

NOTICE

NOTICE is hereby given that the Fortieth ANNUAL GENERAL MEETING of the members of Graphite India Limited will be held on Tuesday, the 11th day of August, 2015 at 4 p.m. at Kala Mandir 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 (including audited consolidated financial statements) of the Company for the financial year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31st March, 2015.
3. To appoint a Director in place of Mr. J D Curavala, (DIN 00277426) 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 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) the appointment of Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E) as Auditors of the Company for a period of three (3) years i.e. till the conclusion of the 42nd Annual General Meeting (AGM) of the Company, which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the Forty first AGM of the Company to be held in the year 2016, at such remuneration plus service tax and out of pocket expenses as shall be fixed by the Board of Directors in consultation with the Auditors.

SPECIAL BUSINESS

5. To appoint Mr. Gaurav Swarup (DIN: 00374298) as a Director and an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

RESOLVED THAT Mr. Gaurav Swarup (DIN: 00374298) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company.

FURTHER RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Gaurav Swarup (DIN: 00374298), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for 5 (five) consecutive years for a term from 11th August, 2015 upto 10th August, 2020.

6. To appoint Mrs. Renu Challu (DIN: 00157204) as a Director and an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

RESOLVED THAT Mrs. Renu Challu (DIN: 00157204) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is here by appointed a Director of the Company.

FURTHER RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Renu Challu (DIN: 00157204), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for 5 (five) consecutive years for a term from 11th August, 2015 upto 10th August, 2020.

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

RESOLVED THAT subject to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, consent of the members be and is hereby accorded for the Company to

enter into various transactions on annual financial year basis with Graphite Cova GmbH (Cova), a wholly owned step down subsidiary of the Company beginning from financial year 2014-15, for transactions as detailed hereunder-

<p>i) Sale of semi-finished goods (green / baked / rebaked electrodes, Graphitised nipple, Moulded Mold, Other semi-finished materials, etc.) by GIL to Cova Sale Price Payment terms</p>	<p>- - -</p>	<p>Upto 11,000 MT per annum As per transfer pricing norms depending on nature of transaction Upto 180 days from date of shipment</p>
<p>ii) Sale of finished goods (extruded mold, pitch plug, other speciality items, finished electrodes with nipples, etc.) by GIL to Cova Sale Price Payment terms</p>	<p>- - -</p>	<p>Upto 1800 MT per annum As per transfer pricing norms depending on nature of transaction Upto 180 days from date of shipment</p>
<p>iii) Sale of raw materials, Stores & Spares, components from GIL to Cova Sale Price Payment terms</p>	<p>- - -</p>	<p>Upto 2000 MT per annum As per transfer pricing norms depending on nature of transaction Upto 180 days from date of shipment</p>
<p>iv) Purchase of Raw Materials, Semi-finished materials, components, Stores & Spares by GIL from Cova Purchase Price Payment terms</p>	<p>- - -</p>	<p>Upto 2500 MT per annum As per transfer pricing norms depending on nature of transaction Upto 180 days from date of shipment</p>
<p>v) Corporate Guarantees of GIL favouring Banks/ Financial institutions for credit provided to Cova</p>	<p>-</p>	<p>Upto Euro 40 million.</p>
<p>vi) Guarantee Fee from Cova to GIL</p>	<p>-</p>	<p>@ 1% of corporate guarantee amount as per agreement or at rate approved by APA</p>
<p>vii) Royalty payment by Cova to GIL</p>	<p>-</p>	<p>@ 1.50% of net sales of graphite electrodes including coated graphite electrodes (i.e.) after reducing trade discounts, taxes, claims and value addition in coating process or at rate as may be approved by APA.</p>

FURTHER RESOLVED THAT the Board be and is hereby authorized to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

FURTHER RESOLVED THAT the members hereby approve ratification of the transactions entered into with Cova during the period April 1, 2014 till March 31, 2015.

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

RESOLVED THAT subject to the provisions of Section 188 and other applicable provisions if any of the Companies Act, 2013 and the rules made thereunder, consent of the members be and is hereby accorded for the Company to execute guarantee on behalf of Graphite Cova GmbH (Cova), wholly owned step down subsidiary of the Company in favour of its bankers, against the credit facilities being granted/ to be granted to Cova upto an amount of Euro 24 million.

