound interest, additional interest, commitment charges, guarantee commission, remuneration payable to the Trustees, if any, costs, charges, expenses and other monies payable to all such financial institutions/investment institutions/banks etc. in respect of financial assistance availed/to be availed from them or to the Trustees.

RESOLVED FURTHER THAT the charge/mortgage in favour of the consortium of banks/financial institutions/investment institutions/banks etc. as aforesaid shall rank pari-passu or subordinate or subservient to the existing or future charges already created/to be created in favour of the consortium of banks / financial institutions/investments institutions/Debenture Trustees/banks/any other authority as may be decided by the Board in consultation with the said lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise with the lenders, the debenture holders, their Agents or Trustees, the deeds and documents for creating the aforesaid mortgage and/or charge and to do all such acts and things as may be necessary for giving effect to the aforesaid resolution.

12. To consider and if thought fit, to pass the following resolution with or without modification, as a Special Resolution:

RESOLVED THAT consent of the Company be and is hereby accorded under the provisions of Section 180 (1) (c) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company (the "Board") borrowing from time to time of such further sums of money as they may deem requisite for the purposes of the business of the Company, notwithstanding that monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount upto which monies may be borrowed by the Board and outstanding shall not exceed the sum of Rs. 2000 crore (Rupees Two Thousand crores only) at any point of time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and things as may be necessary for giving effect to the aforesaid resolution.

13. To consider and if thought fit, to pass the following resolution with or without modification, as a Special Resolution:

RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company under the provisions of sections 94 of the Companies Act, 2013 (the "Act") for keeping the Register of Members, Debentureholders, other security holders together with the Index of Members, Index of Debentureholders, other security holders (as required and maintained under section 88 of the Act) and copies of all annual returns prepared as also the copies of certificates and documents required to be annexed thereto (pursuant to section 92 of the Act) at the office of the Registrars & Share Transfer Agents, Link Intime India Pvt. Ltd., C-13 Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai 400 078 instead of at the Registered office of the Company at 31, Chowringhee Road, Kolkata 700 016.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be authorized to do all such acts and things, including filing necessary intimation with the Registrar of Companies, as may be necessary for giving effect to the aforesaid resolution.

14. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the decision of the Board of Directors ("Board") of the Company upon recommendation of the Remuneration Committee (renamed now as Nomination & Remuneration Committee) and pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, read with Section 198 of the Companies Act, 2013 and the rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, consent of the Company, be and is hereby accorded to the

re-appointment of Mr. M B Gadgil (holding DIN-01020055) as a Whole-time Director of the Company designated as "Executive Director" for a period of five (5) years effective from 1st July, 2014, on the terms and conditions of re-appointment and remuneration as contained in the Letter of Appointment dated 11th June, 2014, details of which are provided in the explanatory statement annexed to the notice convening the annual general meeting.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee / Board of Directors be and are hereby authorised to alter and vary such terms of re-appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Nomination & Remuneration Committee / Board of Directors and Mr. M B Gadgil.

RESOLVED FURTHER THAT in the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Executive Director shall be governed by Section II of Part II of Schedule V to the Companies Act, 2013 or any statutory modification thereof and the same shall be treated as the minimum remuneration payable to the said Executive Director.

15. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT the remuneration payable to the Cost Auditors of the various divisions / plants of the Company to conduct the audit of the cost accounting records maintained for the financial year ending March 31, 2015 as approved by the Board of Directors of the Company, on the recommendation of the Audit Committee and as detailed hereunder be and is hereby ratified.

