



GRAPHITE INDIA LIMITED



BOARD OF DIRECTORS

Mr. K. K. Bangur, Chairman
Mr. P. K. Khaitan
Mr. S. Goenka
Mr. N. S. Damani
Mr. A. V. Lodha
Dr. R. Srinivasan
Mr. D. J. Balaji Rao
Mr. J. D. Curravala
Mr. N. Venkataramani
Mr. M. B. Gadgil, Executive Director

COMPANY SECRETARY

Mr. B. Shiva

AUDITORS

Price Waterhouse

SOLICITORS

Khaitan & Co.
Orr, Dignam & Co.

BANKERS

Bank of India
Canara Bank
Citibank N.A.
Corporation Bank
HDFC Bank Limited
ICICI Bank Limited
IDBI Bank Limited
ING Vysya Bank Limited
State Bank of India
The Hongkong and Shanghai Banking Corporation Limited
UCO Bank

REGISTERED OFFICE

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Phone No. : +9133 22265755/2334/4942, 40029600
Fax No. : (033)22496420
CIN : L10101WB1974PLC094602
Email : corp_secy@graphiteindia.com
Website : www.graphiteindia.com

NOTICE

NOTICE is hereby given that the Thirty Ninth ANNUAL GENERAL MEETING of the members of Graphite India Limited will be held on Tuesday, the 12th day of August, 2014 at 2.00 p.m. at Kala Kunj Auditorium (Sangit Kala Mandir Trust), 48, Shakespeare Sarani, Kolkata - 700 017 to transact the following business :

ORDINARY BUSINESS

1. 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.
2. To declare dividend on Equity Shares for the year ended 31st March, 2014.
3. 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.
4. To appoint Auditors of the Company and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution.

RESOLVED that pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E) retiring Auditors of the Company, be and are hereby appointed as Auditors of the Company for a period of three (3) years, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 42nd Annual General Meeting of the Company, to audit the accounts for three consecutive financial years beginning on 1st April, 2014 and ending on 31st March, 2017, on such remuneration as shall be fixed by the Board of Directors in consultation with the Auditors.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:
RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Sanjiv Goenka (DIN-00074796), be and is hereby appointed as an Independent Director of the Company, for a period of five (5) years from 1st April, 2014, not liable to retire by rotation.
6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:
RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. N S Damani, (DIN-00058396), be and is hereby appointed as an Independent Director of the Company, for a period of five (5) years from 1st April, 2014, not liable to retire by rotation.
7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:
RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. A V Lodha, (DIN-00036158), be and is hereby appointed as an Independent Director of the Company, for a period of five (5) years from 1st April, 2014, not liable to retire by rotation.
8. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:
RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. P K Khaitan (DIN-00004821) be and is hereby appointed as an Independent Director of the Company, for a period of five (5) years from 1st April, 2014, not liable to retire by rotation.
9. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:
RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) Dr. R Srinivasan (DIN-00003968) be and is hereby appointed as an Independent Director of the Company, for a period of five (5) years from 1st April, 2014, not liable to retire by rotation.
10. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:
RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other

applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. N Venkataramani (DIN-00367193) be and is hereby appointed as an Independent Director of the Company, for a period of five (5) years from 1st April, 2014, not liable to retire by rotation.

11. To consider and if thought fit, to pass the following resolution with or without modification, as a Special Resolution:

RESOLVED THAT consent of the Company be and is hereby accorded in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, for mortgaging and or charging by the Board of Directors (the "Board") of the Company by way of a charge of all or any of the immovable/ movable properties of the Company wheresoever situated, present and future and the whole or substantially the whole of the undertaking/s of the Company together with power to take over management of the business and concern of the Company in certain events, to or in favour of the consortium of banks financing the working capital requirements of the Company and/ or any other financial institutions/investment institutions/banks or their Agent/s or Trustee/s, if any from whom financial assistances are/would be availed by the Company to secure amounts lent and advanced/agreed to be lent and advanced to the Company by them either severally or jointly upto a limit of Rs. 2000 crore (Rupees Two Thousand crores only) by way of loan (Foreign Currency or Rupee), subscription to debentures, any other instruments etc., together with interest thereon at the respective agreed rates, compound interest, additional interest, commitment charges, guarantee commission, remuneration payable to the Trustees, if any, costs, charges, expenses and other monies payable to all such financial institutions/investment institutions/banks etc. in respect of financial assistance availed/to be availed from them or to the Trustees.

