



Graphite India Limited

ANNUAL REPORT
2015-16

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr K K Bangur, Chairman
Mr P K Khaitan
Mr N S Damani
Mr A V Lodha
Dr R Srinivasan
Mr Gaurav Swarup
Mr N Venkataramani
Mr J D Curavala
Mrs Shalini Kamath
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
Kotak Mahindra Bank Limited
State Bank of India
UCO Bank

REGISTERED OFFICE

31, Chowringhee Road, Kolkata 700 016
Phone No. : +9133 22265755/2334/4942, 40029600
Fax No. (033)22496420
CIN : L10101WB1974PLC094602
Email : corp_secy@graphiteindia.com
Website : www.graphiteindia.com

GRAPHITE INDIA LIMITED

Regd. Off: 31, Chowringhee Road, Kolkata 700 016
CIN: L10101WB1974PLC094602 Website: www.graphiteindia.com

NOTICE is hereby given that the Forty First ANNUAL GENERAL MEETING of the members of Graphite India Limited will be held on Wednesday, the 10th day of August, 2016 at 3:45 p.m. at Kala Mandir 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 (including audited consolidated financial statements) of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To declare Interim dividend paid on Equity Shares for the year ended 31st March, 2016 as final dividend for the said year.
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 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) the appointment of Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E) as Auditors of the Company for a period of 3 (three) years i.e. till the conclusion of the 42nd Annual General Meeting (AGM) of the Company, which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the Forty Second AGM of the Company to be held in the year 2017, at such remuneration plus service tax and out of pocket expenses as shall be fixed by the Board of Directors in consultation with the Auditors.

SPECIAL BUSINESS

5. To appoint Mrs. Shalini Kamath (DIN: 06993314) as a Director and an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

RESOLVED THAT Mrs. Shalini Kamath (DIN: 06993314) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed a Director of the Company.

FURTHER RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, Mrs. Shalini Kamath (DIN: 06993314), who has submitted a declaration that she meets the criteria for independence as provided in Section 149 (6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for 5 (five) consecutive years for a term from 10th August, 2016 upto 9th August, 2021.

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 Section 148 (3) and other applicable provisions, if any of the Companies Act, 2013 and Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) / or re-enactment(s) thereof for the time being in force) 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, 2017 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 (Lead Auditor) | Durgapur, Bangalore Plant and Captive Power Plants and 1.5 MW Link Canal Power plant at Mandya | 3,30,000 |
| DBK Associates Pune Reg. No. 00325 | Satpur, Ambad, Gonde & Captive Power Plants | 2,00,000 |
| B G Chowdhury & Co. Kolkata Reg. No. 000064 | Barauni | 50,000 |
| N Radhakrishnan & Co. Kolkata Reg. No. 00056 | Powmex Steels division | 40,000 |

@ plus service tax and reimbursement of out of pocket expenses

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

RESOLVED THAT pursuant to Section 42 of Companies Act, 2013 and Rule 14(2) (a) Companies (Prospectus & Allotment of Securities Rules) 2014 and other provisions / rules as may be applicable and subject wherever required to the guidelines and / or approval of the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI) and subject to such other approvals and consents of the concerned authorities as required by law, and subject to such conditions, modifications and stipulations as may be imposed under the said approvals, permissions and consents which the Board of Directors of the Company (Board) be and is hereby authorized to accept, to create, issue and allot Non-convertible Debentures (hereinafter referred to as NCDs) upto an aggregate amount of Rs.500 crore (Rupees Five Hundred crore) (Nominal value of each NCD to be decided by the Board) in one or more series / tranches for subscription for cash at par on private placement basis on terms and conditions based on evaluation by the Board of market conditions as may be prevalent from time to time as may be determined and considered proper and most beneficial to the Company including without limitation as to when the NCDs are to be issued, consideration, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental there.

FURTHER RESOLVED THAT for the purpose of giving effect to this Special Resolution, the Board be and is hereby authorized to issue such directions as it may think fit and proper, including directions for settling all questions and difficulties that may arise in regard to the creation, offer, issue, terms and conditions of issue, allotment of the NCDs, nature of security, if any, appointment of Trustees and do all such acts, deeds, matters and things of whatsoever nature as the Board, in its absolute discretion, consider necessary, expedient, usual or proper.

FURTHER RESOLVED THAT the Board shall have the right at any time to modify, amend any of the terms and conditions contained in the Offer Documents, Application Forms etc. notwithstanding the fact that approval of the concerned authorities in respect thereof may have been obtained subject, however, to the condition that on any such change, modification or amendment being decided upon by the Board, obtaining requisite approval, permission, authorities etc. from the concerned authorities is required.

FURTHER RESOLVED THAT all or any of the powers as conferred on the Board by the above resolutions be exercised by the Board or any Committee or by any Director as the Board may authorize in this behalf.

By Order of the Board
For Graphite India Limited

Kolkata
May 12, 2016

B. Shiva
Company Secretary

NOTES:

- The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and the additional information pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 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 Thursday, the 4th August, 2016 to Wednesday, the 10th August, 2016 (both days inclusive).
- Interim dividend paid @ Rs.2/- per share has been recommended for declaration to be final dividend for the year ended 31st March, 2016.
- 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. Outstanding unclaimed / unencashed fractional entitlement upon merger of Powmex Steels division of GKW Ltd. with the Company would be transferred to the said fund in last week of July, 2016.