Name of the Cost Auditors / Firm Registration No.	Location	@Remuneration in Rs.
Shome & Banerjee-Kolkata Reg. No. 000001	Durgapur, Bangalore Plant and Captive Power Plants	300,000
DBK Associates - Pune Reg. No. 00325	Satpur, Ambad, Gonde & Captive Power Plants	200,000
B G Chowdhury & Co. - Kolkata Reg. No. 000064	Barauni	50,000
Mani & Co. - Kolkata Reg. No. 000004	Powmex Steel Division	40,000
N Radhakrishnan & Co. - Kolkata Reg. No. 00056	1.5 MW Link Canal	30,000

@ plus service tax and reimbursement of out of pocket expenses

By Order of the Board
For Graphite India Limited

Kolkata
June 12, 2014

B. Shiva
Company Secretary

NOTES:

- The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and the additional information pursuant to clause 49 of the Listing Agreement in respect of Directors proposed for re-appointment/ appointments at the Meeting are annexed hereto.
- A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting.
- Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
- The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 29th July, 2014 to Tuesday, 12th August, 2014 (both days inclusive).
- Dividend on Equity Shares when sanctioned will be made payable to those shareholders whose name stand on the Company's Register of Members on 29th July, 2014. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership as per details furnished by the depositories for this purpose. Dividend on equity shares, if declared at the meeting will be paid/despatched by 26th August, 2014.
- Members are hereby informed that dividends which remain unclaimed/ unencashed over a period of 7 years have to be transferred by the Company to the Investor Education & Protection Fund (IEPF) established by the Central Government

under Sec. 205(C) of the Companies Act, 1956. Unclaimed / un-encashed dividend (Final dividend) declared by the Company for the year ended 31st March, 2007 would be transferred to the said fund in the last week of August, 2014.

Shareholders are advised to send all the unencashed dividend warrants to the Registered Office/ Mumbai office of the Company for revalidation and encash them immediately. Unclaimed/ Unencashed dividend upto the years ended 31st March, 2006 and Interim Dividend 2006-07 have already been transferred to the IEPF.

- g. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on August 5, 2013 (date of last Annual General Meeting) on the website of the Company (www.graphiteindia.com) as also on the Ministry of Corporate Affairs website (www.mca.gov.in)
- h. Members/Proxies should fill in the Attendance Slip for attending the meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting. Members are requested to affix their signature at the space provided in the attendance slip with complete details including the Folio No. annexed to the proxy form and hand over the slip at the entrance of the place of meeting.
- i. Members are requested to notify change in their address, if any, immediately to the Company's Registrar, Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mill Compound, L B S Marg, Bhandup (W), Mumbai 400 078 or to their Kolkata office at 59C, Chowringhee Road, 3rd Floor, Kolkata 700 020.
- j. All the documents referred in the accompanying notice will be available for inspection at the Registered Office of the Company between 10:00 a.m. and 2:00 p.m. on all working days till the date of ensuing Annual General Meeting.
- k. In terms of Rule 18 of the Companies (Management and Administration) Rules, 2014, a company may give notice through electronic mode addressing to the person entitled to receive such e-mail as per the records of the company or as provided by the depository, provided that the company shall provide an advance opportunity at least once in a financial year, to the members to register their e-mail address and changes therein and such request may be made by only those members who have not got their email id recorded or to update a fresh email id and not from the members whose e-mail ids are already registered.

In view of the above, the Company hereby request members who have not updated their email IDs to update the same with their respective Depository Participant(s) or Link Intime Private Limited, Registrar and Transfer Agent (R&T) of the Company. Further, members holding shares in electronic mode also requested to ensure to keep their email addresses updated with the Depository Participants / R&T of the Company. Members holding shares in physical mode are also requested to update their email addresses by writing to the R&T of the Company quoting their folio number(s).

- l. In terms of Sections 107 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is providing the facility to its Members holding shares in physical or dematerialized form as on the cut-off date, being 4th July, 2014 to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. Details of the process and manner of e-voting along with the User ID and Password is being sent to all the Members along with the Notice.
- m. Ballot form for voting is also being sent alongwith this notice to the members to enable those who do not have access to e-voting facility to cast their vote on the resolutions, to be approved at the 39th AGM, by sending their assent or dissent in writing.
- n. Mrs. Swati Bajaj, Partner, M/s P.S. & Associates, Practicing Company Secretaries, Kolkata has been appointed to act as the scrutinizer to scrutinize the voting process.
- o. The Results declared along with Scrutinizer's Report(s) will be available on the website of the Company (www.graphiteindia.com) and on Service Provider's website (<https://www.evotingindia.com>) within two (2) days of passing of the resolutions and communication of the same to the BSE Limited and the National Stock Exchange of India Limited.

