



GRAPHITE INDIA LIMITED

BAKHTAWAR, 2ND FLOOR, NARIMAN POINT, MUMBAI 400 021.
PHONE : (022) 2288 6418-20, FAX : (022) 2202 8833
E-MAIL : gilbakt@graphiteindia.com

GIL:SEC:18/19: 134
February 22, 2019

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
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/Madam,


Sub: Notice of Postal Ballot and Newspaper advertisement for despatch of Notice of the Postal Ballot

In continuation to our letter dated 12th February 2019 whereby we had informed you of the schedule of Postal Ballot/Remote e-voting, we are enclosing herewith copies of Notice of Postal Ballot/Ballot form sent to shareholders and newspaper advertisements confirming dispatch of notice of the postal ballot. The advertisements appeared in the Business Standard (English) and Aajkaal (Bengali) on 22nd February 2019.

The Postal Ballot Notice and newspaper advertisement for dispatch of Notice of Postal Ballot are also made available on our website www.graphiteindia.com.

Thanking you,

Yours faithfully,
For Graphite India Limited


B. Shiva
Company Secretary

D:\From April 2018\Stock Exchange letters.docx



Graphite India Limited

(CIN: L10101WB1974PLC094602)

Regd Office: 31, Chowringhee Road, Kolkata 700 016

Tel: +91 33 4002 9600 Fax: +91 33 4002 9676

Website: www.graphiteindia.com 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 Shareholder(s),

NOTICE is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Companies Act**") read with Rule 22 and other provisions of the Companies (Management and Administration) Rules, 2014 (the "**Postal Ballot Rules**"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, to the Members of Graphite India Limited (the "**Company**"), that the resolutions appended below are proposed to be passed by way of Postal Ballot / e-voting.

The proposed resolutions along with the explanatory statements thereto setting out the material facts and reasons thereof are enclosed for your consideration along with a Postal Ballot Form and a self-addressed postage pre-paid envelope (if posted in India).

1) To re-appoint Mr. P K Khaitan as an Independent Director and if thought fit, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. P K Khaitan (DIN: 00004821), who was appointed as an Independent Director for a term of five(5) consecutive years from 1st April 2014 up to 31st March 2019, being eligible, be and is hereby re-appointed as a Non - Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five(5) consecutive years i.e. from 1st April 2019 up to 31st March 2024".

2) To consider continuance of Mr. J D Curavala as a Non-Executive Director from 1st April 2019 and if thought fit to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members, be and is hereby accorded to Mr. J D Curavala (DIN: 00277426), to continue as a Non-Executive (Non Independent) Director of the Company from 1st April 2019 till the date he retires by rotation in the next Annual General Meeting of the Company ."

By Order of the Board of Directors

Kolkata
February 06, 2019

B Shiva
Company Secretary

Notes:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business set out above is annexed herewith.
2. Members are requested to exercise their voting right by either using the attached Postal Ballot Form or through remote e-voting.
3. Notice is being sent to all the members of the Company, whose names appear in the Register of Members and list of beneficial owners as received from the Depositories viz. National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on the close of business hours on Wednesday, February 13, 2019 and these members will be entitled to participate in the postal ballot and remote e-voting. Any person who is not a member on the above said date should treat this Notice for information purpose only. Notice shall also be available on the website of the Company i.e. www.graphiteindia.com.
4. In accordance with the provisions of Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form). Further, physical copies of the Postal Ballot Notice are being sent by permitted mode (i.e. through registered / speed post or courier), along with a postage-prepaid self-addressed Business Reply Envelope to all the members of the Company.
5. Documents referred to in the Notice will be available for inspection by the shareholders at the Company's Registered Office at 31 Chowringhee Road, Kolkata 700016 on any working day excluding Saturdays, Sundays and Bank holidays between 11:00 AM and 1:00 PM up to the date of declaration of the results of voting by Postal Ballot and e-voting.
6. The dispatch of the Postal Ballot Notice, along with the Explanatory Statement and the Postal Ballot Form will be announced through advertisement in at least one English newspaper having country wide circulation and one Bengali newspaper with wide circulation in the state of West Bengal where the Registered Office of the Company is situated, and published on the website of the Company.
7. For voting by Postal Ballot, the Members are requested to carefully read the instructions printed on the separately enclosed Postal Ballot Form. The duly completed and signed Postal Ballot Form should be posted in the enclosed self-addressed postage pre-paid envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 5.00 PM on Saturday, March 23, 2019.
8. In accordance with Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rule, 2014, the Company is pleased to provide remote e-voting facility ("**e-voting**") as an option to its Members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form by post. The Company has engaged the services of Central Depository Services (India) Ltd (**CDSL**), to provide e-voting facilities. It may be noted that e-voting is optional. If a member has opted for e-voting, then he/she should not vote by physical Postal Ballot also and vice-versa. However, in case members cast their vote both via physical Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid. The e-voting facility will be available at the link www.evotingindia.com during the voting period mentioned below. In case a member is desirous of obtaining a printed Postal Ballot form, kindly send an email to corp_secy@graphiteindia.com or letter at the registered office of the Company.

