GRAPHITE INDIA LIMITED

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

GIL: SEC/BS/21-22/49

December 6, 2021

Bombay Stock Exchange Limited
The Corporate
Relationship Department
1st Floor, New Trading Ring,
Rotunda Bldg., P.J.Towers,
Dalal Street,
Mumbai 400 001.
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
Symbol – GRAPHITE

Dear Sir/Madam,

Sub: Postal Ballot Notice

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the copy of Postal Ballot Notice dated December 6, 2021.

The aforesaid Notice is sent to the members whose names appear in the Register of Members/List of Beneficial Owners as on the Cut-off date being Friday, December 3, 2021, on their registered email address.

The e-voting period will commence on Thursday, December 9, 2021 at 9.00 A.M. (IST) and end on Friday, January 7, 2022 at 5.00 P.M. (IST).

The said Postal Ballot Notice will also be made available on the website of the Company **www.graphiteindia.com**

Kindly take the same on record.

Thanking you,

For Graphite India Limited

S. Marda
Asst. Company Secretary

Encl: As above.

Graphite India Limited

CIN: L10101WB1974PLC094602
Registered Office: 31 Chowringhee Road Kolkata – 700 016
Phone 91-33-40029600. Email – gilro@graphiteindia.com.

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration), Rules, 2014]

To
The Members

Notice is hereby given to the members of the Company pursuant to Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and other applicable provisions of the Act and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), seeking their approval for the resolution set out below proposed to be passed through Postal Ballot ("Postal Ballot") by way of voting through electronic means (remote e-voting) using the platform provided by Link Intime India Private Limited ("**LIIPL**"):-

(i) Appointment of Mrs. Sudha Krishnan (DIN: 02885630) as a Non-Executive Independent Director for a period of 5 (five) years from 1st December 2021 upto 30th November 2026.

Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No.22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No 10/2021 dated June 23, 2021 (collectively referred to as "MCA Circulars"), pursuant to Covid 19 pandemic had advised companies to conduct postal ballot by sending e-mails to all its members who have registered their email addresses with the Company or depository / depository participants. Accordingly, this notice is being sent to members who have registered their e-mail addresses.

The Draft of the Resolution together with the Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts concerning the proposed item of special business is enclosed.

The e-voting period will be from 9:00 a.m. (IST) on 9th December, 2021 (Thursday) to 5:00 p.m. (IST) on 7th January, 2022 (Friday).

By Order of the Board

Date : 6th December, 2021
Place : Mumbai

B Shiva
Company Secretary

Notes:

1. As per the provisions of Sections 108, 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and also in terms of Regulation 44 of the Listing Regulations, the Company is providing members a facility to exercise their right to vote on the postal ballot by electronic means through remote e-voting services provided by Link Intime India Private Limited ("**LIIPL**"):-

2. The members are requested to register / update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent Link Intime India Pvt Ltd at C 101, 247 Park C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai – 400083.

3. Those members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent to enable dispatch of notices / Annual Reports / other intimations electronically to their email addresses.

4. The Notice and Statement of the material facts, as well as the requisite enclosures, have also been made available on the website of the Company **www.graphiteindia.com.** Relevant documents referred to in the notice, if any, will be available for inspection on the website of the Company **www.graphiteindia.com** and on the website of BSE Limited and National Stock Exchange of India Limited at **www.bseindia.com and www.nseindia.com** respectively, in the relevant sections.

5. Pursuant to the MCA Circulars, this notice is being sent electronically i.e. by email only to those Members who have registered their email addresses with the Company/Depository(s) and whose name appear in the Register of Members/ Record of Depositories as on **Friday, 3rd December, 2021 (the cut-off date)** and who shall be entitled to avail the facility of remote evoting. The voting rights of the members shall be in proportion to the number of shares held by them in the paid-up equity share capital of the Company as on the cut-off date.

6. The Company has appointed Mrs. Swati Bajaj, Partner Bajaj Todi & Associates, Practising Company Secretaries, Kolkata Company Secretary (CP No.3502) as Scrutiniser to scrutinize the remote e-voting process in a fair and transparent manner. The Scrutiniser shall immediately after the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutiniser's Report and submit forthwith to the Chairman / Executive Director / Company Secretary of the Company.

7. The special resolution to be considered as duly passed must receive not less than three fourth of the votes cast in favour of the resolution. The resolution, on receiving the requisite number of 'assent' votes, shall be deemed to have been passed on **7th January, 2022.**

8. The results of the postal ballot will be announced within 2 working days of conclusion of postal ballot process at the Registered Office of the Company.

9. The result of the postal ballot will also be communicated to the stock exchanges where the Company's equity shares are listed, posted on the Company's website –www.graphiteindia.com and will also be displayed at its registered office within 2 working days of conclusion of postal ballot process.

10. Members requiring any clarification may contact Mr. Vijay at the Company's share department at phone : 033-40029600 or E-mail: secretarial@graphiteindia.com or may Contact Mr. Nihar Kudaskar Associate – Technology Group of Link Intime on 022-49186175 or at enotices@linkintime.co.in or may call on Link Intime INSTAVOTE helpdesk on: 022 -49186000.