Unclaimed / unencashed dividend (Final dividend) declared by the Company for the year ended 31st March, 2009 would be transferred to the said fund in the last week of August, 2016.

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 year ended 31st March, 2008 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 11, 2015 (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 Mills 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. Voting through electronic means

- I The Company is pleased to provide members, facility to exercise their right to vote on resolutions proposed to be considered at the 41st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("e-voting") will be provided by Central Depository Services Limited (CDSL).
- II The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by e-voting shall be able to exercise their right at the meeting through ballot paper.

III The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 7th August, 2016 – from 9.00 a.m. (IST) and ends on 9th August, 2016 – at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (3rd August, 2016), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - o For CDSL: 16 digits beneficiary ID,
 - o For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - o Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

| | For Members holding shares Demat Form and Physical Form |
|--|---|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>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.</p> <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 (iv). |

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the 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.
- (xix) 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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) 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 emailed 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.
- (xxi) 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.
- (IV) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date (3rd August, 2016) only shall be entitled to avail the facility of e-voting as well as voting at the AGM through ballot paper.
- (V) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “e-voting” or “Ballot Paper” or “Poll Paper” for all those members who are present at the AGM but have not cast their votes by availing the e-voting facility.
- (VI) 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 or Poll Paper, in a fair and transparent manner.
- (VII) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the

Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

(VIII) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company (www.graphiteindia.com) and on Service Provider's website (<http://www.evotingindia.com>) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

By Order of the Board
For Graphite India Limited

Kolkata
May 12, 2016

B. Shiva
Company Secretary

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

ITEM NO. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mrs. Shalini Kamath as an Additional Director of the Company, who holds office upto the date of the AGM of the Company.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Shalini Kamath for the office of Director of the Company.

Mrs. Shalini Kamath is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has received a declaration from Mrs. Shalini Kamath that she meets with the criteria of independence as prescribed both under subsection (6) of Section 149 of the Act and under Regulations 16(1)(b) of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015. In the opinion of the Board, Mrs. Shalini Kamath fulfills the conditions for her appointment as an Independent Director as specified in the Act and SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015. Mrs. Shalini Kamath is independent of the management.

Brief resume of Mrs. Shalini Kamath, nature of her expertise in specific functional areas and names of listed companies in which she holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulations 36(3) of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 is annexed to the Notice.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of shareholders.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Mrs. Shalini Kamath is appointed as an Independent Director.

Copy of the draft letter for appointment of Mrs. Shalini Kamath as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

This Statement may also be regarded as a disclosure under Regulation 36(3) of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

ITEM No. 6

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.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

ITEM No. 7

In order to arrange funds for capital expenditure / general corporate purposes, the Board could consider issue of Non-convertible debentures upto Rs. 500 crore (Rupees Five Hundred crore) on a private placement basis. Pursuant to the provision of Section 42 of Companies Act, 2013 read with Rules 14(2) (a) of Companies (Prospectus & Allotment of Securities) Rules, 2014, members approval by way of a special resolution would be sufficient for all offers or invitation for such debentures for a year. The resolution placed before the members is thus an enabling resolution giving authority to the Board of Directors / Committee thereof to decide upon the issue on such terms and conditions as may be prevalent from time to time for a year from the date of passing this resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board commends the Special Resolution set out at Item No.7 of the Notice for approval by the members.

By Order of the Board
For Graphite India Limited

Kolkata
May 12, 2016

B. Shiva
Company Secretary

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

Mr. K. K. Bangur aged 55 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 30 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 'Stakeholders Relationship Committee', 'Committee for Borrowings' and 'Investment Committee' of the Company. As per Company records, he holds 19,07,726 shares of the Company including 50500 equity shares held as Karta of HUF & 199505 equity shares on behalf of Family Welfare Trust.

Directorships in other Companies

| | | |
|---|--|----------|
| 1 | Shree Laxmi Agents Ltd. | Chairman |
| 2 | Matrix Commercial Pvt. Ltd. | Director |
| 3 | Innovative Properties Pvt. Ltd. | Chairman |
| 4 | The Marwar Textiles (Agency) Pvt. Ltd. | Director |
| 5 | West Bengal Properties Ltd. | Director |

Committee Membership in other Companies - NIL

Mrs. Shalini Kamath, aged 51 years, is a MBA graduate from Edinburgh Business School, UK. She has been trained at Harvard Business School in "Change and Transformation". She is an alumni of CSC Global leadership program. She is a Certified and practicing 'CEO Coach'. She has close to three decades of work experience in three distinct fields – Human Resources, Business Development and Social & Community Development and across two continents – India and Africa. Her Human Resources Career spans close to a decade and half with Group HR Head positions for Chevron Texaco India (Oil & Gas), Star India (Media & Entertainment), KPMG India (Consulting, Audit & Taxation) and Ambit Holdings (Financial Services & Investment Banking). She is a member of the HR Western Sub-Committee of Confederation of Indian Industry (CII), and a member of the HR Committee of Bombay Chamber of Commerce & Industry (BCCI). Mrs. Kamath is an Independent Director on the Board of Gujarat Borosil Ltd. and is on the Advisory Board on TRRAIN (Trust of Retailers and Retail Associates of India). She is also the Chairperson for FICCI – Women on Corporate Boards Mentoring program. She does not hold any shares of the Company. She is not related to any director of the Company.

