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:16/17:
August 12, 2016

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
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
cmlist@nse.co.in

Sir,

Sub: Voting results of 41st Annual General Meeting of the Company

Ref: Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

We are attaching herewith the compliance report under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the prescribed format pertaining to the voting details of the Company's 41st Annual General Meeting held on Wednesday, 10th August, 2016 at 3.45 P M at Kolkata.

We would like to inform that all the Resolutions as set out in the Notice dated 12th May, 2016 were passed with requisite majority by the shareholders. The details of votes cast by the shareholders are given in the Annexure.

The scrutinizer's report of e-voting and ballot paper in the AGM venue along with Consolidated Report is also attached.

You are requested to please take the same on record.

Thanking you,

Yours faithfully,
For Graphite India Limited

M. B. Gadgil
Executive Director

Encl : as above.

d\from may2014 onwards\ stock exchange from July 2014

GRAPHITE INDIA LIMITED	
(REMOTE E-VOTING AND THROUGH BALLOT PAPER IN AGM)	
DATE OF AGM : 10.08.2016	
DETAILS OF VOTING RESULT	
Date of AGM	10-08-2016
Total number of shareholders on record date	101224
No. of Shareholders present in the meeting either in person or through proxy	805
Promoters and Promoter Group	7
Public:	798
No. of Shareholders present in the meeting either in person or through proxy	Not applicable for this AGM
Promoters amd Promoter Grpup	
Public:	
Agenda-wise disclosure	
The mode of voting for all resolutions was through e-voting and at AGM through Ballot Papers in AGM venue	



Graphite India Limited

Resolution Required : (Ordinary) — **1 - Adoption of Audited financial statements for the year ended March 31, 2016**

Whether promoter/ promoter group are interested in the agenda/resolution? — **No**

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	127417983	127415728	99.9982	127415728	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**127415728**	**99.9982**	**127415728**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	38955097	30695968	78.7983	30695968	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**30695968**	**78.7983**	**30695968**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	29002514	5156	0.0178	5057	99	98.0799	1.9201
	Poll		531	0.0018	498	33	93.7853	6.2147
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**5687**	**0.0196**	**5555**	**132**	97.6789	2.3211
Total		**195375594**	**158117383**	**80.9300**	**158117251**	**132**	99.9999	0.0001



Graphite India Limited

Resolution Required : (Ordinary) — **2 - Declaration of interim dividend on equity shares as final dividend for the said year.**

Whether promoter/ promoter group are interested in the agenda/resolution? — **No**

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	127417983	127415728	99.9982	127415728	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**127415728**	**99.9982**	**127415728**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	38955097	30695968	78.7983	30695968	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**30695968**	**78.7983**	**30695968**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	29002514	5156	0.0178	5156	0	100.0000	0.0000
	Poll		531	0.0018	498	33	93.7853	6.2147
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**5687**	**0.0196**	**5654**	**33**	99.4197	0.5803
Total		**195375594**	**158117383**	**80.9300**	**158117350**	**33**	100.0000	0.0000

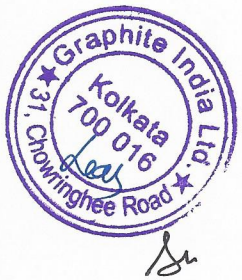
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Graphite India Limited

Resolution Required : (Ordinary) — **3 - Re-appointment of Mr. K. K. Bangur, director retiring by rotation**

Whether promoter/ promoter group are interested in the agenda/resolution? — **Yes**

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	127417983	127415728	99.9982	127415728	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**127415728**	**99.9982**	**127415728**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	38955097	30695968	78.7983	30659368	36600	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**30695968**	**78.7983**	**30659368**	**36600**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	29002514	3863	0.0133	3764	99	97.4372	2.5628
	Poll		531	0.0018	498	33	93.7853	6.2147
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**4394**	**0.0152**	**4262**	**132**	96.9959	3.0041
Total		**195375594**	**158116090**	**80.9293**	**158079358**	**36732**	99.9768	0.0232



Graphite India Limited

Resolution Required : (Ordinary)

4 - Ratify appointment of Price Waterhouse, Chartered Accountants as Auditors and fixation of remuneration thereof.