By Order of the Board
For Graphite India Limited

Kolkata
June 12, 2014

B. Shiva
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 5

Mr. Sanjiv Goenka, who was last appointed as Director liable to retire by rotation, under Companies Act, 1956 by the members at the 35th Annual General Meeting held on 29th July, 2010 is liable to retire at this Annual General Meeting. In terms of Sections 149, 152 read with Schedule IV of the Companies Act, 2013 ("Act"), the Board of Directors ("Board")

have reviewed the declaration made by Mr. Sanjiv Goenka that he meets the criteria of independence as provided in Section 149(6) of the Act and the Board is of opinion that he fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management.

Mr. Goenka has been a director of the Company from 8th June, 2002. In terms of section 149(10) of the 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 further period of upto five years. Any tenure of an Independent Director on the date of commencement of the Act shall not be counted as a term.

In view of the above provisions, the proposal for appointment of Mr. Sanjiv Goenka as Independent Director, not liable to retire by rotation, for a period of five years from 1st April, 2014 has been put up for the approval of members. His vast and successful experience in industry justifies his appointment as an Independent Director of the Company. The resolution is accordingly recommended for approval of the members.

Except Mr. Sanjiv Goenka, none of the Directors nor Key Managerial Personnel or their relatives are concerned or interested, whether financially or otherwise in the above resolution.

ITEM NO. 6

Mr. N S Damani, who was last appointed as Director liable to retire by rotation, under Companies Act, 1956 by the members at the 36th Annual General Meeting held on 25th July, 2011 is liable to retire at this Annual General Meeting. In terms of Sections 149, 152 read with Schedule IV of the Companies Act, 2013("Act"), the Board of Directors ("Board") have reviewed the declaration made by Mr. N S Damani that he meets the criteria of independence as provided in Section 149(6) of the Act, and the Board is of opinion that he fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management.

Mr. N S Damani has been a director of the Company from 22nd February, 1993. In terms of section 149(10) of the Act, an Independent Director shall hold office for a term upto 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 further period of upto five years. Any tenure of an Independent Director on the date of commencement of the Act shall not be counted as a term.

In view of the above provisions, the proposal for appointment of Mr. N S Damani as Independent Director, not liable to retire by rotation, for a period of five years from 1st April, 2014 has been put up for the approval of members. His vast and successful experience in business justifies his appointment as an Independent Director of the Company. The resolution is accordingly recommended for approval of the members.

Except Mr. N S Damani, none of the Directors nor Key Managerial Personnel or their relatives are concerned or interested, whether financially or otherwise in the above resolution.

ITEM NO. 7

Mr. A V Lodha, who was last appointed as Director liable to retire by rotation, under Companies Act, 1956 by the members at the 36th Annual General Meeting held on 25th July, 2011 is liable to retire at this Annual General Meeting. In terms of Sections 149, 152 read with Schedule IV of the Companies Act, 2013("Act"), the Board of Directors ("Board") have reviewed the declaration made by Mr. A V Lodha that he meets the criteria of independence as provided in Section 149(6) of the Act and the Board is of opinion that he fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management.

Mr. A V Lodha has been a director of the Company from 29th December, 1992. In terms of section 149(10) of the Act, an Independent Director shall hold office for a term upto 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 further period of upto five years. Any tenure of an Independent Director on the date of commencement of the Act shall not be counted as a term.

In view of the above provisions, the proposal for appointment of Mr. A V Lodha as Independent Director, not liable to retire by rotation, for a period of five years from 1st April, 2014 has been put up for the approval of members. His vast and varied experience in accounting & financial fields justifies his appointment as an Independent Director of the Company. The resolution is accordingly recommended for approval of the members.

Except Mr. A V Lodha, none of the Directors nor Key Managerial Personnel or their relatives are concerned or interested, whether financially or otherwise in the above resolution.

ITEM NO. 8

Mr. P K Khaitan was last appointed as a Director of the Company at the 38th Annual General Meeting held on 5th August, 2013. In terms of Sections 149, 152 read with Schedule IV of the Companies Act, 2013("Act"), the Board of Directors ("Board") have 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 the Board is of opinion that he fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management.