FURTHER RESOLVED THAT the Board be and is hereby authorized to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

FURTHER RESOLVED THAT the members hereby approve ratification of the guarantee executed on 16.05.2014 in favour of Citibank N.A. (Citi Bank Europe Plc & Citi Bank International Plc) & Citigroup Global markets Deutschland for Euro 24 million.

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

RESOLVED THAT pursuant to Section 42 of Companies Act, 2013 and Rule 14(2) (a) Companies (Prospectus & Allotment of Securities Rules) 2014 and other provisions / rules as may be applicable and subject wherever required to the guidelines and / or approval of the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI) and subject to such other approvals and consents of the concerned authorities as required by law, and subject to such conditions, modifications and stipulations as may be imposed under the said approvals, permissions and consents which the Board of Directors of the Company (Board) be and is hereby authorized to accept, to create, issue and allot Non-convertible Debentures (hereinafter referred to as NCDs) upto an aggregate amount of Rs.500 crore (Rupees Five Hundred crore) (Nominal value of each NCD to be decided by the Board) in one or more series / tranches for subscription for cash at par on private placement basis on terms and conditions based on evaluation by the Board of market conditions as may be prevalent from time to time as may be determined and considered proper and most beneficial to the Company including without limitation as to when the NCDs are to be issued, consideration, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

FURTHER RESOLVED THAT for the purpose of giving effect to this Special Resolution, the Board be and is hereby authorized to issue such directions as it may think fit and proper, including directions for settling all questions and difficulties that may arise in regard to the creation, offer, issue, terms and conditions of issue, allotment of the NCDs, nature of security, if any, appointment of Trustees and do all such acts, deeds, matters and things of whatsoever nature as the Board, in its absolute discretion, consider necessary, expedient, usual or proper.

FURTHER RESOLVED THAT the Board shall have the right at any time to modify, amend any of the terms and conditions contained in the Offer Documents, Application Forms etc. notwithstanding the fact that approval of the concerned authorities in respect thereof may have been obtained subject, however, to the condition that on any such change, modification or amendment being decided upon by the Board, obtaining requisite approval, permission, authorities etc. from the concerned authorities is required.

FURTHER RESOLVED THAT all or any of the powers as conferred on the Board by the above resolutions be exercised by the Board or any Committee or by any Director as the Board may authorize in this behalf.

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 Section 148 (3) and other applicable provisions, if any of the Companies Act, 2013 and Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) / or re-enactment (s) thereof for the time being in force) 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, 2016 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 (Lead Auditor)	Durgapur, Bangalore Plant and Captive Power Plants and 1.5 MW Link Canal Power plant at Mandya	3,30,000
DBK Associates Pune Reg. No. 00325	Satpur, Ambad, Gonde & Captive Power Plants	2,00,000
B G Chowdhury & Co. Kolkata Reg. No. 000064	Barauni	50,000
N Radhakrishnan & Co. Kolkata Reg. No. 00056	Powmex Steels division	40,000

@ plus service tax and reimbursement of out of pocket expenses

By Order of the Board
For Graphite India Limited

Kolkata
29th May, 2015

B. Shiva
Company Secretary

NOTES:

- a. 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.
- b. 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.
- c. 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.
- d. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 5th August, 2015 to Tuesday, 11th August, 2015 (both days inclusive).
- e. Dividend on Equity Shares when sanctioned will be made payable to those shareholders whose name stand on the Company's Register of Members on 5th August, 2015. 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, 2015.
- f. 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. Unclaimed / un-encashed dividend (Final dividend) declared by the Company for the year ended 31st March, 2008 would be transferred to the said fund in the last week of August, 2015.

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, 2007 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 12, 2014 (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. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 40th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on 8th August, 2015 – from 9.00 a.m. (IST) and ends on 10th August, 2015- at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 4th August, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.