Commencement of e-voting	from 9.00 AM on Friday, February 22, 2019.
End of e-voting	at 5.00 PM on Saturday, March 23, 2019.

E-voting shall not be allowed beyond 5.00 PM on March 23, 2019. The e-voting module shall be disabled by CDSL for voting thereafter. During the e-voting period, members of the Company, holding shares either in physical form or in dematerialized form, as on February 13, 2019 may cast their vote electronically.

10. Members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail
11. The member(s) whose email ID is not registered with the Company / Depository Participant(s) and not having user ID and Password may follow instruction no. (v) of the instructions for e-voting given below.
12. The instructions for shareholders voting electronically are as under:

The voting period begins on Friday, February 22, 2019 at 9.00 a.m. and ends on Saturday, March 23, 2019 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, February 13, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders should log on to the e-voting website www.evotingindia.com.

- (i) Click on Shareholders/Members
- (ii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iii) Next enter the Image Verification as displayed and Click on Login.
- (iv) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (v) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (ii).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of Graphite India Limited on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xvii) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

13. Mrs. Swati Bajaj, Partner, M/s. P.S. & Associates, Practicing Company Secretaries, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process and voting through Ballot Paper, in a fair and transparent manner. The Scrutinizer’s decision on the validity of the Postal Ballot and E-Voting shall be final.
14. The Results of voting by Postal Ballot and E-Voting will be announced by Wednesday, March 27, 2019 at the Registered office of the Company and will be posted on the website of the Company www.graphiteindia.com and service providers website (www.evotingindia.com) besides being communicated to the Stock Exchanges.[.com](http://www.evotingindia.com)

By Order of the Board
For Graphite India Limited

Kolkata
February 06, 2019

B.Shiva
Company Secretary

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013
RELATING TO THE AFORESAID RESOLUTIONS

ITEM NO. 1

In terms of Section 149(10) of the Companies Act 2013 (“Act”), an Independent Director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for reappointment on passing of a special resolution by the company for a second term of up to five years. Further, in terms of Regulation 17 (1A) (effective from 1st April 2019), inserted vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018 in SEBI (Listing, Obligations and Disclosure Requirements) Regulations 2015 (“LODR”) no listed company can appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Mr. P K Khaitan, age 77 years (DIN:00004821) was appointed as an Independent Director (Non-Executive) of the Company for a period of five (5) years from 1st April 2014, at the 39th Annual General Meeting held on 12th August, 2014. His current term as an Independent Director of the company ends on 31st March 2019. The Nomination and Remuneration Committee on the basis of performance evaluation has recommended re- appointment of Mr. P K Khaitan as a Non-Executive Independent Director for a second term of five consecutive years on the Board of the Company from 1st April 2019. The Board of Directors (“Board”), in its meeting held on February 06, 2019 reviewed the declaration made by Mr. P K Khaitan that he meets the criteria of independence as provided in Section 149(6) of the Act and under “LODR” and was of opinion that he fulfills the conditions specified in the Act, the rules made there-under and in LODR and is independent of the management. The Board accordingly re-appointed him as a Non – Executive Independent Director not liable to retire by rotation for a further period of five years from 1st April 2019 up to 31st March, 2024. His vast and varied experience in the legal field justifies his re-appointment and continuance as an Independent Director of the Company. His contribution towards deliberations in Board / Committee meetings have been beneficial to the Company and the Company looks up to him for advice on various legal and regulatory issues being faced. The special resolution is accordingly recommended for approval of the members. The above may also be regarded as an appropriate disclosure under the Act and LODR.