RESOLVED FURTHER THAT the charge/mortgage in favour of the consortium of banks/financial institutions/investment institutions/banks etc. as aforesaid shall rank pari-passu or subordinate or subservient to the existing or future charges already created/to be created in favour of the consortium of banks / financial institutions/investments institutions/Debtenture Trustees/banks/any other authority as may be decided by the Board in consultation with the said lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise with the lenders, the debenture holders, their Agents or Trustees, the deeds and documents for creating the aforesaid mortgage and/or charge and to do all such acts and things as may be necessary for giving effect to the aforesaid resolution.

12. To consider and if thought fit, to pass the following resolution with or without modification, as a Special Resolution:

RESOLVED THAT consent of the Company be and is hereby accorded under the provisions of Section 180 (1) (c) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company (the "Board") borrowing from time to time of such further sums of money as they may deem requisite for the purposes of the business of the Company, notwithstanding that monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount upto which monies may be borrowed by the Board and outstanding shall not exceed the sum of Rs. 2000 crore (Rupees Two Thousand crores only) at any point of time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and things as may be necessary for giving effect to the aforesaid resolution.

13. To consider and if thought fit, to pass the following resolution with or without modification, as a Special Resolution:

RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company under the provisions of sections 94 of the Companies Act, 2013 (the "Act") for keeping the Register of Members, Debentureholders, other security holders together with the Index of Members, Index of Debentureholders, other security holders (as required and maintained under section 88 of the Act) and copies of all annual returns prepared as also the copies of certificates and documents required to be annexed thereto (pursuant to section 92 of the Act) at the office of the Registrars & Share Transfer Agents, Link Intime India Pvt. Ltd., C-13 Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai 400 078 instead of at the Registered office of the Company at 31, Chowringhee Road, Kolkata 700 016.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be authorized to do all such acts and things, including filing necessary intimation with the Registrar of Companies, as may be necessary for giving effect to the aforesaid resolution.

14. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the decision of the Board of Directors ("Board") of the Company upon recommendation of the Remuneration Committee (renamed now as Nomination & Remuneration Committee) and pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, read with Section 198 of the Companies Act, 2013 and the rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, consent of the Company, be and is hereby accorded to the

re-appointment of 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, on the terms and conditions of re-appointment and remuneration as contained in the Letter of Appointment dated 11th June, 2014, details of which are provided in the explanatory statement annexed to the notice convening the annual general meeting.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee / Board of Directors be and are hereby authorised to alter and vary such terms of re-appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Nomination & Remuneration Committee / Board of Directors and Mr. M B Gadgil.

RESOLVED FURTHER THAT in the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Executive Director shall be governed by Section II of Part II of Schedule V to the Companies Act, 2013 or any statutory modification thereof and the same shall be treated as the minimum remuneration payable to the said Executive Director.

15. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT the remuneration payable to the Cost Auditors of the various divisions / plants of the Company to conduct the audit of the cost accounting records maintained for the financial year ending March 31, 2015 as approved by the Board of Directors of the Company, on the recommendation of the Audit Committee and as detailed hereunder be and is hereby ratified.