- (iii) Click on Shareholders.
- (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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● 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 8 digits of the sequence number in the PAN field. ● In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> ● 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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (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 on which you choose to vote.
- (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.
- (xviii) 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 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.
- (xix) 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.
- V. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date (5th August, 2015) only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VI. Mrs. Swati Bajaj, Partner, M/s. P S & Associates, Practicing Company Secretaries, Kolkata has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- VIII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- IX. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company (www.graphiteindia.com) and on Service Provider's website (<http://www.evotingindia.com>) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

By Order of the Board
For Graphite India Limited

Kolkata
29th May, 2015

B. Shiva
Company Secretary

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

ITEM NO. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Gaurav Swarup as an Additional Director of the Company, who holds office upto the date of the AGM of the Company.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Gaurav Swarup for the office of Director of the Company.

Mr. Gaurav Swarup is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Gaurav Swarup that he meets with the criteria of independence as prescribed both under subsection (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Mr. Gaurav Swarup fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Gaurav Swarup is independent of the management.

Brief resume of Mr. Gaurav Swarup, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement is annexed to the Notice.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of shareholders.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Gaurav Swarup is appointed as an Independent Director.

Copy of the draft letter for appointment of Mr. Gaurav Swarup as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreements with the Stock Exchanges. Mr. Gaurav Swarup does not hold any shares in the Company

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. Mr. Gaurav Swarup is not related to any director of the Company.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

ITEM NO. 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mrs. Renu Challu as an Additional Director of the Company, who holds office upto the date of the AGM of the Company.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Renu Challu for the office of Director of the Company.

Mrs. Renu Challu is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has received a declaration from Mrs. Renu Challu that she meets with the criteria of independence as prescribed both under subsection (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Mrs. Renu Challu fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement. Mrs. Renu Challu is independent of the management.

Brief resume of Mrs. Renu Challu, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement is annexed to the Notice.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of shareholders.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Mrs. Renu Challu is appointed as an Independent Director.

Copy of the draft letter for appointment of Mrs. Renu Challu as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreements with the Stock Exchanges. Mrs. Renu Challu does not hold any shares in the Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice. Mrs. Renu Challu is not related to any director of the Company.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

ITEM NO. 7

The Company & Graphite Cova GmbH (Wholly owned step down subsidiary) (Cova) had entered into an agreement dated 1.4.2013 to enter into various types of transactions, as contained in resolution no. 7 of the Notice.

The transactions, which are at arm's length and in the ordinary course of business being related party transactions, have been approved by the Audit Committee and by the Board in the meeting held on 10.11.2014. Such transactions, entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with the holding company and placed before the shareholders at the general meeting for approval do not require approval of the shareholders, as per Clause 49 of Listing Agreement. Similar exemption, though proposed by way of amendment to the provisions of Companies Act, 2013, has not been approved by the Parliament.

Even though approval of the shareholders are not required for transactions which are in the ordinary course of business and are at arm's length, approval of the shareholders is sought as a matter of abundant precaution.

Mr. M B Gadgil, Executive Director of the Company is Managing Director of Cova drawing no remuneration from Cova.

During the financial year 2014-15, transactions with Cova pursuant to the aforesaid agreement dated 1st April, 2013, are summarized below –

	Rs.
Sales to Cova	82,60,17,315.40
Royalty from Cova	2,98,23,765.75
Guarantee fee from Cova	1,11,88,826.00
Purchases from Cova	5,96,11,201.53
Reimbursement of expenses to Cova	26,47,609.79
Corporate Guarantee dated 16.05.2014 to bankers of Cova	1,61,44,80,000.00

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

ITEM NO. 8

The Company had executed in favour of Citibank N.A. (Citi Bank Europe Plc & Citi Bank International Plc) & Citigroup Global markets Deutschland, a guarantee for Euro 24 million as security against to credit facilities being granted to Graphite Cova GmbH (Cova). Cova a wholly owned step down subsidiary, needs support from the Company accordingly.

The transactions have been approved by Audit Committee and the Board. For similar reasons mentioned in the explanatory statement at Item No. 7 above, shareholders approval is sought.

Mr. M B Gadgil, Executive Director of the Company is Managing Director of Cova drawing no remuneration from Cova.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board commends the Special Resolution set out at Item No. 8 of the Notice for approval by the members.