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	127417983	127415728	99.9982	127415728	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**127415728**	**99.9982**	**127415728**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	38955097	30695968	78.7983	23195968	7500000	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**30695968**	**78.7983**	**23195968**	**7500000**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	29002514	5156	0.0178	5041	115	97.7696	2.2304
	Poll		531	0.0018	498	33	93.7853	6.2147
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**5687**	**0.0196**	**5539**	**148**	97.3976	2.6024
Total		**195375594**	**158117383**	**80.9300**	**150617235**	**7500148**	95.2566	4.7434

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Graphite India Limited

Resolution Required : (Special) — **5 - Appointment of Mrs. Shalini Kamath as an Independent Director**

Whether promoter/ promoter group are interested in the agenda/resolution? — **No**

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	127417983	127415728	99.9982	127415728	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**127415728**	**99.9982**	**127415728**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	38955097	30695968	78.7983	30695968	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**30695968**	**78.7983**	**30695968**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	29002514	3863	0.0133	3748	115	97.0230	2.9770
	Poll		531	0.0018	498	33	93.7853	6.2147
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**4394**	**0.0152**	**4246**	**148**	96.6318	3.3682
Total		**195375594**	**158116090**	**80.9293**	**158115942**	**148**	99.9999	0.0001

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Graphite India Limited

Resolution Required : (Special) — **6 - Payment of remuneration to Cost Auditors**

Whether promoter/ promoter group are interested in the agenda/resolution? — **No**

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	127417983	127415728	99.9982	127415728	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**127415728**	**99.9982**	**127415728**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	38955097	30695968	78.7983	30695968	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**30695968**	**78.7983**	**30695968**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	29002514	5156	0.0178	5041	115	97.7696	2.2304
	Poll		531	0.0018	498	33	93.7853	6.2147
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**5687**	**0.0196**	**5539**	**148**	97.3976	2.6024
Total		**195375594**	**158117383**	**80.9300**	**158117235**	**148**	99.9999	0.0001



Graphite India Limited

Resolution Required : (Special) — **7 - Issue of NCDs upto Rs. 500 crore on private placement basis**

Whether promoter/ promoter group are interested in the agenda/resolution? — **No**

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	127417983	127415728	99.9982	127415728	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**127415728**	**99.9982**	**127415728**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	38955097	30695968	78.7983	30695968	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**30695968**	**78.7983**	**30695968**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	29002514	5116	0.0176	5001	115	97.7522	2.2478
	Poll		531	0.0018	498	33	93.7853	6.2147
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**5647**	**0.0195**	**5499**	**148**	97.3791	2.6209
Total		**195375594**	**158117343**	**80.9299**	**158117195**	**148**	99.9999	0.0001

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Email: ps@gravityinfotech.com

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 41st Annual General Meeting of the Members of
Graphite India Limited (the Company)
held on 10th August, 2016 at
Kala Mandir Auditorium (Sangit Kala Mandir Trust)
48, Shakespeare Sarani, Kolkata – 700 017

Dear Sir,

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 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 Annual General Meeting (AGM) of the members of the Company held on 10th August, 2016 at Kala Mandir 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 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 clauses (a) to (h) of 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 (and any physical ballots received by me from the shareholders of the Company) as provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by the Company to provide E-voting facility.
      ii. Voting conducted at the AGM by use of ballot / polling paper.

4. Further to the above, I submit my report as under:-
   i) The e-voting period remained open from Sunday, 7th August, 2016 (9.00 am) and ended on Tuesday, 9th August, 2016 (5:00 p.m.).

   ii) The members of the Company as on the "cut-off" date i.e. 3rd August, 2016 were entitled to vote on the resolutions (items nos. 01 to 07) as set out in the Notice dated 12th May, 2016, 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 ballot / polling paper.

   iv) Immediately after the conclusion of voting at the AGM, the votes cast at the AGM were verified and counted.

P.S. & ASSOCIATES * KOLKATA * COMPANY SECRETARIES *

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Tel: +91 33 2280-9045 Fax: +91 33 2287-6329
Email: ps@gravityinfotech.com

v) Thereafter, the votes cast through remote e-voting were unblocked on 11th August, 2016 in the presence of 2 witnesses, Ms. Sohini Roy and Mr. Manas Ranjan 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: Sohini Roy

Name: Ms. Sohini Roy

Witness No 2.