Name of the Cost Auditors / Firm Registration No.	Location	@Remuneration in Rs.
Shome & Banerjee-Kolkata Reg. No. 000001	Durgapur, Bangalore Plant and Captive Power Plants	300,000
DBK Associates - Pune Reg. No. 00325	Satpur, Ambad, Gonde & Captive Power Plants	200,000
B G Chowdhury & Co. - Kolkata Reg. No. 000064	Barauni	50,000
Mani & Co. - Kolkata Reg. No. 000004	Powmex Steel Division	40,000
N Radhakrishnan & Co. - Kolkata Reg. No. 00056	1.5 MW Link Canal	30,000

@ plus service tax and reimbursement of out of pocket expenses

By Order of the Board
For Graphite India Limited

Kolkata
June 12, 2014

B. Shiva
Company Secretary

NOTES:

- The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and the additional information pursuant to clause 49 of the Listing Agreement in respect of Directors proposed for re-appointment/ appointments at the Meeting are annexed hereto.
- A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting.
- Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
- The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 29th July, 2014 to Tuesday, 12th August, 2014 (both days inclusive).
- Dividend on Equity Shares when sanctioned will be made payable to those shareholders whose name stand on the Company's Register of Members on 29th July, 2014. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership as per details furnished by the depositories for this purpose. Dividend on equity shares, if declared at the meeting will be paid/despached by 26th August, 2014.
- Members are hereby informed that dividends which remain unclaimed/ unencashed over a period of 7 years have to be transferred by the Company to the Investor Education & Protection Fund (IEPF) established by the Central Government

under Sec. 205(C) of the Companies Act, 1956. Unclaimed / un-encashed dividend (Final dividend) declared by the Company for the year ended 31st March, 2007 would be transferred to the said fund in the last week of August, 2014.

Shareholders are advised to send all the unencashed dividend warrants to the Registered Office/ Mumbai office of the Company for revalidation and encash them immediately. Unclaimed/ Unencashed dividend upto the years ended 31st March, 2006 and Interim Dividend 2006-07 have already been transferred to the IEPF.

- g. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on August 5, 2013 (date of last Annual General Meeting) on the website of the Company (www.graphiteindia.com) as also on the Ministry of Corporate Affairs website (www.mca.gov.in)
- h. Members/Proxies should fill in the Attendance Slip for attending the meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting. Members are requested to affix their signature at the space provided in the attendance slip with complete details including the Folio No. annexed to the proxy form and hand over the slip at the entrance of the place of meeting.
- i. Members are requested to notify change in their address, if any, immediately to the Company's Registrar, Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mill Compound, L B S Marg, Bhandup (W), Mumbai 400 078 or to their Kolkata office at 59C, Chowringhee Road, 3rd Floor, Kolkata 700 020.
- j. All the documents referred in the accompanying notice will be available for inspection at the Registered Office of the Company between 10:00 a.m. and 2:00 p.m. on all working days till the date of ensuing Annual General Meeting.
- k. In terms of Rule 18 of the Companies (Management and Administration) Rules, 2014, a company may give notice through electronic mode addressing to the person entitled to receive such e-mail as per the records of the company or as provided by the depository, provided that the company shall provide an advance opportunity at least once in a financial year, to the members to register their e-mail address and changes therein and such request may be made by only those members who have not got their email id recorded or to update a fresh email id and not from the members whose e-mail ids are already registered.

In view of the above, the Company hereby request members who have not updated their email IDs to update the same with their respective Depository Participant(s) or Link Intime Private Limited, Registrar and Transfer Agent (R&T) of the Company. Further, members holding shares in electronic mode also requested to ensure to keep their email addresses updated with the Depository Participants / R&T of the Company. Members holding shares in physical mode are also requested to update their email addresses by writing to the R&T of the Company quoting their folio number(s).