Except Mr. P K Khaitan, none of the Directors nor Key Managerial Personnel or their relatives are concerned or interested, whether financially or otherwise in the said resolution.

ITEM NO. 2

Mr. J D Curavala, age 79 years (DIN 00277426) who retired by rotation in the 42nd Annual General Meeting of the Company held on 04th August 2017 was re-appointed as Non-Executive Director (Non Independent) by the members of the Company in the said meeting. He holds office as a Director till the date of the 44th Annual General Meeting of the Company that would be held on a day between July – September 2019.

In terms of Regulation 17 (1A) inserted vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018 (effective from 1st April 2019) in SEBI (Listing, Obligations and Disclosure Requirements) Regulations 2015 (“LODR”), no listed company can appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Mr. J D Curavala cannot continue as a Director from 1st April 2019, unless the members approve his continuance from 1st April 2019 till the date of his retirement by rotation in the 44th Annual General Meeting that would be held on a day between July – September 2019. Mr. J D Curavala, a Commerce, Law graduate and a qualified Chartered Accountant has good knowledge and experience in the finance, accounting, administration and business operations. His knowledge of the steel industry helps the Company in the working of the Powmex steels division, His contribution towards deliberations in Board / Audit Committee meetings have been beneficial to the Company and the Company looks up to him for advice regularly. The special resolution is accordingly recommended by the Board of Directors for approval of the members. The above may also be regarded as an appropriate disclosure under the Act and LODR.

Except Mr. J D Curavala, none of the Directors nor Key Managerial Personnel or their relatives are concerned or interested, whether financially or otherwise in the said resolution.

By Order of the Board of Directors

Kolkata
February 06, 2019

B Shiva
Company Secretary

Details relating to Directors proposed to be re-appointed / continued

Mr. Pradip Kumar Khaitan (DIN 00004821), aged 77 years, is B. Com, LL.B. and Attorney-at-law (Bell Chambers Gold Medalist). He has professional Affiliations with Bar Council of India, Bar Council of West Bengal, Indian Council of Arbitration, New Delhi and Incorporated Law Society of Calcutta. Mr. Khaitan is the Senior Partner of Khaitan & Co. and is widely regarded as amongst the most influential legal practitioners in India. With over 50 years of experience, Mr. Khaitan has advised on a wide range of transactions. Mr. Khaitan's practice includes advising domestic business houses and International Corporations, Banks, Development Agencies and Governments on all aspects of commercial and corporate laws, taxation, joint ventures, IPOs, mergers & demergers, corporate governance, restructuring and insolvency issues. He regularly advises on strategic decisions and sensitive commercial and legal issues. He is Chairman of "Nomination and Remuneration Committee" and a member of "Stakeholders Relationship Committee" and "Committee of Borrowings" of the Company. He does not hold any shares in the Company. Mr. P K Khaitan is not related to any director or Key Managerial Personnel of the Company.

