

Details of Voting Results

Date of the AGM (39 th)	August 12, 2014
Total number of shareholders on record date (i.e. July 04, 2014 – cut-off date for e-voting purpose):	104414
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	15 823
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	-NA-

Agenda – wise

The Mode of voting for all resolutions was through E-voting and assent/ dissent Ballot Form.

Resolution 1: Adoption of Audited Financial Statements for the year ended 31.03.14 and the statement of Profit & Loss for the year ended on that date together with the Directors' Report and Auditors' Report thereon. (Ordinary Resolution)

Promoter / Public	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$3 = \frac{(2)}{(1)} * 100$	4	5	$6 = \frac{(4)}{(2)} * 100$	$7 = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	127113392	127111137	99.998	127111137	0	100	0
Public – Institutional holders	35783415	28450747	79.508	28450747	0	100	0
Public – Others	32478787	15342	0.047	11996	3346	78.191	21.809
Total	195375594	155577226	79.630	155573880	3346	99.998	0.002



Resolution 2: Declaration of Dividend on Equity Shares @ Rs. 3.5/- per Equity Share. (Ordinary Resolution)

Promoter / Public	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$3=\frac{(2)}{(1)}*100$	4	5	$6=\frac{(4)}{(2)}*100$	$7=\frac{(5)}{(2)}*100$
Promoter and Promoter Group	127113392	127111137	99.998	127111137	0	100	0
Public – Institutional holders	35783415	28450747	79.508	28450747	0	100	0
Public – Others	32478787	15342	0.047	14412	930	93.938	6.062
Total	195375594	155577226	79.630	155576296	930	99.999	0.001

Resolution 3: Appointment of a Director in place of Mr. K K Bangur, who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

Promoter / Public	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$3=\frac{(2)}{(1)}*100$	4	5	$6=\frac{(4)}{(2)}*100$	$7=\frac{(5)}{(2)}*100$
Promoter and Promoter Group	127113392	127111137	99.998	127111137	0	100	0
Public – Institutional holders	35783415	28450747	79.508	27295485	1155262	95.939	4.061
Public – Others	32478787	14049	0.043	8583	5466	61.093	38.907
Total	195375594	155575933	79.629	154415205	1160728	99.254	0.746

Resolution 4: Appointment of Price Waterhouse, Chartered Accountants as Auditors of the Company for a period of three years w.e.f. 1st April, 2014 and ending on 31st March, 2017 and to fix their remuneration. (Ordinary Resolution)

Promoter / Public	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$3=\frac{(2)}{(1)}*100$	4	5	$6=\frac{(4)}{(2)}*100$	$7=\frac{(5)}{(2)}*100$
Promoter and Promoter Group	127113392	127111137	99.998	127111137	0	100	0
Public – Institutional holders	35783415	28450747	79.508	28450747	0	100	0
Public – Others	32478787	15340	0.047	10503	4837	68.468	31.532
Total	195375594	155577224	79.630	155572387	4837	99.997	0.003



Resolution 5: Appointment of Mr. Sanjiv Goenka as an Independent Director of the Company for a period of five years from 01.04.2014, not liable to retire by rotation. (Ordinary Resolution)

Promoter / Public	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$3=[(2)/(1)]*100$	4	5	$6=[(4)/(2)]*100$	$7=[(5)/(2)]*100$
Promoter and Promoter Group	127113392	127111137	99.998	127111137	0	100	0
Public – Institutional holders	35783415	28329047	79.168	15720302	12608745	55.492	44.508
Public – Others	32478787	13816	0.043	11390	2426	82.441	17.559
Total	195375594	155454000	79.567	142842829	12611171	91.888	8.112

Resolution 6: Appointment of Mr. N. S. Damani as an Independent Director of the Company for a period of five years from 01.04.2014, not liable to retire by rotation. (Ordinary Resolution)

Promoter / Public	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$3=[(2)/(1)]*100$	4	5	$6=[(4)/(2)]*100$	$7=[(5)/(2)]*100$
Promoter and Promoter Group	127113392	127111137	99.998	127111137	0	100	0
Public – Institutional holders	35783415	28444605	79.491	28444605	0	100	0
Public – Others	32478787	20191	0.062	14676	5515	72.686	27.314
Total	195375594	155575933	79.629	155570418	5515	99.996	0.004

Resolution 7: Appointment of Mr. A V Lodha as an Independent Director of the Company for a period of five years from 01.04.2014, not liable to retire by rotation. (Ordinary Resolution)

Promoter / Public	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$3=[(2)/(1)]*100$	4	5	$6=[(4)/(2)]*100$	$7=[(5)/(2)]*100$
Promoter and Promoter Group	127113392	127111137	99.998	127111137	0	100	0
Public – Institutional holders	35783415	28444605	79.491	20997143	7447462	73.818	26.182
Public – Others	32478787	20191	0.062	14682	5509	72.716	27.284
Total	195375594	155575933	79.629	148122962	7452971	95.209	4.791



Resolution 8: Appointment of Mr. P. K. Khaitan as an Independent Director of the Company for a period of five years from 01.04.2014, not liable to retire by rotation. (Ordinary Resolution)