- l. In terms of Sections 107 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is providing the facility to its Members holding shares in physical or dematerialized form as on the cut-off date, being 4th July, 2014 to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. Details of the process and manner of e-voting along with the User ID and Password is being sent to all the Members along with the Notice.
- m. Ballot form for voting is also being sent alongwith this notice to the members to enable those who do not have access to e-voting facility to cast their vote on the resolutions, to be approved at the 39th AGM, by sending their assent or dissent in writing.
- n. Mrs. Swati Bajaj, Partner, M/s P.S. & Associates, Practicing Company Secretaries, Kolkata has been appointed to act as the scrutinizer to scrutinize the voting process.
- o. The Results declared along with Scrutinizer's Report(s) will be available on the website of the Company (www.graphiteindia.com) and on Service Provider's website (<https://www.evotingindia.com>) within two (2) days of passing of the resolutions and communication of the same to the BSE Limited and the National Stock Exchange of India Limited.

By Order of the Board
For Graphite India Limited

Kolkata
June 12, 2014

B. Shiva
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 5

Mr. Sanjiv Goenka, who was last appointed as Director liable to retire by rotation, under Companies Act, 1956 by the members at the 35th Annual General Meeting held on 29th July, 2010 is liable to retire at this Annual General Meeting. In terms of Sections 149, 152 read with Schedule IV of the Companies Act, 2013 ("Act"), the Board of Directors ("Board")

have reviewed the declaration made by Mr. Sanjiv Goenka that he meets the criteria of independence as provided in Section 149(6) of the Act and the Board is of opinion that he fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management.

Mr. Goenka has been a director of the Company from 8th June, 2002. In terms of section 149(10) of the 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 further period of upto five years. Any tenure of an Independent Director on the date of commencement of the Act shall not be counted as a term.

In view of the above provisions, the proposal for appointment of Mr. Sanjiv Goenka as Independent Director, not liable to retire by rotation, for a period of five years from 1st April, 2014 has been put up for the approval of members. His vast and successful experience in industry justifies his appointment as an Independent Director of the Company. The resolution is accordingly recommended for approval of the members.

Except Mr. Sanjiv Goenka, none of the Directors nor Key Managerial Personnel or their relatives are concerned or interested, whether financially or otherwise in the above resolution.

ITEM NO. 6

Mr. N S Damani, who was last appointed as Director liable to retire by rotation, under Companies Act, 1956 by the members at the 36th Annual General Meeting held on 25th July, 2011 is liable to retire at this Annual General Meeting. In terms of Sections 149, 152 read with Schedule IV of the Companies Act, 2013("Act"), the Board of Directors ("Board") have reviewed the declaration made by Mr. N S Damani that he meets the criteria of independence as provided in Section 149(6) of the Act, and the Board is of opinion that he fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management.

Mr. N S Damani has been a director of the Company from 22nd February, 1993. In terms of section 149(10) of the Act, an Independent Director shall hold office for a term upto 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 further period of upto five years. Any tenure of an Independent Director on the date of commencement of the Act shall not be counted as a term.

In view of the above provisions, the proposal for appointment of Mr. N S Damani as Independent Director, not liable to retire by rotation, for a period of five years from 1st April, 2014 has been put up for the approval of members. His vast and successful experience in business justifies his appointment as an Independent Director of the Company. The resolution is accordingly recommended for approval of the members.

Except Mr. N S Damani, none of the Directors nor Key Managerial Personnel or their relatives are concerned or interested, whether financially or otherwise in the above resolution.

ITEM NO. 7

Mr. A V Lodha, who was last appointed as Director liable to retire by rotation, under Companies Act, 1956 by the members at the 36th Annual General Meeting held on 25th July, 2011 is liable to retire at this Annual General Meeting. In terms of Sections 149, 152 read with Schedule IV of the Companies Act, 2013("Act"), the Board of Directors ("Board") have reviewed the declaration made by Mr. A V Lodha that he meets the criteria of independence as provided in Section 149(6) of the Act and the Board is of opinion that he fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management.

Mr. A V Lodha has been a director of the Company from 29th December, 1992. In terms of section 149(10) of the Act, an Independent Director shall hold office for a term upto 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 further period of upto five years. Any tenure of an Independent Director on the date of commencement of the Act shall not be counted as a term.