ITEM NO. 9

In order to arrange funds for capital expenditure / general corporate purposes, the Board could consider issue of Non-convertible debentures upto Rs. 500 crore (Rupees Five Hundred crore) on a private placement basis. Pursuant to the provision of Section 42 of Companies Act, 2013 read with Rules 14(2) (a) of Companies (Prospectus & Allotment of Securities) Rules, 2014, members approval by way of a special resolution would be sufficient for all offers or invitation for such debentures for a year. The resolution placed before the members is thus an enabling resolution giving authority to the Board of Directors / Committee thereof to decide upon the issue on such terms and conditions as may be prevalent from time to time for a year from the date of passing this resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board commends the Special Resolution set out at Item No. 9 of the Notice for approval by the members.

ITEM No. 10

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.

The Board commends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the members.

By Order of the Board
For Graphite India Limited

Kolkata
29th May, 2015

B. Shiva
Company Secretary

PROFILE OF DIRECTORS BEING APPOINTED / RE-APPOINTED IN THE ORDER OF THE ITEMS MENTIONED IN THE NOTICE

Mr. J D Curravala, aged 75 years is Commerce and Law graduate and a qualified Chartered Accountant having wide experience in Finance, Administration, Corporate Management 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. Mr. J D Curravala is not related to any director of the Company. He holds 4750 equity shares of the Company.

Other Directorships

Name of the Company	Position
GKW Limited	Managing Director

Committee Membership of other companies –

Name of the Company	Committee	Position
GKW Limited	Transfer Committee	Member
	Risk Management Committee	Member
	Corporate Social Responsibilities Committee	Member
	Committee of Directors	Member

Mr. Gaurav Swarup aged 58, is an industrialist of repute and is presently Managing Director of Paharpur Cooling Towers Limited, a Rs.1500 crore company involved in manufacture of process cooling equipment and Chairman of KSB Pumps Ltd, the Indian arm of KSB AG of Germany. He is a Mechanical Engineer from Jadavpur University and MBA from Harvard University. He is Chairman of FICCI- West Bengal Council & Member- National Executive Council - FICCI, Member of Board of Governors- IIM, Kolkata and Member of Executive Committee- Indian Chamber of Commerce, Kolkata.

Other Directorships

	Name of the Company	Position
1	Swadeshi Polytex Limited	Director
2	Industrial and Prudential Investment Company Limited	Director
3	Paharpur Cooling Towers Limited	Managing Director
4	KSB Pumps Limited	Director
5	Upper Ganges Sugar & Industries Limited	Director
6	TIL Limited	Director
7	Harvard Business School Club of India (Section 8 Company)	Director
8	Medica Synergie Private Limited	Nominee Director
9	Garima Private Limited	Director
10	The Plastic Export Promotion Council	Director
11	Paharpur Mauritius Limited	Director
12	Paharpur USA Inc	Director
13	Safind Forest Products (Pty) Limited	Director

Committee Membership of other companies –

	Name of the Company	Committee	Position
1	KSB Pumps Ltd	Audit Committee	Member
		Shareholders's Grievance Committee	Member
		Share Transfer Committee	Chairman

	Name of the Company	Committee	Position
2	TIL Limited	Audit Committee	Member
3	Paharpur Cooling Towers Ltd.	Management Committee	Member
		Remuneration Committee	Member
		Investment Committee	Member
4	Upper Ganges Sugar & Industries Limited	Remuneration Committee	Chairman
5	Industrial & Prudential Investment Co. Ltd.	Remuneration Committee	Chairman

Mrs. Renu Challu, aged 63 years has completed her Masters in Economics (Gold medalist) and is an Associate of the Indian Institute of bankers. She joined State Bank of India (SBI) as a Probationary Officer in October, 1973 and rose to be CGM in December, 2006. She was thereafter Managing Director and CEO of SBI DFHI, Mumbai, Managing Director of State Bank of Hyderabad and retired as DMD – Corporate Strategy and New Business in SBI, Mumbai in January 2012.

