

EMERALD COMPANY LIMITED

CIN:U99999WB1940PLC128211

Registered Office:

31, Chowringhee Road,
Kolkata - 700 016
Ph : 22659742

July 17, 2014

Bombay Stock Exchange Limited.
The Corporate Relationship
Department
1st Floor, New Trading Ring,
Rotunda Bldg., P.J.Towers,
Dalal Street, **Mumbai 400 001**.
Fax No. 2272 1072/3121/ 3719/ 2061
DCS-CRD
Scrip Code - 509488
Corp.relations@bseindia.com

The Manager
Listing Department
National Stock Exchange
Exchange Plaza, 5th Floor,
Plot No-C/1, G Block,
Bandra-Kurla Complex,
Bandra (E)
Mumbai 400 051
Fax No. 2659 8237/ 38
cmllist@nse.co.in

The Company Secretary
Graphite India Ltd.
31, Chowringhee Road
Kolkata 700016

Dear Sir,

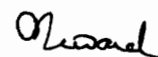
Re : Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares
and Takeovers) Regulations 2011

Pursuant to Regulation 29(2) of Securities of Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, we are enclosing herewith details of acquisition of shares of Graphite India Limited pursuant to Scheme of amalgamation.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For Emerald Company Ltd


Director

Encl: As above.

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Graphite India Limited		
2.	Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Emerald Company Limited - Acquirer Shree Laxmi Agents Limited - (PAC) Carbo-Ceramics Limited - (PAC)		
3.	Whether the acquirer belongs to Promoter/ Promoter group	Yes		
4.	Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. National Stock Exchange of India Limited (NSE) 2. BSE Limited (BSE)		
5.	Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
	<u>Before the acquisition/ disposal under consideration, holding of:</u>			
	a) Shares carrying voting rights	2,05,84,781	10.536	10.536
	b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	-	-	-
	c) Voting rights (VR) otherwise than by shares	-	-	-
	d) Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
	e) Total (a+b+c+d)	2,05,84,781	10.536	10.536

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	<u>Details of acquisition/sale</u>			
	a) Shares carrying voting rights acquired/sold	9,39,42,083***	48.083	48.083
	b) VRs acquired / sold otherwise than by shares	-	-	-
	c) Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-
	d) Shares encumbered/invoked/released by the acquirer	-	-	-
	e) Total (a+b+c+/-d)	9,39,42,083	48.083	48.083
	<u>After the acquisition/sale, holding of:</u>			
	a) Shares carrying voting rights	11,45,26,864	58.619	58.619
	b) Shares encumbered with the acquirer	-	-	-
	c) VRs otherwise than by shares	-	-	-
	d) Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition.	-	-	-
	e) Total (a+b+c+d)	11,45,26,864	58.619	58.619
6.	Mode of acquisition/ sale (e.g. open market/ off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	<p>Pursuant to scheme of amalgamation of (1) The Bond Company Limited, (2) Guardian Leasing Limited, (3) Likhani Leasing Limited, (4) H. L. Investment Company Limited, (5) D. C. Mercantile Private Limited (6) SCL Investments Private Limited, (7) Tandem Fiscal Services Limited, and (8) Uttam Fiscal Services Limited (transferors) with Emerald Company Limited (transferee) duly sanctioned by Hon'ble High Court at Calcutta vide order dated 16.05.2014 which became effective from 03.07.2014.</p> <p>The Transferee Companies from Sl. No. (1) to (6) above and the Transferor Company are part of the Promoter group of Graphite India Ltd. The Transferee Companies at Sl. No. (7) and (8) do not hold any shares in Graphite India Ltd.</p>		

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7.	Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	Acquisition process has commenced pursuant to filing of court order on 03.07.2014 with Registrar of Companies (RoC), Kolkata. The depository is yet to act on transfer of shares.
8.	Equity share capital / total voting capital of the TC before the said acquisition/ sale	Rs. 39,07,51,188/- (19,53,75,594 Equity Shares of Rs 2/- each)
9.	Equity share capital/ total voting capital of the TC after the said acquisition /-sale	Rs. 39,07,51,188/- (19,53,75,594 Equity Shares of Rs 2/- each)
10.	Total diluted share/voting capital of the TC after the said acquisition	Rs. 39,07,51,188/- (19,53,75,594 Equity Shares of Rs 2/- each)

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(*) Pursuant to scheme of Amalgamation**

Direct Acquisition:

1. The Bond Company Limited	18260710	9.347%
2. Guardian Leasing Limited	2642373	1.352%
3. Likhmi Leasing Limited	55870000	28.596%
4. H. L. Investment Company Ltd.	14397450	7.369%
5. D. C. Mercantile Private Ltd.	90905	0.046%
6. SCL Investments Private Ltd	1410000	0.722%
Total	9,26,71,438	47.432%

Tandem Fiscal Services Ltd and Uttam Fiscal Services Ltd though being two transferor companies in the aforesaid scheme of amalgamation do not hold any shares in Graphite India Limited.

Indirect Acquisition (These companies have become subsidiaries of Emerald Company Limited pursuant to the above referred scheme of amalgamation) :

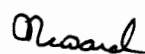
1. Shree Laxmi Agents Limited	884000	0.453%
2. Carbo-Ceramics Limited	386645	0.198%
Total	1270645	0.651%
Total	9,39,42,083	48.083%

Signature of the acquirer / seller / Authorised Signatory

For Emerald Company Limited

Place: Kolkata

Date: 17.07.14



Director