Other Directorships

Sr. No.	Name of the Companies	Committee membership	Position
	Listed		
1.	CESC Limited	Nomination & Remuneration Committee	Chairman
		Finance & Forex Committee	Member
		Project Management Committee	Member
		Audit Committee	Member
		Restructuring Committee	Member
		Risk Management Committee	Chairman
2.	Dhunseri Ventures Limited	Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Chairman
3.	Electrosteel Castings Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
4.	Emami Limited	Nil	Nil
5.	Firstsource Solutions Limited	Nil	Nil
6.	India Glycols Limited	Audit Committee	Chairman
		Nomination and Remuneration Committee	Chairman
		Corporate Social Responsibility Committee	Member
		Committee of Directors	Member
		Ethics Committee under Code of Conduct for Directors & Senior Management	Chairman
		Risk Management Committee	Member
		Stakeholders' Relationship Committee	Chairman
7.	Odisha Cement Limited	Audit Cum Risk Management Committee	Member
		Nomination & Remuneration Committee	Member
	Unlisted		
	Woodlands Multispeciality Hospital Limited	Share Allotment Committee	Chairman
		Audit Committee	Member
		Nomination and Remuneration Committee	Member

Mr. J D Curravala, ((DIN 00277426) aged 78 years is Commerce and Law graduate and a qualified Chartered Accountant having wide experience in finance, accounting, administration and business operations. He is presently Managing Director of GKW Ltd. He is a member of the "Audit Committee" and "Investment Committee" of the Company. He holds 4750 equity shares of the Company. Mr. J D Curravala is not related to any director or Key Managerial Personnel of the Company.

Other Directorship

Sr. No.	Name of Company	Committee membership	Position
	Listed		
1.	GKW Limited – Managing Director	Risk Management Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
		Committee of Directors	Chairman
		Transfer Committee	Member



Graphite India Limited

(CIN: L10101WB1974PLC094602)

Regd. Office: 31, Chowringhee Road, Kolkata 700 016.

Tel: +91 3340029600 Fax: +91 3340029676

Website: www.graphiteindia.com Email: gilro@graphiteindia.com

POSTAL BALLOT FORM

Serial No.:

Name and Registered Address of the sole / first named Member	
Name(s) of Joint-Holder(s), if any	
Registered Folio No. /DP ID No. /Client ID No.* (*Applicable to Members holding shares in dematerialized form)	
Number of equity shares held	

I/We hereby exercise my/our vote in respect of the resolutions to be passed through Postal Ballot for the business stated in the Notice dated February 06, 2019 by recording my/our assent/dissent to the said resolutions by placing the tick mark (✓) in the appropriate boxes below.

Item No.	Particulars of Resolutions	Type of Resolutions	No. of shares held	[For]	[Against]
				I/We assent to the Resolution	I/We dissent to the Resolution
SPECIAL BUSINESS					
1.	Re-appointment of Mr. P K Khaitan as a Non-Executive Independent Director from 1 st April 2019 till 31 st March 2024.	Special Resolution			
2.	Continuance of Mr. J D Curavala as a Non-Executive Non-Independent Director from 1 st April 2019 till date of the next AGM of the Company.	Special Resolution			

Place:

Date:

Signature of the Member

Note: Please read instructions printed overleaf carefully before exercising your vote and also refer procedure and instructions for e-voting given in the notice attached herewith.

E-VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	*Default PAN
190211002		

- Please use your PAN for e-voting in case you have registered the same with the Company / Depository Participant.
- In case your PAN is not registered please use (*) Default PAN given in the table above.