Other Directorships

	Name of the Company	Position
1	FAG Bearings India Limited	Director
2	SMS Infrastructure Limited	Director
3	NCC Limited	Director
4	Reliance Life Insurance Company Ltd	Director
5	Fullerton India Credit Company Ltd	Director
6	L T Foods Limited	Addl. Director
7	Minda Industries Ltd	Addl. Director
8	Torrent Cables Limited	Addl. Director

Committee Membership of other companies –

	Name of the Company	Committee	Position
1	Reliance Life Insurance Company Ltd	Audit Committee	Member
2	FAG Bearings India Limited	Audit Committee	Chairperson
		Stakeholders Relationship Committee	Chairperson
3	Minda Industries Ltd	Audit Committee	Member

By Order of the Board
For Graphite India Limited

Kolkata
29th May, 2015

B. Shiva
Company Secretary



GRAPHITE INDIA LIMITED

CIN:L10101WB1974PLC094602

Registered Office : 31, Chowringhee Road, Kolkata – 700 016

Tel: +91 33 4002 9600 Fax: +91 33 4002 9676

Website: www.graphiteindia.com, Email: gilro@graphiteindia.com

**FORTIETH
ANNUAL GENERAL
MEETING**

Name and Address of Shareholder

Serial No.:	Folio/DP ID and Client ID:	Shares:	ATTENDANCE SLIP
<p>Attendance by (Please tick the appropriate box)</p> <input type="checkbox"/> Member <input type="checkbox"/> Proxy <input type="checkbox"/> Authorised Representative			

I hereby record my presence at the 40th Annual General Meeting of the Company being held on Tuesday, August 11, 2015 at 4.00 P.M. at Kala Mandir Auditorium (Sangit Kala Mandir Trust), 48, Shakespeare Sarani, Kolkata -700 017.

.....
Name of Proxy (in BLOCK LETTERS)

.....
Signature of Member/Proxy



EVSN (Electronic Voting Sequence Number)	Default PAN / *Sequence Number
150626011	

*Only Members who have not updated their PAN with Company/Depository Participant shall use Sequence Number in the PAN field.

Note: Please read the instructions printed under the Note k (IV) to the Notice of 40th Annual General Meeting dated May 29,2015. The Voting period starts from 9.00 am on Saturday, August 8, 2015 and ends at 5.00 p.m. on Monday, August 10, 2015. The voting module shall be disabled by CDSL for voting thereafter.



GRAPHITE INDIA LIMITED

CIN:L10101WB1974PLC094602

Registered Office : 31, Chowringhee Road, Kolkata – 700 016

Tel: +91 33 4002 9600 Fax: +91 33 4002 9676

Website: www.graphiteindia.com, Email: gilro@graphiteindia.com

PROXY FORM

Name of the member(s):		Email id:	
Registered Address:		Folio No/ Client Id:	
		DP Id:	

I/We being the member(s) ofshares of the above named Graphite India Limited, hereby appoint

- Name.....Address.....
E-mail Id.....Signature.....or failing him
- Name.....Address.....
E-mail Id.....Signature.....or failing him
- Name.....Address.....
E-mail Id.....Signature.....as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40th Annual General Meeting of the Company to be held on Tuesday, August 11, 2015 at 4.00 P.M. at Kala Mandir Auditorium (Sangit Kala Mandir Trust), 48, Shakespeare Sarani, Kolkata -700 017 and at any adjournment thereof in respect of such resolutions as are indicated below:

P.T.O.

(*Optional)

	Resolutions	For	Against
1.	Adoption of Audited financial statements for the year ended March 31, 2015		
2.	Declaration of dividend on equity shares		
3.	Re-appointment of Mr. J D Curravala, director retiring by rotation		
4.	Ratify appointment of Price Waterhouse, Chartered Accountants as Auditors and fixation of remuneration thereof.		
5.	Appointment of Mr. Gaurav Swarup as an Independent Director		
6.	Appointment of Mrs. Renu Challu as an Independent Director		
7.	Consent for transactions with Graphite Cova Gmbh		
8.	Consent / Ratification of guarantee to Citibank NA		
9.	Issue of NCDs upto Rs. 500 crore on private placement basis		
10.	Payment of remuneration to Cost Auditors		

Signed this day of 2015.

Signature of shareholder

Signature of proxy holder(s)

Affix Re.1/- Revenue Stamp Here

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

* it is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.