Signature: Manas Ranjan Das

Mr. Manas Ranjan Das

vi) Thereafter, the results of the resolutions that were put to vote at the AGM, have been generated by consolidating the voting at the AGM and remote e-voting and are as under:

Total Nos of valid Folios that have cast their vote		:	**83**
Breakup:			
Through remote e-voting	*60*		
Voting at the AGM	*23*		
Total No of Shares representing the 83 valid folios that have voted		:	**158117383**
Breakup:			
Through remote e-voting	*158116852*		
Voting at the AGM	*531*		
Total No of Folios who have voted through physical ballot forms or ballot/ polling paper but are declared invalid		:	**08**
Breakup:			
Through physical ballot forms	***Nil***		
Through ballot/ polling paper	***08***		
Total No of Shares representing the 08 invalid folios declared invalid		:	**-**
Breakup:			
Through physical ballot forms	*Nil*		
Through ballot/ polling paper	*Data not given in ballot paper*		

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Email: ps@gravityinfotech.com

Item No. 1:-

Ordinary Resolution for Adoption of Audited financial statements (including Audited Consolidated Financial Statements) of the Company, for the year ended March 31, 2016 and the reports of the Directors and 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**	*158116753*	*498*	158117251	99.99992
Number of votes cast **against**	*99*	*33*	132	0.00008
Number of votes that **abstained**	*0*	*0*	0	0
Total	***158116852***	***531***	**158117383**	**100.00000**

Item No. 2:-

Ordinary Resolution for declaration of Interim dividend paid on Equity Shares for the year ended 31st March, 2016 as final dividend for the said year.

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**	*158116852*	*498*	158117350	99.99998
Number of votes cast **against**	*0*	*33*	33	0.00002
Number of votes that **abstained**	*0*	*0*	0	0
Total	***158116852***	***531***	**158117383**	**100.00000**

Item No. 3:-

Ordinary Resolution for re-appointment of Mr. K.K. Bangur, 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**	*158078860*	*498*	158079358	99.976
Number of votes cast **against**	*36699*	*33*	36732	0.023
Number of votes that **abstained**	*1293*	*0*	1293	0.001
Total	***158116852***	***531***	**158117383**	**100.000**

Item No. 4:-

Ordinary Resolution to ratify appointment of Price Waterhouse, Chartered Accountants as Auditors of the Company from conclusion of the AGM till conclusion of the 42nd AGM of the Company and fixation of remuneration thereof.

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**	*150616737*	*498*	150617235	95.2566
Number of votes cast **against**	*7500115*	*33*	7500148	04.7434
Number of votes that **abstained**	*0*	*0*	0	0
Total	***158116852***	***531***	**158117383**	**100.0000**

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Email: ps@gravityinfotech.com

Special Business:

Item No. 5:-
Ordinary Resolution for Appointment of Mrs. Shalini Kamath as a Director and an Independent Director.

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**	*158115444*	*498*	158115942	99.9991
Number of votes cast **against**	*115*	*33*	148	0.0001
Number of votes that **abstained**	*1293*	*0*	1293	0.0008
Total	***158116852***	***531***	**158117383**	**100.0000**

Item No. 6:-
Ordinary Resolution for Payment of remuneration to Cost Auditors for f.y. ended 31st March, 2017.

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**	*158116737*	*498*	158117235	99.9999
Number of votes cast **against**	*115*	*33*	148	0.0001
Number of votes that **abstained**	*0*	*0*	0	0
Total	***158116852***	***531***	**158117383**	**100.0000**

Item No. 7:-
Special Resolution for Issue of NCDs upto Rs. 500 crore for cash at par 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**	*158116697*	*498*	158117195	99.99988
Number of votes cast **against**	*115*	*33*	148	0.00009
Number of votes that **abstained**	*40*	*0*	40	0.00003
Total	***158116852***	***531***	**158117383**	**100.00000**

Thanking You,

For P.S. & Associates

(Swati Bajaj), Partner
C.P.No : 3502, ACS: 13216
Date: 11th August, 2016.

PS & ASSOCIATES * COMPANY SECRETARIES * KOLKATA