SPECIAL BUSINESS

(i) **Appointment of Mrs. Sudha Krishnan as an Independent Director of the Company**

To consider and pass, the following resolution as a Special Resolution:

RESOLVED THAT Mrs. Sudha Krishnan (DIN: 02885630) 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 with effect from 1st December 2021 and in the respect of whom the company has received a notice in writing under section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed a Director of the Company

FURTHER RESOLVED pursuant to the provisions of Section 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 Regulation 17 of SEBI(Listing Obligations & Disclosures Requirements) Regulations2015, Mrs. Sudha Krishnan (DIN: 02885630) who has submitted a declaration that she meets the criteria for independence as provided in Section 149 (6) of the Act and Regulation 16 (1)(b) (ii) to (viii)of SEBI(Listing Obligations & Disclosures Requirements) Regulations 2015, 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 a term of 5 (five) consecutive years from 1st December 2021 upto 30th November 2026.

By Order of the Board

Date : 6th December, 2021
Place: Mumbai

B Shiva
Company Secretary

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

Item No. 1

Approval of the appointment of Mrs. Sudha Krishnan as a Non-Executive Independent Director of the Company

Pursuant to the recommendation by the Nomination and Remuneration Committee under Section 178(2) of the Companies Act, 2013 (The 'Act') read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors vide resolution adopted on 1st November 2021, appointed , Mrs. Sudha Krishnan (holding DIN: 02885630) as an Additional Director (Non-Executive Independent Director) of the Company pursuant to Sections 149, 161 read with Schedule IV and other applicable provisions of the Act with effect from1st December 2021

The proposed resolution seeks the approval of members for the appointment of Mrs. Sudha Krishnan as a Non-Executive Independent Director for a term of 5 (five) consecutive years from 1st December 2021 up to 30th November 2026, not liable to retire by rotation.

The Company has received consent from Mrs. Sudha Krishnan to act as a Director and declarations to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Section 164 of the Act that she is not disqualified to be a Director.

The Company has also received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mrs. Sudha Krishnan for the office of Independent Director to be appointed under Section 149 of the Act.

Mrs. Sudha Krishnan has been recommended for appointment as director (non executive independent director) by the Nomination and Remuneration Committee of the Board of Directors in terms of Section 178(2) of the Act.

In the opinion of the Board of Directors, Mrs. Sudha Krishnan fulfils the conditions specified in the Act and the Rules made there under. She is a person of integrity and independent of the management and possesses appropriate skills, experience and knowledge. Her appointment as an Independent Director would be beneficial to the company and will enable the Board to discharge its functions and duties effectively. She is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India order or any other such authority.

Mrs. Sudha Krishnan would be entitled to sitting fees for attending meetings of the Board/ Committees and commission based on net profits, as approved by the Board of directors, subject to overall limits as approved by the members of the Company.

A copy of the letter of appointment of Mrs. Sudha Krishnan as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during the normal business hours. The letter is also posted on the website of the company under 'Investor Relation' section.

The Board recommends the resolution set forth in the notice (Item No i) for approval by the members.

Except Mrs. Sudha Krishnan the appointee, none of the Directors / Key Managerial Personnel of the Company or their relatives are directly or indirectly concerned or interested in the resolution.

PARTICULARS OF THE APPOINTEE:

Item No 1

Name	Mrs. Sudha Krishnan
DIN	02885630
Age	61 Yrs.
Qualifications	Master's degree in English literature from Delhi University and Master's degree in Public Administration from George Mason University, Virginia, USA
Experience and other details	She has close to four decades of experience in public policy and finance. She has worked in various capacities with the Government of Karnataka, the Office of the Comptroller and Auditor General of India, the Ministry of Finance- Government of India, Joint Secretary and Financial Adviser to the Ministry of Urban Development- Government of India, Secretary to Government of India and Member (Finance)- Space Commission and Atomic Energy Commission, from where she retired on 30th November 2020. She had served as a Government nominee director on boards of some companies and banks.
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Other Directorships, Memberships / Chairmanship of Committees of other Boards	Independent director of IDFC Financial Holding Company Ltd (IDFCFHCL)and SBI Funds Management Pvt Ltd. (SBIFMPL) Chairperson of Audit committee, Member of CSR, NRC and Strategy and Investment committees of IDFCFHCL Member of Audit committee of SBIFMPL
Nature of expertise in specific functional area	Public Policy and Finance

Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by MCA and SEBI, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted through Postal Ballot. The facility of casting votes by a member using remote e-voting system will be provided by Link Intime India Private Limited ("**LIIPL**") .

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL
   1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.
   2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
   3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.
   4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in

2. Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -

   A. User ID: Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
   B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
   C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
   D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

   Shareholders/ members holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

   ▸ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
   ▸ Click "confirm" (Your password is now generated).

3. Click on 'Login' under **'SHARE HOLDER'** tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'.**

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
4. After selecting the desired option i.e. Favour / Against, click on **'Submit'.** A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes',** else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at https://instavote.linkintime.co.in and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

In case of any queries/grievances in connection with login and casting vote through e-voting system, Members may contact Mr. Nihar Kudaskar Associate – Technology Group of Link Intime on 022-49186175 or at enotices@linkintime.co.in or may call on Link Intime INSTAVOTE helpdesk on: 022 -49186000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in

- o Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".