# GRAPHITE INDIA LIMITED

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GIL: SEC/SM/22-23/31

August 5, 2022

Bombay Stock Exchange Limited
The Corporate
Relationship Department
1st Floor, New Trading Ring,
Rotunda Bldg., P.J.Towers,
Dalal Street, **Mumbai 400 001.**
DCS-CRD
Scrip Code - 509488

The Manager
Listing Department
National Stock Exchange
Exchange Plaza,5th Floor,
Plot No-C/1, G Block,
Bandra-Kurla Complex,
Bandra (E)
**Mumbai 400 051**
Scrip Code - GRAPHITE

Sir,

**Sub: Combined Scrutinizer's Report – 47th Annual General Meeting of the Company held on 5th August, 2022**

The 47th Annual General Meeting ("AGM") of Graphite India Limited was held on August 5, 2022 at 10.30 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

We are hereby forwarding herewith the Combined Scrutinizers Report on Remove E-voting & e-voting conducted during the AGM.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Graphite India Limited

S. Marda
Dy. Company Secretary

Encl.: As above

BAJAJ TODI & ASSOCIATES

Practising Company Secretaries

225D, A. J. C. Bose Road
Kolkata -700020, West Bengal, India
Tel: +91 33 22809045 Email: ps@bajajtodi.in

**Consolidated Scrutinizer's Report**
**[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]**

To,

The Chairman of the 47th Annual General Meeting of the Members of
Graphite India Limited (the Company)
held on 5th August, 2022 at 10:30 A.M.
through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

Dear Sir,

1. I, Swati Bajaj, Partner, M/s. Bajaj Todi & Associates, Practising Company Secretaries, have been appointed by the Board of Directors of the Company as the Scrutinizer for the purpose of scrutinizing the voting and remote e-voting process, in a fair and transparent manner, and ascertaining the results on voting and remote e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 (Act) and Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice for the 47th Annual General Meeting (AGM) of the members of the Company held on 5th August, 2022 through VC/OAVM.

2. The Management of the Company is responsible for ensuring the compliance with the requirements of the Act and Rules relating to voting through electronic means and voting at the AGM on the resolutions contained in the Notice for the AGM of the members of the Company.

3. My responsibility as a Scrutinizer, for the voting and remote e-voting process, is restricted to

   a. Conducting the voting at the AGM, as provided in sub-rule (1) of rule 21 of the Rules as applicable, after the end of the discussions on all the resolutions and
   b. to make a Consolidated Scrutinizer's Report of the votes cast in "favour" or "against" the resolutions based on:

      i. the reports generated from the E-voting system as provided by Link Intime India Private Limited (LIIPL), the authorised agency engaged by the Company to provide E-voting facility.
      ii. Voting conducted at the AGM, e-voting facility provided by LIIPL

4. Further to the above, I submit my report as under:-
   i) The e-voting period remained open from Tuesday, 2nd August 2022 (9.00 am) and ended on Thursday, 4th August 2022 (5:00 p.m.).

UDIN: A013216D000749039

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ii) The members of the Company as on the "cut-off" date i.e. 29th July 2022 were entitled to vote on the resolutions (item nos. 01 to 07) as set out in the Notice dated 15th June 2022, of the AGM of the members of the Company.

iii) The members who were present at the AGM but had not cast their votes by availing the remote e-voting facility, also voted at the end of the discussions at the AGM, by using E-Voting facility.

iv) Immediately after the conclusion of voting at the AGM, the votes cast through remote e-voting were unblocked and counted.

v) Thereafter, the results of the resolutions that were put to vote at the AGM, have been generated by consolidating the E-voting prior to and during the AGM and are as under:

| | | | |
|---|---|---|---|
| **Total Nos of valid Folios that have cast their vote** | | : | **565** |
| *Breakup:* | | | |
| *Through remote e-voting* | ***561*** | | |
| *Voting at the AGM* | ***04*** | | |
| **Total No of Shares representing the 565 valid folios that have voted** | | : | **150360348** |
| *Breakup:* | | | |
| *Through remote e-voting* | ***149870722*** | | |
| *Voting at the AGM* | ***489626*** | | |
| **Total No of Folios who have voted through physical ballot forms** | | : | **NIL** |

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**Item No. 1:-**

(a) Ordinary Resolution for adoption of Audited Financial Statement of the Company for the financial year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon

(b) Ordinary Resolution for adoption of the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2022 and the Report of the Auditors thereon

| Particulars | No of Shares | | Total No of Shares | % based on total votes cast |
|---|---|---|---|---|
| | *through remote E-voting* | *Voting at AGM* | | |
| Number of votes cast in **favour** | 149736328 | 489626 | 150225954 | **99.91114** |
| Number of votes cast **against** | 668 | 0 | 668 | **0.00044** |
| Number of votes that **abstained** | 132944 | 0 | 132944 | **0.08842** |
| **Total** | **149869940** | **489626** | **150359566** | **100.00000** |
| Not voted | 782 | | | |

