

Format for Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

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| 1. | Name of the Target Company (TC) | GRAPHITE INDIA LIMITED |
| 2. | Name of the acquirer(s) | EMERALD COMPANY LIMITED |
| 3. | Name of the stock exchange where shares of the TC are listed | 1. NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE) 2. BSE LIMITED (BSE) |
| 4. | Details of the transaction including rationale, if any, for the transfer/ acquisition of shares. | <p>Pursuant to scheme of amalgamation of (1) The Bond Company Limited, (2) Guardian Leasing Limited, (3) Likhani Leasing Limited, (4) H. L. Investment Company Limited, (5) D. C. Mercantile Private Limited, (6) SCL Investments Private Limited, (7) Tandem Fiscal Services Limited, and (8) Uttam Fiscal Services Limited (transferors) with Emerald Company Limited (transferee) duly sanctioned by Hon'ble High Court at Calcutta vide order dated 16.05.2014 which became effective from 03.07.2014.</p> <p>The Transferor Companies from Sl. No. (1) to (6) above and the Transferee Company are part of the Promoter group of Graphite India Ltd. There will be no change in the total shareholding of Promoter and Promoter Group pursuant to above scheme.</p> <p>The Transferor Companies at Sl. No. (7) and (8) do not hold any shares in Graphite India Ltd.</p> |
| 5. | Relevant regulation under which the acquirer is exempted from making open offer. | Regulation 10(1)(d)(iii) |

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| 6. | Whether disclosure of proposed acquisition was required to be made under regulation 10(5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange. | Not Applicable | |
| 7. | Details of acquisition | Disclosures required to be made under regulation 10(5) | Whether the disclosures under regulation 10(5) are actually made |
| a. | Name of the transferor / seller | N.A | |
| b. | Date of acquisition | N.A | |
| c. | Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above | N.A | |
| d. | Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC | N.A | |
| e. | Price at which shares are proposed to be acquired / actually acquired | N.A | |

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| 8. | Shareholding details | Pre-Transaction | | Post-Transaction | |
|----|--|--------------------|-----------------------------------|--------------------|-----------------------------------|
| | | No. of shares held | % w.r.t total share capital of TC | No. of shares held | % w.r.t total share capital of TC |
| a | <p>Each Acquirer / Transferee (*) Emerald Company Limited (Through Direct Acquisition)</p> <p>Note : If Indirect acquisition is also taken into consideration, then post transaction Emerald Company Limited holding would be 114526864 shares (58.619%)</p> | 2,05,84,781 | 10.536% | 11,32,56,219 | 57.968% |
| b | <p>Each Seller / Transferor</p> <p><u>Direct Acquisition</u></p> <p>1. The Bond Company Limited 18260710 9.347% 0 0%</p> <p>2. Guardian Leasing Limited 2642373 1.352% 0 0%</p> <p>3. Likhmi Leasing Limited 55870000 28.596% 0 0%</p> <p>4. H. L. Investment Company Ltd. 14397450 7.369% 0 0%</p> <p>5. D. C. Mercantile Private Ltd. 90905 0.046% 0 0%</p> <p>6. SCL Investments Private Ltd <u>1410000</u> <u>0.722%</u> <u>0</u> <u>0%</u></p> <p style="text-align: right;">Total <u>92671438</u> <u>47.432%</u> <u>0</u> <u>0%</u></p> <p><u>Indirect Acquisition</u></p> <p>1. Shree Laxmi Agents Limited ** 884000 0.453% 884000 0.453%</p> <p>2. Carbo-Ceramics Limited ** <u>386645</u> <u>0.198%</u> <u>386645</u> <u>0.198%</u></p> <p style="text-align: right;">Total 1270645 0.651% 1270645 0.651%</p> <p style="text-align: right;">TOTAL 9,39,42,083 48.083% 12,70,645 0.651%</p> | | | | |
| | <p>** Shree Laxmi Agents Limited and Carbo-Ceramics Limited have been shown as sellers/transferees even though shares held by them have not been actually transferred/sold to Emerald Company Limited. Pursuant to the scheme these two companies have become subsidiaries of the acquirer/Emerald Company Limited and thus acquirer has acquired indirect control over the shares held by these two companies in the Target Company.</p> <p>There will be no change in total shareholding of Promoter and Promoter Group pursuant to above scheme.</p> | | | | |

For Emerald Company Limited

Place: Kolkata

Date: 18.07.14

Note:

(*) Shareholding of each entity shall be shown separately and then collectively in a group.


Director