Promoter / Public	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$3=[(2)/(1)]*100$	4	5	$6=[(4)/(2)]*100$	$7=[(5)/(2)]*100$
Promoter and Promoter Group	127113392	127111137	99.998	127111137	0	100	0
Public – Institutional holders	35783415	28444605	79.491	8388398	20056207	29.490	70.510
Public – Others	32478787	19958	0.061	14580	5378	73.053	26.947
Total	195375594	155575700	79.629	135514115	20061585	87.105	12.895

Resolution 9: Appointment of Dr. R Srinivasan as an Independent Director of the Company for a period of five years from 01.04.2014, not liable to retire by rotation. (Ordinary Resolution)

Promoter / Public	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$3=[(2)/(1)]*100$	4	5	$6=[(4)/(2)]*100$	$7=[(5)/(2)]*100$
Promoter and Promoter Group	127113392	127111137	99.998	127111137	0	100	0
Public – Institutional holders	35783415	28444605	79.491	20997143	7447462	73.818	26.182
Public – Others	32478787	20091	0.062	14306	5785	71.206	28.794
Total	195375594	155575833	79.629	148122586	7453247	95.209	4.791

Resolution 10: Appointment of Mr. N Venkataramani as an Independent Director of the Company for a period of five years from 01.04.2014, not liable to retire by rotation. (Ordinary Resolution)

Promoter / Public	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$3=[(2)/(1)]*100$	4	5	$6=[(4)/(2)]*100$	$7=[(5)/(2)]*100$
Promoter and Promoter Group	127113392	127111137	99.998	127111137	0	100	0
Public – Institutional holders	35783415	28444605	79.491	28444605	0	100	0
Public – Others	32478787	20191	0.062	14502	5689	71.824	28.176
Total	195375594	155575933	79.629	155570244	5689	99.996	0.004



Resolution 11: Consent u/s 180 (1) (a) of Companies Act, 2013 for Creation of Charge on the assets of the company upto a limit of Rs. 2000 Crore. (Special Resolution)

Promoter / Public	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$3=\frac{(2)}{(1)}*100$	4	5	$6=\frac{(4)}{(2)}*100$	$7=\frac{(5)}{(2)}*100$
Promoter and Promoter Group	127113392	127111137	99.998	127111137	0	100	0
Public – Institutional holders	35783415	28444605	79.491	28444605	0	100	0
Public – Others	32478787	21482	0.066	16781	4701	78.117	21.883
Total	195375594	155577224	79.630	155572523	4701	99.997	0.003

Resolution 12: Consent u/s 180 (1) (c) of Companies Act, 2013 for borrowings not exceeding sum of Rs.2000 crore. (Special Resolution)

Promoter / Public	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$3=\frac{(2)}{(1)}*100$	4	5	$6=\frac{(4)}{(2)}*100$	$7=\frac{(5)}{(2)}*100$
Promoter and Promoter Group	127113392	127111137	99.998	127111137	0	100	0
Public – Institutional holders	35783415	28444605	79.491	28444605	0	100	0
Public – Others	32478787	21484	0.066	16702	4782	77.742	22.258
Total	195375594	155577226	79.630	155572444	4782	99.997	0.003

Resolution 13: Consent u/s 94 of Companies Act, 2013 for keeping Register of Members etc in Mumbai. (Special Resolution)

Promoter / Public	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$3=\frac{(2)}{(1)}*100$	4	5	$6=\frac{(4)}{(2)}*100$	$7=\frac{(5)}{(2)}*100$
Promoter and Promoter Group	127113392	127111137	99.998	127111137	0	100	0
Public – Institutional holders	35783415	28444605	79.491	28444605	0	100	0
Public – Others	32478787	21384	0.066	17507	3877	81.870	18.130
Total	195375594	155577126	79.630	155573249	3877	99.998	0.002



Resolution 14: Re-appointment of Mr. M. B. Gadgil as Whole-time Director for a period of five years effective from 01.07.2014. (Ordinary Resolution)

Promoter / Public	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$3=[(2)/(1)]*100$	4	5	$6=[(4)/(2)]*100$	$7=[(5)/(2)]*100$
Promoter and Promoter Group	127113392	127111137	99.998	127111137	0	100	0
Public – Institutional holders	35783415	28444605	79.491	28444605	0	100	0
Public – Others	32478787	20175	0.062	15634	4541	77.492	22.508
Total	195375594	155575917	79.629	155571376	4541	99.997	0.003

Resolution 15: Ratification of remuneration payable to the Cost Auditors of the various divisions/ plants of the Company. (Ordinary Resolution)

Promoter / Public	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	1	2	$3=[(2)/(1)]*100$	4	5	$6=[(4)/(2)]*100$	$7=[(5)/(2)]*100$
Promoter and Promoter Group	127113392	127111137	99.998	127111137	0	100	0
Public – Institutional holders	35783415	28444605	79.491	28444605	0	100	0
Public – Others	32478787	21468	0.066	18118	3350	84.395	15.605
Total	195375594	155577210	79.630	155573860	3350	99.998	0.002

NOTE: All the aforesaid 15 resolutions were passed with requisite majority.



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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 Lakhota 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 Lakhota

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



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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