Instructions for Ballot Voting

1. This Postal Ballot Form is provided for the benefit of members who do not have access to e-voting facility.
2. A Member can opt for one mode of voting i.e. either through e-voting or by Postal Ballot Form. If a Member cast votes by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Notice of Postal Ballot which is despatched / e-mailed to the members whose names appear in the Register of Members as on close of business hours on Wednesday, **February 13, 2019**. The Notice of Postal Ballot has also been placed on the Website of the Company viz. www.graphiteindia.com and on CDSL website viz. www.cdslindia.com.
4. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through Postal Ballot Form to declare the final result for the resolution forming part of the Notice of Postal Ballot.
5. Voting Rights in the Postal Ballot Form / e-voting cannot be exercised by proxy.
6. A member desiring to exercise vote by Postal Ballot should complete and sign this Postal Ballot Form as per the Specimen Signature Registered with the Company / Depository Participant and send it to the Scrutinizer in the attached postage prepaid self-addressed Business Reply envelope. However, envelope containing Postal Ballot Forms, if sent by courier/deposited in person at the expenses of the registered member will also be accepted.
7. In case of Joint holding, the Form should be completed and signed by the first named shareholder and in his /her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a member mentioning the registration no of the POA registered with the company or enclosing a certified copy of the POA.
8. The votes should be cast either in favour or against the resolution by putting the tick (**v**) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick (**v**) in both the columns will render the form invalid.
9. The Voting Rights of members shall be in proportion of the share(s) held by them in the paid-up equity share capital of the Company as on **Wednesday, February 13, 2019**.
10. Voting will commence on **Friday, February 22, 2019 at 9.00 a.m.** and end on **Saturday, March 23, 2019 at 5.00 p.m.**
11. Duly completed Postal Ballot Form should reach the Scrutinizer not later than **5.00 p.m. on Saturday, March 23, 2019**. All Postal Ballot Forms received after the date will be strictly treated as if the reply from such shareholder has not been received.
12. In respect of shares held by Corporate and Institution shareholders (Companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
13. Unsigned or incomplete or incorrectly filled Postal Ballot Forms will be rejected. A Ballot Form shall also be rejected if it is received in torn or mutilated condition. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
14. Members are requested not to send any other matter/document along with the Postal Ballot Form in the enclosed self-addressed envelope. The scrutinizer would destroy any extraneous paper found in such envelope.
15. A shareholder may request for duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in point 11 above.

-Graphite India Limited

**GRAPHITE INDIA LIMITED**

Regd. Off: 31, Chowringhee Road, Kolkata 700 016

CIN: L10101WB1974PLC094602

WEBSITE: www.graphiteindia.com EMAIL: gilro@graphiteindia.com

POSTAL BALLOT NOTICE

Members are hereby informed that pursuant to section 110 and other applicable provisions of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, Graphite India Limited (the "Company") seeks their approval by way of postal ballot and remote e-voting in respect of resolutions as set out in the postal notice dated February 6, 2019. The Company has on February 21, 2019 completed the dispatch of the Postal Ballot Notice along with the postal Ballot Form to all the shareholders whose names appear in the Register of Members/ List of Beneficial Owners as on February 13, 2019 ("Cut-off Date"). The postal ballot Notices are sent (a) through electronic mail to the shareholders whose email IDs are registered with their Depository Participants/the Company's Registrar and Transfer Agent and (b) through Physical mode, along with a postage-prepaid self-addressed Business Reply Envelope to those shareholders whose email IDs are not registered. The postal ballot Notices are sent for seeking approval of the shareholders of the Company by Postal Ballot including voting by electronic means (remote voting), for the matters mentioned below. The voting rights of the shareholders shall be reckoned on the basis of the equity share of the Company held by them as on the cut-off Date. Any person who is not a shareholder of the Company as on the Cut-off Date shall treat the postal Ballot Notice for information purpose only.

Item No.	Description of the Resolution
1.	Special Resolution - Re-appointment of Mr. P K Khaitan as a Non-Executive Independent Director from 1st April 2019 till 31st March 2024.
2.	Special Resolution - Continuance of Mr. J D Curavala as a Non-Executive Non-Independent Director from 1st April 2019 till date of the next AGM of the Company.

In compliance with the provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and regulations 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing remote e-voting facility to the shareholders to cast their vote by electronic means on all the resolutions set forth in the Postal Ballot Notice. The Company has engaged the service of Central Depository Services Limited ("CDSL") for the purpose of providing remote e-voting facility to all its shareholders. Shareholders are requested to note that the voting, both through postal ballot and through electronic mode shall commence from February 22, 2019 (09:00 AM) and shall end on March 23, 2019 (05:00 PM). The remote e-voting facility will be disabled by CDSL thereafter.