**Item No. 2:-**

Ordinary Resolution to declare dividend on equity shares for the financial year ended 31st March 2022

| Particulars | No of Shares | | Total No of Shares | % based on total votes cast |
|---|---|---|---|---|
| | *through remote E-voting* | *Voting at AGM* | | |
| Number of votes cast in **favour** | 149869849 | 489626 | 150359475 | **99.99959** |
| Number of votes cast **against** | 467 | 0 | 467 | **0.00031** |
| Number of votes that **abstained** | 143 | 0 | 143 | **0.00010** |
| **Total** | **149870459** | **489626** | **150360085** | **100.00000** |
| Not voted | 263 | | | |

**Item No. 3:-**

Ordinary Resolution for re-appointment of Mr. K K Bangur, (DIN: 0029427), Director retiring by rotation

| Particulars | No of Shares | | Total No of Shares | % based on total votes cast |
|---|---|---|---|---|
| | *through remote E-voting* | *Voting at AGM* | | |
| Number of votes cast in **favour** | 146094929 | 489626 | 146584555 | **97.48949** |
| Number of votes cast **against** | 3774793 | 0 | 3774793 | **2.51051** |
| Number of votes that **abstained** | 208 | 0 | 0 | **0.00000** |
| **Total** | **149869930** | **489626** | **150359348** | **100.00000** |
| Not voted | 792 | | | |



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**Item No. 4:-**

Ordinary Resolution for appointment of Auditors of the Company and fix their remuneration

| Particulars | No of Shares | | Total No of Shares | % based on total votes cast |
|---|---|---|---|---|
| | *through remote E-voting* | *Voting at AGM* | | |
| Number of votes cast in **favour** | 149818955 | 489626 | 150308581 | **99.96609** |
| Number of votes cast **against** | 29494 | 0 | 29494 | **0.01962** |
| Number of votes that **abstained** | 21491 | 0 | 21491 | **0.01429** |
| **Total** | **149869940** | **489626** | **150359566** | **100.00000** |
| Not Voted | 782 | | | |

**Special Business:**
**Item No. 5:-**

Ordinary Resolution for appointment of Mr. Siddhant Bangur as Business Development Executive.

| Particulars | No of Shares | | Total No of Shares | % based on total votes cast |
|---|---|---|---|---|
| | *through remote E-voting* | *Voting at AGM* | | |
| Number of votes cast in **favour** | 14654493 | 489626 | 15144119 | **66.73625** |
| Number of votes cast **against** | 7547891 | 0 | 7547891 | **33.26162** |
| Number of votes that **abstained** | 483 | 0 | 483 | **0.00213** |
| **Total** | **22202867** | **489626** | **22692493** | **100.00000** |
| Not Voted | 794 | | | |
| Not voted- Promoter/ Related party | 127667061 | | | |

**Item No. 6:-**

Ordinary Resolution for payment of remuneration to Cost Auditors for cost audit for financial year 2022-2023

| Particulars | No of Shares | | Total No of Shares | % based on total votes cast |
|---|---|---|---|---|
| | *through remote E-voting* | *Voting at AGM* | | |
| Number of votes cast in **favour** | 149845794 | 489626 | 150335420 | **99.98395** |
| Number of votes cast **against** | 1845 | 0 | 1845 | **0.00123** |
| Number of votes that **abstained** | 22291 | 0 | 22291 | **0.01483** |
| **Total** | **149869930** | **489626** | **150359556** | **100.00000** |
| Not voted | 792 | | | |

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**Item No. 7:-**

Special Resolution for issue of Non-Convertible Debentures/Bonds up to Rs. 5,000 Crores on private placement basis

| Particulars | No of Shares | | Total No of Shares | % based on total votes cast |
|---|---|---|---|---|
| | *through remote E-voting* | *Voting at AGM* | | |
| Number of votes cast in **favour** | 149818883 | 199 | 149819082 | **99.64054** |
| Number of votes cast **against** | 29365 | 0 | 29365 | **0.01953** |
| Number of votes that **abstained** | 21692 | 489427 | 511119 | **0.33993** |
| **Total** | **149869940** | **489626** | **150359566** | **100.00000** |
| Not voted | 782 | | | |

Thanking You,
For Bajaj Todi & Associates

S. Bajaj

(Swati Bajaj), Partner
C.P.No.3502, ACS: 13216
Date: 5th August 2022

UDIN: A013216D000749039



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