In view of the above provisions, the proposal for appointment of Mr. A V Lodha as Independent Director, not liable to retire by rotation, for a period of five years from 1st April, 2014 has been put up for the approval of members. His vast and varied experience in accounting & financial fields justifies his appointment as an Independent Director of the Company. The resolution is accordingly recommended for approval of the members.

Except Mr. A V Lodha, none of the Directors nor Key Managerial Personnel or their relatives are concerned or interested, whether financially or otherwise in the above resolution.

ITEM NO. 8

Mr. P K Khaitan was last appointed as a Director of the Company at the 38th Annual General Meeting held on 5th August, 2013. In terms of Sections 149, 152 read with Schedule IV of the Companies Act, 2013("Act"), the Board of Directors ("Board") have 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 the Board is of opinion that he fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management.

Mr. P K Khaitan has been a director of the Company from 8th June, 2002. In terms of section 149(10) of the 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 further period of upto five years. Any tenure of an Independent Director on the date of commencement of the Act shall not be counted as a term.

In view of the above provisions, the proposal for his appointment as Independent Director, not liable to retire by rotation, for a period of five years from 1st April, 2014 has been put up for the approval of members. His vast and varied experience in the legal field justifies his appointment as an Independent Director of the Company. The resolution is accordingly recommended for approval of the members.

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 above resolution.

ITEM NO. 9

Dr. R Srinivasan was last appointed as a Director of the Company at the 37th Annual General Meeting held on 3rd August, 2012. In terms of Sections 149, 152 read with Schedule IV of the Companies Act, 2013 ("Act"), the Board of Directors ("Board") have reviewed the declaration made by Dr. R Srinivasan that he meets the criteria of independence as provided in Section 149(6) of the Act and the Board is of opinion that he fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management.

Dr. R Srinivasan has been a director of the Company from 12th October, 1993. In terms of section 149(10) of the 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 further period of upto five years. Any tenure of an Independent Director on the date of commencement of the Act shall not be counted as a term.

In view of the above provisions, the proposal for his appointment as Independent Director, not liable to retire by rotation, for a period of five years from 1st April, 2014 has been put up for the approval of members. His vast experience in banking and finance justifies his appointment as an Independent Director of the Company. The resolution is accordingly recommended for approval of the members.

Except Dr. R Srinivasan, none of the Directors nor Key Managerial Personnel or their relatives are concerned or interested, whether financially or otherwise in the above resolution.

ITEM NO. 10

Mr. N Venkataramani was last appointed as a Director of the Company at the 37th Annual General Meeting held on 3rd August, 2012. In terms of Sections 149, 152 read with Schedule IV of the Companies Act, 2013 ("Act"), the Board of Directors ("Board") have reviewed the declaration made by Mr. N Venkataramani that he meets the criteria of independence as provided in Section 149(6) of the Act and the Board is of opinion that he fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management.

Mr. N Venkataramani has been a director of the Company from 29th November, 2001 and was a Wholetime Director of the Company designated as Executive Director till 30th June, 2009. He was a non-independent director of the Company from 1st July, 2009 till 31st March, 2013 and became an Independent Director w.e.f. 1st April, 2013. In terms of section 149(10) of the 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 further period of upto five years. Any tenure of an Independent Director on the date of commencement of the Act shall not be counted as a term.

In view of the above provisions, the proposal for his appointment as Independent Director, not liable to retire by rotation, for a period of five years from 1st April, 2014 has been put up for the approval of members. His 'on the job' experience of working in the Company is of immense help to the Company, which justifies his appointment as an Independent Director of the Company. The resolution is accordingly recommended for approval of the members.

Except Mr. N Venkataramani, none of the Directors nor Key Managerial Personnel or their relatives are concerned or interested, whether financially or otherwise in the above resolution.