The Board of Directors has appointed Ms. Swati Bajaj, Partner PS & Associates, Practicing Company Secretaries as the scrutinizers for conducting the Postal Ballot/ remote e-voting process in a fair and transparent manner. Shareholders are requested to note that the duly completed and signed Postal Ballot Forms should reach the Scrutinizer not later than 5:00 PM on March 23, 2019. Postal Ballot Forms received after the close of working hours on March 23, 2019 (5:00 PM) will be considered as invalid.

Shareholders may opt for only one mode of voting i.e. either by physical Ballot or remote e-voting. In case a shareholder has voted through remote e-voting as well as the Postal Ballot form, the vote cast through remote e-voting shall be considered valid and the vote cast through physical ballot shall be treated as invalid.

Shareholders who are registered with CDSL for remote e-voting, can use their existing user ID and password for casting votes. Any shareholder who does not receive the postal Ballot Form may either send an e-mail to corp_secy@graphiteindia.com or may apply to the Registrar and share Transfer Agent of the Company and obtain duplicate postal ballot form. The Postal Ballot Notice and the Postal Ballot Form can also be downloaded from the Company's website www.graphiteindia.com or www.evotingindia.com the website of CDSL. In case of any queries or issues regarding e-voting, shareholders may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

The result of the Postal Ballot shall be communicated to the stock exchanges, depository and shall also be displayed on the Company's website, www.graphiteindia.com and on the website of CDSL i.e. www.evotingindia.com.

Members having any grievance connected with e-voting may contact Mr. Rakesh Dalvi, Designation: Manager, Address: Central Depository Services (India) Limited A Wing, 25th floor, Marathon Futurex, N M Joshi Marg, Lower Parel (East) Mumbai - 400 013. Phone No. 1800225533, Email id: helpdesk.evoting@cdslindia.com.

Kolkata
Date : February 21, 2019For Graphite India Limited
B Shiva
Company Secretary



গ্রাফাইট ইন্ডিয়া লিমিটেড

রেজিঃ অফিস: ৩১, টোরঙ্গি রোড, কলকাতা-৭০০০১৬

CIN: L10101WB1974PLC094602

ওয়েবসাইট: www.graphiteindia.com ই-মেল: gilro@graphiteindia.com

পোস্টাল ব্যালট নোটিস

কোম্পানিজ (ম্যানেজমেন্ট অ্যান্ড অ্যাডমিনিস্ট্রেশন) রুলস ২০১৪-র সঙ্গে পঠনীয় কোম্পানিজ অ্যাক্ট ২০১৩ এবং সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ বোর্ড অফ ইন্ডিয়া (লিস্টিং অবলিগেশন অ্যান্ড ডিসক্লোজার রিকোয়ারমেন্টস) রেগুলেশনস ২০১৫-র রেগুলেশন ৪৪ অনুযায়ী সদস্যদের এতদ্বারা জানানো হচ্ছে যে গ্রাফাইট ইন্ডিয়া লিমিটেড (কোম্পানি) ০৬ ফেব্রুয়ারি ২০১৯-এ পোস্টাল নোটিশে প্রদত্ত প্রস্তাব সাপেক্ষে পোস্টাল ব্যালট ও রিমোট ই-ভোটিং মারফত তাদের অনুমোদন চাইছে। ২১ ফেব্রুয়ারি ২০১৯-এ কোম্পানি পোস্টাল ব্যালট নোটিস ও পোস্টাল ব্যালট ফর্ম সকল শেয়ারধারককে পাঠানোর কাজ শেষ করেছে যাদের নাম ১৩ ফেব্রুয়ারি ২০১৯ (নির্ণায়ক তারিখ)-এ সদস্য রেজিস্টার/সুবিধাভোগী মালিকদের তালিকায় রয়েছে। পোস্টাল ব্যালট বিজ্ঞপ্তি পাঠানো হয়েছে (ক) বৈদ্যুতিন মেলে। যাদের ই-মেল আইডি ডিপোজিটরি পার্টিসিপ্যান্ট/ কোম্পানির রেজিস্টার ও ট্রান্সফার এজেন্টদের কাছে নথিভুক্ত আছে এবং (খ) বাস্তবিকভাবে, সঙ্গে প্রদত্ত ডাকমাণ্ডল প্রদত্ত স্বীকৃতিসহ বিজনেস রিপ্লাই খাম, যাদের ই-মেল রেজিস্টার্ড নয়। পোস্টাল ব্যালট বিজ্ঞপ্তি পাঠানো হয়েছে নিম্নোক্ত বিষয়ে পোস্টাল ব্যালট সহ বৈদ্যুতিন মাধ্যম (রিমোট ই-ভোটিং)-এর দ্বারা অনুমোদন চেয়ে। শেয়ারধারকদের ভোটারিকায় হবে নির্ণায়ক তারিখে তাদের অধীনে থাকা কোম্পানির ইকুইটি শেয়ারের ভিত্তিতে। নির্ণায়ক তারিখে কোম্পানির শেয়ার হোল্ডার না হলে এটি কেবল তথ্য বলে ধরতে হবে।