Mr. P K Khaitan has been a director of the Company from 8th June, 2002. In terms of section 149(10) of the 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 further period of upto five years. Any tenure of an Independent Director on the date of commencement of the Act shall not be counted as a term.

In view of the above provisions, the proposal for his appointment as Independent Director, not liable to retire by rotation, for a period of five years from 1st April, 2014 has been put up for the approval of members. His vast and varied experience in the legal field justifies his appointment as an Independent Director of the Company. The resolution is accordingly recommended for approval of the members.

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 above resolution.

ITEM NO. 9

Dr. R Srinivasan was last appointed as a Director of the Company at the 37th Annual General Meeting held on 3rd August, 2012. In terms of Sections 149, 152 read with Schedule IV of the Companies Act, 2013 ("Act"), the Board of Directors ("Board") have reviewed the declaration made by Dr. R Srinivasan that he meets the criteria of independence as provided in Section 149(6) of the Act and the Board is of opinion that he fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management.

Dr. R Srinivasan has been a director of the Company from 12th October, 1993. In terms of section 149(10) of the 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 further period of upto five years. Any tenure of an Independent Director on the date of commencement of the Act shall not be counted as a term.

In view of the above provisions, the proposal for his appointment as Independent Director, not liable to retire by rotation, for a period of five years from 1st April, 2014 has been put up for the approval of members. His vast experience in banking and finance justifies his appointment as an Independent Director of the Company. The resolution is accordingly recommended for approval of the members.

Except Dr. R Srinivasan, none of the Directors nor Key Managerial Personnel or their relatives are concerned or interested, whether financially or otherwise in the above resolution.

ITEM NO. 10

Mr. N Venkataramani was last appointed as a Director of the Company at the 37th Annual General Meeting held on 3rd August, 2012. In terms of Sections 149, 152 read with Schedule IV of the Companies Act, 2013 ("Act"), the Board of Directors ("Board") have reviewed the declaration made by Mr. N Venkataramani that he meets the criteria of independence as provided in Section 149(6) of the Act and the Board is of opinion that he fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management.

Mr. N Venkataramani has been a director of the Company from 29th November, 2001 and was a Wholetime Director of the Company designated as Executive Director till 30th June, 2009. He was a non-independent director of the Company from 1st July, 2009 till 31st March, 2013 and became an Independent Director w.e.f. 1st April, 2013. In terms of section 149(10) of the 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 further period of upto five years. Any tenure of an Independent Director on the date of commencement of the Act shall not be counted as a term.

In view of the above provisions, the proposal for his appointment as Independent Director, not liable to retire by rotation, for a period of five years from 1st April, 2014 has been put up for the approval of members. His 'on the job' experience of working in the Company is of immense help to the Company, which justifies his appointment as an Independent Director of the Company. The resolution is accordingly recommended for approval of the members.

Except Mr. N Venkataramani, none of the Directors nor Key Managerial Personnel or their relatives are concerned or interested, whether financially or otherwise in the above resolution.

ITEM NO. 11

Approval of the members of the Company by way of an Ordinary Resolution was obtained to create security on the Company's immovable/movable assets in favour of its lenders under Section 293(1) (a) of the Companies Act, 1956 upto a limit of Rs.1500 crore in the Annual General Meeting held on 3rd August, 2012. Section 180 (1) of the Companies Act, 2013 now requires consent of the Company by way of a Special Resolution(s) be obtained in relation to certain powers exercised by the Board of the Company. It is accordingly proposed to obtain members approval by way of a Special Resolution authorizing the Board to create security on its immovable/movable assets upto a limit of Rs. 2000 crore in favour of its lenders.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, whether financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

