

Scrutinizer's Report
[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the
Companies (Management and Administration) Rules, 2014]

To,
The Chairman of the 39th Annual General Meeting of the Members of
Graphite India Limited (the Company)
to be held on 12th August, 2014 at
Kala Kunj Auditorium (Sangit Kala Mandir Trust)
48, Shakespeare Sarani, Kolkata - 700 017

Dear Sir/Madam,

1. I, Swati Bajaj, Partner, M/s. PS & Associates, Practising Company Secretaries, have been appointed by the Board of Directors of the Company as the Scrutinizer for the purpose of scrutinizing the E-voting process and ascertaining the results on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice for the 39th Annual General Meeting (AGM) of the members of the Company to be held on 12th August 2014 at Kala Kunj Auditorium (Sangit Kala Mandir Trust), 48, Shakespeare Sarani, Kolkata - 700 017.
2. The Management of the Company is responsible for ensuring the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice for the 39th AGM of the members of the Company. My responsibility as a Scrutinizer for the E-voting process is restricted to make a Scrutinizer's report of the votes cast (electronically and through physical ballot forms) in "favour" or "against" the resolutions based on the reports generated from the E-voting system as provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by the Company to provide E-voting facility.
3. Further to the above, I submit my report as under:-
 - i) The e-voting period remained open from Wednesday, 06th August, 2014 (10:00 am) Friday to 08th August, 2014 (6:00 pm).
 - ii) The members of the Company as on the "cut-off" date i.e. 04th July, 2014 were entitled to vote on the resolutions (items no 1 to 15) as set out in the Notice dated 12th June 2014, of the 39th AGM of the members of the Company.
 - iii) The votes cast were unblocked on 09th August 2014 in the presence of 2 witnesses, Mr. Sidharth Lakhotia and Mr. Sudip Das, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Witness No 1.

Signature:.....

Name: Mr Sidharth Lakhotia

Witness No 2.

Signature:.....

Mr. Sudip Das



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- iv) Thereafter, the details containing, *inter-alia*, list of Equity Share holders, who voted "for" / "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com/> and based on such reports generated, the result of the e-voting is as under:

Total Nos of valid Folios that have cast their vote	:	106
Total No of Shares representing the 106 valid folios that have voted	:	15,55,77,226
Total No of Folios who have voted through physical ballot forms but are declared invalid	:	04
Total No of Shares representing the 04 folios that are invalid	:	1,042

Item No. 1:-

Ordinary Resolution 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.

Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	15,55,73,880	99.998
Number of votes cast against	3,346	0.002
Number of votes that abstained	0	0
Total	15,55,77,226	100

Item No. 2:-

Ordinary Resolution to declare dividend @ Rs. 3.50 per Equity Share for the year ended 31st March, 2014

Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	15,55,76,296	99.999
Number of votes cast against	930	0.001
Number of votes that abstained	0	0
Total	15,55,77,226	100



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Item No. 3:-

Ordinary Resolution 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.

Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	15,44,15,205	99.253
Number of votes cast against	11,60,728	0.746
Number of votes that abstained	1,293	0.001
Total	15,55,77,226	100

Item No. 4:-

Ordinary Resolution to appoint Price Waterhouse, Chartered Accountants (Firm Registration No.301112E) as Auditors of the Company for a period of three (3) years.

Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	15,55,72,387	99.997
Number of votes cast against	4,837	0.003
Number of votes that abstained	2	0.002
Total	15,55,77,226	100

Item No. 5:-

Special Business

Ordinary Resolution to appoint Mr. Sanjiv Goenka (DIN-00074796), as an Independent Director of the Company, for a period of five (5) years from 1st April, 2014, not liable to retire by rotation

Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	14,28,42,829	91.815
Number of votes cast against	1,26,11,171	8.106
Number of votes that abstained	1,23,226	0.079
Total	15,55,77,226	100



True copy



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Item No. 6:-

Special Business

Ordinary Resolution to appoint Mr. N S Damani, (DIN-00058396), as an Independent Director of the Company, for a period of five (5) years from 1st April, 2014, not liable to retire by rotation.

Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	15,55,70,418	99.996
Number of votes cast against	5,515	0.004
Number of votes that abstained	1,293	0.001
Total	15,55,77,226	100

Item No. 7:-

Special Business

Ordinary Resolution to appoint Mr. A V Lodha, (DIN-00036158), as an Independent Director of the Company, for a period of five (5) years from 1st April, 2014, not liable to retire by rotation.

Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	14,81,22,962	95.209
Number of votes cast against	74,52,971	4.791
Number of votes that abstained	1,293	0.001
Total	15,55,77,226	100

Item No. 8:-

Special Business

Ordinary Resolution to appoint Mr. P K Khaitan (DIN-00004821), as an Independent Director of the Company, for a period of five (5) years from 1st April, 2014, not liable to retire by rotation.

Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	13,55,14,115	87.104
Number of votes cast against	2,00,61,585	12.895
Number of votes that abstained	1,526	0.001
Total	15,55,77,226	100



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Item No. 9:-

Special Business

Ordinary Resolution to appoint Dr. R Srinivasan (DIN-00003968) as an Independent Director of the Company, for a period of five (5) years from 1st April, 2014, not liable to retire by rotation.

Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	14,81,22,586	95.208
Number of votes cast against	74,53,247	4.791
Number of votes that abstained	1,393	0.001
Total	15,55,77,226	100

Item No. 10:-

Special Business

Ordinary Resolution to appoint Mr. N Venkataramani (DIN-00367193), as an Independent Director of the Company, for a period of five (5) years from 1st April, 2014, not liable to retire by rotation.

Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	15,55,70,244	99.995
Number of votes cast against	5,689	0.004
Number of votes that abstained	1,293	0.001
Total	15,55,77,226	100

Item No. 11:-

Special Business

Special Resolution to take consent of the Company in terms of Section 180 (1) (a) and other applicable provisions of the Companies Act, 2013, for creating mortgage and / or charge on the assets of the Company upto a limit of Rs. 2000 crore (Rupees Two Thousand crores only)

Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	15,55,72,523	99.997
Number of votes cast against	4,701	0.003
Number of votes that abstained	2	0.002
Total	15,55,77,226	100



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Item No. 12:-

Special Business

Special Resolution to take consent of the Company in terms of Section 180 (1) (c) and other applicable provisions of the Companies Act, 2013, for borrowing moneys not exceeding the sum of Rs. 2000 crore (Rupees Two Thousand crores only).

Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	15,55,72,444	99.997
Number of votes cast against	4,782	0.003
Number of votes that abstained	0	0
Total	15,55,77,226	100

Item No. 13:-

Special Business

Special Resolution to take consent of the Company in terms of Section 94 of the Companies Act, 2013 for keeping the Register of Members, Debentureholders, other security holders together with the Index of Members, Index of Debentureholders, and copies of all annual returns and other documents etc. at the office of the Registrars & Share Transfer Agents instead of at the Registered office of the Company.

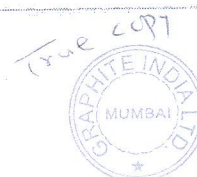
Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	15,55,73,249	99.997
Number of votes cast against	3,877	0.003
Number of votes that abstained	100	0.000
Total	15,55,77,226	100

Item No. 14:-

Special Business

Ordinary Resolution to appoint 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.

Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	15,55,71,376	99.996
Number of votes cast against	4,541	0.003
Number of votes that abstained	1,309	0.001
Total	15,55,77,226	100



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Item No. 15:-

Special Business

Ordinary Resolution to ratify the remuneration payable to the Cost Auditors of the various divisions / plants of the Company.

Particulars	No of Shares	% based on total votes cast
Number of votes cast in favour	15,55,73,860	99.998
Number of votes cast against	3,350	0.002
Number of votes that abstained	16	0.000
Total	15,55,77,226	100

Thanking You,
For P.S. & Associates

Swati Bajaj

(Swati Bajaj), Partner
C.P.No.3502, ACS: 13216
Date: 11th August 2014