ক্রম নং	প্রস্তাব বর্ণনা
১.	বিশেষ প্রস্তাব- মিঃ পি কে খৈতানের একজন নন এক্সিকিউটিভ ইনডিপেন্ডেন্ট ডিরেক্টর হিসেবে ১ এপ্রিল ২০১৯ থেকে ৩১ মার্চ ২০২৪ পর্যন্ত পূর্ণনিয়োগ
২.	বিশেষ প্রস্তাব- মিঃ জে ডি কুরাভালার একজন নন এক্সিকিউটিভ নন ইনডিপেন্ডেন্ট ডিরেক্টর হিসেবে ১ এপ্রিল ২০১৯ থেকে কোম্পানির পরবর্তী এ জি এম পর্যন্ত বহাল থাকা

কোম্পানিজ (ম্যানেজমেন্ট অ্যান্ড অ্যাডমিনিস্ট্রেশন) রুলস ২০১৪-এর সঙ্গে পঠনীয় কোম্পানিজ অ্যাক্ট ২০১৩-র ১০৮ ধারা এবং সেবি (লিস্টিং অবলিগেশন অ্যান্ড ডিসক্লোজার রিকোয়ারমেন্টস) রেগুলেশনস ২০১৫-এর ৪৪ রেগুলেশন মাসিক কোম্পানি সদস্যদের নোটিসের সব বিষয়ে ই-ভোটিং সুবিধা দেবে। কোম্পানি শেয়ারধারকদের সেন্ট্রাল ডিপোজিটরি সার্ভিসেস লিমিটেড (সিডিএসএল)-এর মাধ্যমে রিমোট ই-ভোটিং পরিষেবা দেবে।

শেয়ারহোল্ডারদের লক্ষ্য করতে অনুরোধ করা হচ্ছে যে, পোস্টাল ব্যালট এবং ইলেকট্রনিক পদ্ধতিতে ভোট শুরু হয়ে ২২ ফেব্রুয়ারি, ২০১৯ (সকাল ৯টা) থেকে এবং শেষ হবে ২৩ মার্চ, ২০১৯ (বিকেল ৫টা)। তারপরে সি ডি এস এল রিমোট ই-ভোটিং-এর সুবিধা বন্ধ করে দেবে। স্বচ্ছ এবং মসৃণভাবে পোস্টাল ব্যালট/রিমোট ই-ভোটিং প্রক্রিয়া পরিচালনার জন্য দেবে। স্বচ্ছ এবং মসৃণভাবে পোস্টাল ব্যালট/রিমোট ই-ভোটিং প্রক্রিয়া পরিচালনার জন্য বোর্ড অফ ডিরেক্টর্স, মিস স্বাভী বাজাজ, পার্টনার পি এস অ্যান্ড অ্যাসোসিয়েটস, প্র্যাকটিসিং কোম্পানি সেক্রেটারিকে জুটিনাইজার হিসাবে নিয়োগ করেছে। শেয়ারহোল্ডারদের লক্ষ্য রাখতে অনুরোধ করা হচ্ছে যে, সঠিকভাবে পূরণ করা এবং স্বাক্ষর করা পোস্টাল ব্যালট ফর্ম ২৩ মার্চ, ২০১৯-এর বিকেল ৫টার পূর্বে অবশ্যই জুটিনাইজার-এর কাছে পৌঁছানো চাই। ২৩ মার্চ, ২০১৯ (বিকেল ৫টা) তারিখে কাজের সময়ের পরে গৃহীত পোস্টাল ব্যালট ফর্ম অবৈধ বলে বিবেচিত হবে।