ITEM No. 12

At the Annual General Meeting of the Company held on the 28th July, 2008, consent of the members by way of an Ordinary Resolution was obtained under section 293 (1) (d) of the Companies Act, 1956 authorising the Board of Directors to borrow up to a maximum amount of Rs.1500 crore, irrespective of the fact that such amount together with the moneys already borrowed by the Company (apart from temporary loans obtained from the bankers of the Company in the ordinary course of business) exceeded the aggregate of the paid-up share capital and free reserves of the Company. Section 180 (1) of the Companies Act, 2013 now requires that consent of the Company by way of a Special Resolution(s) be obtained in relation to certain powers exercised by the Board of the Company. It is therefore proposed to obtain consent of the Company by way of a Special Resolution authorizing the borrowings as aforesaid upto a limit of Rs.2000 crore. The resolution is proposed accordingly.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

ITEM No. 13

More than one tenth of the total number of members entered in the register of members reside in Mumbai. Pursuant to the provisions of Section 94 of the Companies Act, 2013 ("Act") it is proposed to keep and maintain the registers / records/ returns under sections 88 and 92 of the Act at the office of the Registrars and Share Transfer Agents of the Company which is located in Mumbai by passing special resolution by the members of the Company. As the main server of the Registrars and Share Transfer Agents are located in Mumbai, the resolution is proposed accordingly as a matter of abundant caution. The records as presently available in Kolkata would continue to be so available. Copy of the proposed special resolution will be submitted to the Registrar of Companies, West Bengal as per the requirement.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution.

ITEM No. 14

The Board of Directors of the Company ("Board"), upon the recommendation of the Remuneration Committee (now renamed as Nomination & Remuneration Committee), re-appointed Mr. M B Gadgil as the Whole-time Director of the Company designated as "Executive Director" vide Board Resolution dated 9th May, 2014 for a period of five years with effect from 1st July, 2014 at the remuneration and on the terms and conditions as contained in the Letter of Appointment dated 11th June, 2014.

The approval of the members is accordingly being sought for re-appointment and payment of remuneration to Mr. M B Gadgil as the Whole-time Director as per the resolution. Copy of the Letter of Appointment is open for inspection at the Registered Office of the Company on all working days of the Company between 10.00 a.m. to 2.00 pm on all working days upto the date of the meeting and also at the meeting. The resolution is accordingly recommended for approval of the members.

Mr. M B Gadgil aged 61 years is a qualified engineer and has completed business management studies. He has been with the Company since 1978 and has a rich experience in the graphite electrode industry. He holds 2000 equity shares of the Company. He was the 'President' of the Company prior to his elevation as Executive Director on July 1, 2009. He is not a director of any other company.

Except Mr. M B Gadgil, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution.

The abstract of the terms and conditions of appointment of Mr. M. B. Gadgil as Executive Director as contained in the said letter with memorandum of interest is set out below:

1. The re-appointment of Mr. M. B. Gadgil as a Whole-time Director designated as 'Executive Director' of the Company is for a period of five years w.e.f. 1st July, 2014.

Mr. M. B. Gadgil shall devote the whole of his time and attention to his services as Whole-time Director of the Company and shall under the superintendence, control and direction of the Board perform the duties and exercise the powers as may from time to time be entrusted to or conferred upon by the Board.

2. In consideration of his services as Executive Director, Mr. M. B. Gadgil shall receive the following by way of remuneration:
 - (i) Salary : At the rate of Rs.385,000/- (Rupees Three lacs Eighty Five Thousand only) per month or such sum as may from time to time be determined by Nomination & Remuneration Committee/ Board.
 - (ii) Perquisites : Such perquisites and allowances as are or may from time to time be allowed to senior Executives of the Company or as may from time to time be determined by the Nomination & Remuneration Committee/ Board.

(iii) Minimum Remuneration:

Notwithstanding anything herein contained, where in any financial year during the period of his office as Executive Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals if any, pay Mr. M B Gadgil such remuneration as may from time to time be determined and allocated by the Nomination & Remuneration Committee / Board depending upon the effective capital of the Company as per Section II of Part II of Schedule V of the Companies Act, 2013 ("Act") or any statutory modification or amendment thereof.

(iv) In addition to the above, he shall also be entitled to such commission, if any, as may be determined by the Nomination & Remuneration Committee / Board provided the aggregate of the salary, perquisites and commission for any financial year shall not exceed 5% of the net profits of the Company for that year computed in the manner referred to in Section 198 of the Act.