ITEM NO. 11

Approval of the members of the Company by way of an Ordinary Resolution was obtained to create security on the Company's immovable/movable assets in favour of its lenders under Section 293(1) (a) of the Companies Act, 1956 upto a limit of Rs.1500 crore in the Annual General Meeting held on 3rd August, 2012. Section 180 (1) of the Companies Act, 2013 now requires consent of the Company by way of a Special Resolution(s) be obtained in relation to certain powers exercised by the Board of the Company. It is accordingly proposed to obtain members approval by way of a Special Resolution authorizing the Board to create security on its immovable/movable assets upto a limit of Rs. 2000 crore in favour of its lenders.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, whether financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

ITEM No. 12

At the Annual General Meeting of the Company held on the 28th July, 2008, consent of the members by way of an Ordinary Resolution was obtained under section 293 (1) (d) of the Companies Act, 1956 authorising the Board of Directors to borrow up to a maximum amount of Rs.1500 crore, irrespective of the fact that such amount together with the moneys already borrowed by the Company (apart from temporary loans obtained from the bankers of the Company in the ordinary course of business) exceeded the aggregate of the paid-up share capital and free reserves of the Company. Section 180 (1) of the Companies Act, 2013 now requires that consent of the Company by way of a Special Resolution(s) be obtained in relation to certain powers exercised by the Board of the Company. It is therefore proposed to obtain consent of the Company by way of a Special Resolution authorizing the borrowings as aforesaid upto a limit of Rs.2000 crore. The resolution is proposed accordingly.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

ITEM No. 13

More than one tenth of the total number of members entered in the register of members reside in Mumbai. Pursuant to the provisions of Section 94 of the Companies Act, 2013 ("Act") it is proposed to keep and maintain the registers / records/ returns under sections 88 and 92 of the Act at the office of the Registrars and Share Transfer Agents of the Company which is located in Mumbai by passing special resolution by the members of the Company. As the main server of the Registrars and Share Transfer Agents are located in Mumbai, the resolution is proposed accordingly as a matter of abundant caution. The records as presently available in Kolkata would continue to be so available. Copy of the proposed special resolution will be submitted to the Registrar of Companies, West Bengal as per the requirement.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution.

ITEM No. 14

The Board of Directors of the Company ("Board"), upon the recommendation of the Remuneration Committee (now renamed as Nomination & Remuneration Committee), re-appointed Mr. M B Gadgil as the Whole-time Director of the Company designated as "Executive Director" vide Board Resolution dated 9th May, 2014 for a period of five years with effect from 1st July, 2014 at the remuneration and on the terms and conditions as contained in the Letter of Appointment dated 11th June, 2014.

The approval of the members is accordingly being sought for re-appointment and payment of remuneration to Mr. M B Gadgil as the Whole-time Director as per the resolution. Copy of the Letter of Appointment is open for inspection at the Registered Office of the Company on all working days of the Company between 10.00 a.m. to 2.00 pm on all working days upto the date of the meeting and also at the meeting. The resolution is accordingly recommended for approval of the members.

Mr. M B Gadgil aged 61 years is a qualified engineer and has completed business management studies. He has been with the Company since 1978 and has a rich experience in the graphite electrode industry. He holds 2000 equity shares of the Company. He was the 'President' of the Company prior to his elevation as Executive Director on July 1, 2009. He is not a director of any other company.

Except Mr. M B Gadgil, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution.

The abstract of the terms and conditions of appointment of Mr. M. B. Gadgil as Executive Director as contained in the said letter with memorandum of interest is set out below:

1. The re-appointment of Mr. M. B. Gadgil as a Whole-time Director designated as 'Executive Director' of the Company is for a period of five years w.e.f. 1st July, 2014.

Mr. M. B. Gadgil shall devote the whole of his time and attention to his services as Whole-time Director of the Company and shall under the superintendence, control and direction of the Board perform the duties and exercise the powers as may from time to time be entrusted to or conferred upon by the Board.