শেয়ারহোল্ডারগণ ভোটিং-এর কেবলমাত্র একটি পদ্ধতি পছন্দ করতে পারেন অর্থাৎ বাস্তবিক ব্যালট বা রিমোট ই-ভোটিং। যদি কোন শেয়ারহোল্ডার রিমোট ই-ভোটিং এবং পোস্টাল ব্যালট ফর্ম-এর মাধ্যমে ভোট দেন তাহলে রিমোট ই-ভোটিং এর দেওয়া ভোট বৈধ বলে বিবেচিত হবে এবং বাস্তবিক ব্যালটের ভোট অবৈধ হিসাবে বিবেচিত হবে।

শেয়ারহোল্ডারগণ যারা রিমোট ই-ভোটিং এর জন্য সি ডি এস এল-তে রেজিস্টার্ড তারা ভোট দেওয়ার জন্য তাদের বর্তমান ইউজার আই ডি এবং পাস ওয়ার্ড ব্যবহার করতে পারেন। কোনও শেয়ারহোল্ডার যদি তিনি পোস্টাল ব্যালট ফর্ম না পেয়ে থাকেন তাহলে corp_secy@graphiteindia.com-তে ই-মেইল পাঠাতে পারেন বা কোম্পানির রেজিস্টার এবং শেয়ার ট্রান্সফার এজেন্ট-এর নিকট আবেদন করতে পারেন এবং ডুপ্লিকেট ব্যালট ফর্ম পেতে পারেন।

পোস্টাল ব্যালট নোটিস এবং পোস্টাল ব্যালট ফর্ম কোম্পানির ওয়েবসাইট www.graphiteindia.com বা সি ডি এস এল-এর ওয়েবসাইট www.evotingindia.com থেকে ডাউনলোড করতে পারেন। ই-ভোটিং বিষয়ে কোনও জিজ্ঞাসা থাকলে শেয়ারহোল্ডারগণ ফ্রিকোয়েন্টলি আস্কড কোয়েশ্চনস (এফ এ কিউ এস) দেখতে পারেন এবং হেল্প সেকশনের অধীনে www.evotingindia.com-তে ই-ভোটিং ম্যানুয়াল পাওয়া যাবে বা ই-মেইল করুন : helpdesk.evoting@cdslindia.com পোস্টাল ব্যালটের ফলাফল স্টক এক্সচেঞ্জ, ডিপোজিটরিকে জানানো হবে এবং কোম্পানির ওয়েবসাইট www.graphiteindia.com এবং সি ডি এস এল ওয়েবসাইট www.evotingindia.com-তে পাওয়া যাবে।

ই-ভোটিং সম্পর্কিত সদস্যদের কোন অভিযোগ থাকলে যোগাযোগ করুন: মিঃ রাকেশ দালভি, পদমর্যাদা: ম্যানেজার, ঠিকানা: সেন্ট্রাল ডিপোজিটরি সার্ভিসেস (ইন্ডিয়া) লিমিটেড, এ উইং, ২৬তম তল, ম্যারাথন ফিউচারেস, এন এম যোশী মার্গ, লোয়ার পারেল (ইস্ট), মুম্বই- ৪০০ ০১৩, ফোন নং ১৮০০২২৫৫৩৩, E mail ID : helpdesk.evoting@cdslindia.com

গ্রাফাইট ইন্ডিয়া লিমিটেড-এর পক্ষে

কলকাতা

তারিখ: ২১ ফেব্রুয়ারি, ২০১৯

বি শিবা

কোম্পানি সেক্রেটারি