3. He shall be entitled to earned/ privilege leave on full pay and allowances as per the Rules of the Company.
4. Notwithstanding anything herein contained either party, shall be entitled to determine his appointment by giving three months' notice in writing in that behalf to the other party and on the expiry of the period of such notice, his appointment shall stand terminated. The Company shall also be entitled to terminate his appointment on giving him three months' salary as specified in clause 2(i) above in lieu of three month's notice required to be given under this clause.
5. The appointment and remuneration of Mr. M B Gadgil as the Whole-time Director of the Company (designated as "Executive Director") requires the approval of the members of the Company in general meeting in terms of paragraph (1) of Part III of Schedule V to the Act.
6. Mr. M. B. Gadgil as the Whole-time Director is concerned or interested in the resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 15

Upon the recommendation of Audit Committee, the Board of Directors of the Company approved appointment of the cost auditors for the various divisions/ plants of the Company on remuneration as detailed in the resolution. Ratification is sought from the members of the Company for payment of remuneration as approved by the Board and detailed in the resolution, pursuant to Rule 14 (a) (ii) of Companies (Audit and Auditors) Rules, 2014.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution.

Profile of Directors being appointed / re-appointed in the order of the items mentioned in the notice

Mr. K. K. Bangur aged 53 years, Chairman of the Company is an industrialist of repute. He has been exposed to business and industry at an early age and has more than 25 years of experience in managing the affairs of companies and its business activities. He has been a director of the Company since July 1988 and Chairman since July 1993. He is a past President of All India Organization of Employers (AIOE) and Member, Board of Governors of Indian Institute of Social Welfare and Business Management (IISWBM) and a past Chairman of Council of Indian Employers (CIE). He is a past President of Indian Chamber of Commerce, Kolkata and Executive Committee member of FICCI. He is Chairman of the Shareholders / Investors Grievance Committee (renamed now as 'Stakeholders Relationship Committee'), 'Committee for Borrowings' and 'Investment Committee' of the Company. As per Company records, he holds 510885 shares of the Company including 50500 equity shares held as Karta of HUF & 199505 equity shares on behalf of Family Welfare Trust.

Other Directorships

	Name of the Company	Position
1	The Bond Company Limited	Chairman
2	Carbon Finance Limited	Chairman
3	Emerald Company Limited	Chairman
4	H.L. Investment Co. Limited	Chairman
5	RPG Enterprises Limited	Director
6	Shree Laxmi Agents Limited	Chairman
7	West Bengal Properties Limited	Director
8	Innovative Properties Pvt. Limited	Chairman
9	The Marwar Textiles (Agency) Pvt. Ltd.,	Director

Committee Membership of other companies - NIL

Mr. Sanjiv Goenka aged 53 years, son of Late Dr. Rama Prasad Goenka, is the Chairman of Rs.140 billion RP-Sanjiv Goenka Group. Mr Goenka's companies are involved in power generation, distribution, coal mining, retailing, carbon black, plantation, music, media, entertainment, infrastructure, BPO and others. Mr. Goenka is a Hons. Graduate in Commerce from the famed St. Xavier's, Kolkata

A former President of Confederation of Indian Industries (CII) and All India Management Association (AIMA), Mr Goenka was a member of the Prime Minister's Council of Trade & Industry. He served as Chairman, Board of Governors, Indian Institute of Technology, Kharagpur for a number of years and is currently a Member, Board of Governors, International Management Institute - Kolkata, Delhi and Bhubaneswar. Mr Goenka is Honorary Consul of Canada in Kolkata. He does not hold any shares in the Company.