2. In consideration of his services as Executive Director, Mr. M. B. Gadgil shall receive the following by way of remuneration:

- (i) Salary : At the rate of Rs.385,000/- (Rupees Three lacs Eighty Five Thousand only) per month or such sum as may from time to time be determined by Nomination & Remuneration Committee/ Board.
- (ii) Perquisites : Such perquisites and allowances as are or may from time to time be allowed to senior Executives of the Company or as may from time to time be determined by the Nomination & Remuneration Committee/ Board.

(iii) Minimum Remuneration:

Notwithstanding anything herein contained, where in any financial year during the period of his office as Executive Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals if any, pay Mr. M B Gadgil such remuneration as may from time to time be determined and allocated by the Nomination & Remuneration Committee / Board depending upon the effective capital of the Company as per Section II of Part II of Schedule V of the Companies Act, 2013 ("Act") or any statutory modification or amendment thereof.

(iv) In addition to the above, he shall also be entitled to such commission, if any, as may be determined by the Nomination & Remuneration Committee / Board provided the aggregate of the salary, perquisites and commission for any financial year shall not exceed 5% of the net profits of the Company for that year computed in the manner referred to in Section 198 of the Act.

3. He shall be entitled to earned/ privilege leave on full pay and allowances as per the Rules of the Company.
4. Notwithstanding anything herein contained either party, shall be entitled to determine his appointment by giving three months' notice in writing in that behalf to the other party and on the expiry of the period of such notice, his appointment shall stand terminated. The Company shall also be entitled to terminate his appointment on giving him three months' salary as specified in clause 2(i) above in lieu of three month's notice required to be given under this clause.
5. The appointment and remuneration of Mr. M B Gadgil as the Whole-time Director of the Company (designated as "Executive Director") requires the approval of the members of the Company in general meeting in terms of paragraph (1) of Part III of Schedule V to the Act.
6. Mr. M. B. Gadgil as the Whole-time Director is concerned or interested in the resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 15

Upon the recommendation of Audit Committee, the Board of Directors of the Company approved appointment of the cost auditors for the various divisions/ plants of the Company on remuneration as detailed in the resolution. Ratification is sought from the members of the Company for payment of remuneration as approved by the Board and detailed in the resolution, pursuant to Rule 14 (a) (ii) of Companies (Audit and Auditors) Rules, 2014.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution.

Profile of Directors being appointed / re-appointed in the order of the items mentioned in the notice

Mr. K. K. Bangur aged 53 years, Chairman of the Company is an industrialist of repute. He has been exposed to business and industry at an early age and has more than 25 years of experience in managing the affairs of companies and its business activities. He has been a director of the Company since July 1988 and Chairman since July 1993. He is a past President of All India Organization of Employers (AIOE) and Member, Board of Governors of Indian Institute of Social Welfare and Business Management (IISWBM) and a past Chairman of Council of Indian Employers (CIE). He is a past President of Indian Chamber of Commerce, Kolkata and Executive Committee member of FICCI. He is Chairman of the Shareholders / Investors Grievance Committee (renamed now as 'Stakeholders Relationship Committee'), 'Committee for Borrowings' and 'Investment Committee' of the Company. As per Company records, he holds 510885 shares of the Company including 50500 equity shares held as Karta of HUF & 199505 equity shares on behalf of Family Welfare Trust.

Other Directorships

	Name of the Company	Position
1	The Bond Company Limited	Chairman
2	Carbon Finance Limited	Chairman
3	Emerald Company Limited	Chairman
4	H.L. Investment Co. Limited	Chairman
5	RPG Enterprises Limited	Director
6	Shree Laxmi Agents Limited	Chairman
7	West Bengal Properties Limited	Director
8	Innovative Properties Pvt. Limited	Chairman
9	The Marwar Textiles (Agency) Pvt. Ltd.,	Director

Committee Membership of other companies - NIL