Other Directorships

	Name of the Company	Position
1	CESC Ltd.	Chairman
2	Phillips Carbon Black Ltd.	Chairman
3	Saregama India Limited.	Chairman
4	Spencer International Hotels Ltd.	Chairman
5	Spencer and Company Ltd.	Chairman
6	Harrisons Malayalam Ltd.	Chairman
7	Firstsource Solutions Limited	Chairman
8	Woodlands Multispeciality Hospital Limited	Chairman
9	RPG Enterprises Ltd.	Vice Chairman
10	Noida Power Company Ltd.	Director
11	Eveready Industries India Ltd.	Director
12	STEL Holdings Limited	Director

Other Committee Memberships

	Name of the Company	Committee	Position
1	Saregama India Ltd.	Shareholders Grievance Committee	Chairman
2	Eveready Industries India Ltd.	Remuneration Committee	Member

Mr. N S Damani aged 61 years is an industrialist and presently Chairman & Managing Director of Simplex Realty Limited. He is a Bachelor of Science from University of Mumbai and has completed business management studies. He has around 40 years experience in business and industry. He does not hold any shares in the company.

Other Directorships

	Name of the Company	Position
1	Simplex Realty Limited	Chairman & MD
2	Simplex Renewable Resources Pvt. Ltd.	Director
3	The Nav Bharat Refrigeration & Industries Ltd.	Director
4	New Textiles Private Limited	Director
5	Shreelekha Global Finance Limited	Director
6	Lucky Vyapaar & Holdings Pvt. Limited	Director
7	Enas Foundation (U/s 8)	Director

Other Committee Membership

	Name of the Company	Committee	Position
1	Simplex Realty Limited	Stakeholders Relationship Committee	Member
2	The Nav Bharat Refrigeration & Industries Ltd.	Stakeholders Relationship Committee Nomination & Remuneration Committee	Member Member

Mr. A V Lodha, aged 48 years is a qualified Chartered Accountant and is the Country Managing Partner of Lodha & Co. He has over 27 years of experience in providing advisory services to a diverse client base across a wide spectrum of industries. He has handled various consultancy assignments in fields of corporate restructuring, mergers & acquisitions, joint ventures, collaborations, business strategy etc. He has also assisted large Indian corporates to raise resources from the overseas capital markets and also advises many clients on market investments. Mr Lodha served as the President of

the Indian Chamber of Commerce (ICC), Kolkata twice i.e. in 1998-99 and in 2001-02 in its 75th year (Platinum Jubilee Year) as well as served as the Chairman of its Banking and Finance Committee. He has also served as a Member of The National Council of CII (Confederation of Indian Industry) and was National Committee Chairman of its Accounting Standards & Corporate Disclosures and Tax Committees. He served as a member of the High Level Naresh Chandra Committee for corporate audit and governance, appointed by the Government of India, Governing Body of Indian Council of Arbitration, Governing Council of the Central Manufacturing Technology Institute, Bangalore, Peer Review Board of Institute of Chartered Accountants of India, Industrial Development Bank of India's Eastern Regional Advisory Board, State Advisory Board on Investment Promotion in Tripura and is the Hon. Secretary of the Alumnorum Societas, the old boys association of St. Xavier's Collegiate School, Kolkata. He does not hold any shares in the Company. He is Chairman of the Audit Committee and member of Nomination & Remuneration Committee and Investment Committee of the Company.

Other Directorships

	Name of the Company	Position
1	Alfred Herbert (India) Ltd.	Chairman
2	Herbert Holdings Ltd.	Director
3	Shalimar Paints Ltd.	Director

Other Committee Membership

	Name of the Company	Committee	Position
	Shalimar Paints Ltd.	Shareholders' Grievance Committee	Chairman
		Audit Committee	Member
		Remuneration Committee	Member

Mr. P. K. Khaitan, aged 73 years an L.L.B. Attorney-at-Law (Bell Chambers Gold Medalist), is currently the partner of Messrs. Khaitan & Co, Advocates. He specializes in the areas of commercial, corporate and tax law, in addition to arbitration, joint ventures, merger & acquisition, restructuring and de-mergers. He is the member of the Bar Council of India, the Bar Council of West Bengal, the Incorporated Law Society, Calcutta and the Indian Council of Arbitration, New Delhi. He also has the trusteeship of educational and charitable institutions to his credit. He is the Chairman of the 'Nomination & Remuneration Committee' and member of the 'Stakeholders Relationship Committee' and 'Committee for Borrowings' of the Company. He does not hold any shares in the Company.

Other Directorships

	Name of the Company	Position
1	CESC Limited	Director
2	Dalmia Bharat Limited	Director
3	Dhunseri Pertochem & Tea Limited	Director
4	Electrosteel Castings Limited	Director
5	India Glycols Limited	Director
6	OCL India Limited	Director
7	Saregama India Limited	Director
8	Warren Tea Limited	Director
9	Woodlands Multispeciality Hospital Limited	Director
10	Emami Limited	Director

Other Committee Membership

	Name of the Company	Committee	Position
1	CESC Limited	Finance & Forex Committee	Member
		Remuneration Committee	Chairman
2	Dhunseri Petrochem & Tea Limited	Remuneration Committee	Member
3	Woodlands Multispeciality Hospital Limited	Share Allotment Committee	Chairman

Dr. R. Srinivasan aged 83 years, has more than 40 years of experience in the banking industry. He holds a Doctorate in Banking from Bombay University and is an Associate & Fellow of Indian Institute of Banking & Finance. He held various

positions in banks and finally as Chairman and Managing Director of New Bank of India, Allahabad Bank and Bank of India. He has been a director of the Company since October 1993. He was Chairman of Indian Banks Association for several years, a director of IDBI, Discount & Finance House of India, New India Assurance Co. Ltd. & ECGC. He was also on various high level Committees constituted by RBI. He is a member of the 'Audit Committee' and 'Nomination & Remuneration Committee' of the Company. He does not hold any shares of the Company.

Other Directorships

	Name of the Company	Position
1	J Kumar Infraprojects Limited	Director
2	Elder Pharmaceuticals Limited	Director
3	McLeod Russel India Limited	Director
4	Goldiam International Limited	Director
5	Shalimar Paints Limited	Director
6	Williamson Magor & Co. Limited	Director
7	JM Financial Trustee Co. Pvt. Ltd.	Director
8	Nayamode Solutions Pvt. Ltd.	Chairman
9	Snowcem Paints Pvt. Ltd.	Director
10	New Turn Consulting Pvt. Ltd.	Director

Other Committee Memberships

	Name of the Company	Committee	Position
1	J Kumar Infraprojects Ltd.	Audit Committee Remuneration Committee	Member Chairman
2	Elder Pharmaceuticals Ltd.	Investor Grievance Audit Committee Remuneration Committee	Chairman Member Chairman
3	McLeod Russel India Limited	Audit Committee Remuneration Committee	Chairman Member
4	Goldiam International Limited	Audit Committee	Member
5	Shalimar Paints Limited	Audit Committee	Chairman
6	Williamson Magor & Co. Limited	Remuneration Committee Audit Committee	Chairman Member

Mr. N. Venkataramani aged 68 years, is a qualified engineer with rich experience in managing business enterprises. He was associated with the Company from October, 1988 till September, 1995. He was thereafter with GKW Ltd. as President of its Cement division till April 1998 and President of its Bolt & Nut division from May, 1998 till May, 2001 and then joined the erstwhile Graphite India Limited in June, 2001. He was elevated to the post of Executive Director in September, 2001 which he held till his retirement on June 30, 2009. He is a member of Audit Committee of the Company. He holds 7000 shares in the Company jointly with his wife. He was appointed as a non-independent director of the Company w.e.f. 11.10.2009 and qualified w.e.f 1.4.2013 to be an independent director of the Company.

Other Directorships

	Name of the Company	Position
1	Carbon Finance Ltd	Director
2	Mercury Precision Products Pvt. Ltd.	Director
3	Vinay Auto Parts Pvt Ltd.	Director
4	Ushas Autogears Pvt Ltd	Director

Other Committee membership - NIL

By Order of the Board
For Graphite India Limited

Kolkata
June 12, 2014

B. Shiva
Company Secretary

Instructions for electronic voting

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select "Graphite India Limited" from the drop down menu and click on "SUBMIT"
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. * In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. * Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field .

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Graphite India Limited.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- * Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- * They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- * After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- * The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- * They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins on August 6, 2014 (10.00 a.m.) and ends on August 8, 2014 (6.00 p.m). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on July 4, 2014 (the cut-off date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.