Directorships in other Companies

| | | |
|---|----------------------|----------|
| 1 | Gujarat Borosil Ltd. | Director |
|---|----------------------|----------|

Committee Membership in other Companies - NIL

By Order of the Board
For Graphite India Limited

Kolkata
May 12, 2016

B. Shiva
Company Secretary

DIRECTORS' REPORT

The Directors have pleasure in presenting their Forty First Annual Report together with the audited statement of accounts of the Company for the year ended 31st March, 2016.

Financial Results

| Particulars | Rs in Crore | | | |
|---|------------------------|---------------|-------------------------------------|---------------|
| | 2015-16 | 2014-15 | 2015-16 | 2014-15 |
| | Graphite India Limited | | Graphite India Limited Consolidated | |
| Revenue from Operations (Gross) | 1424.64 | 1571.36 | 1610.37 | 1784.80 |
| Profit for the year after charging all Expenses but before providing Finance Costs, Depreciation, Exceptional Item and Tax | 180.08 | 186.02 | 167.74 | 171.85 |
| Finance Costs | 7.41 | 12.23 | 9.04 | 15.83 |
| Profit before Depreciation, Exceptional Item and Tax | 172.67 | 173.79 | 158.70 | 156.02 |
| Depreciation and Amortisation Expense | 44.42 | 38.75 | 49.20 | 43.54 |
| Profit before Tax and Exceptional Item | 128.25 | 135.04 | 109.50 | 112.48 |
| Exceptional Item | - | 5.60 | - | 5.60 |
| Profit before Tax | 128.25 | 129.44 | 109.50 | 106.88 |
| Tax Expense for the Current Year | | | | |
| Current Tax | 49.50 | 47.12 | 52.08 | 50.57 |
| Deferred Tax | (3.63) | 0.13 | (3.63) | 0.13 |
| Tax Expense - Write Back relating to Earlier Years (Net) | - | - | (0.41) | (1.41) |
| Profit for the Year | 82.38 | 82.19 | 61.46 | 57.59 |
| Balance as at the beginning of the Year | 234.05 | 198.89 | 229.40 | 219.71 |
| Amount available for appropriation | 316.43 | 281.08 | 290.86 | 277.30 |
| Appropriations : | | | | |
| Transfer to General Reserve | 75.00 | - | 75.00 | - |
| Transfer to Reserve Fund | - | - | 0.59 | 0.87 |
| Interim Dividend | 39.08 | - | 39.08 | - |
| Proposed Dividend on Equity Shares | - | 39.08 | - | 39.08 |
| Dividend Tax | 7.95 | 7.95 | 7.95 | 7.95 |
| Balance as at the close of the Year | 194.40 | 234.05 | 168.24 | 229.40 |
| | 316.43 | 281.08 | 290.86 | 277.30 |

REVIEW OF THE ECONOMY

The global economic activity remained subdued in year under review. Growth in emerging market which accounts for over 70% of global growth declined for the fifth consecutive year, while a modest recovery continued in advanced economies. Three key transitions continue to influence the global outlook: (1) the gradual slowdown and rebalancing of economic activity in China away from investment and manufacturing toward consumption and services, (2) lower prices for energy and other commodities, and (3) a gradual tightening in monetary policy in the United States in the context of a resilient U.S. recovery as several other major advanced economy central banks continue to ease monetary policy. On this backdrop global economy is estimated to have grown at 3.1% in 2015.

Global growth is projected at 3.4% in 2016 and 3.6% in 2017 as per the World Economic Outlook (WEO) update released by the International Monetary Fund (IMF). In advanced economies, a modest and uneven recovery is expected to continue, with a gradual further narrowing of output gaps. The slowdown and rebalancing of the Chinese economy, lower commodity prices, and strains in some large emerging market economies will continue to weigh on growth prospects in 2016-17.

The Central Statistics Office (CSO) has estimated that Indian economy is likely to grow at 7.6% in 2015-16, higher than growth of 7.2% achieved in 2014-15. The growth in agriculture, industry and services is estimated at 1.1%, 7.3% and 9.2% in 2015-16 as opposed to (-) 0.2%, 5.9% and 10.3% respectively in 2014-15. This shows a pick-up in industrial growth, driven by manufacturing which is estimated to have grown at 9.5% in 2015-16, as compared to 5.5% registered in 2014-15. This year witnessed the continuation of the reform momentum built in 2014-15, aiming at aiding growth and macroeconomic stability. The reforms that were initiated last year for debottlenecking the economy, removing structural constraints, promoting industry and enterprise via Make-in-India initiative and the attempted measures to improve the ease of doing business, improving "programme delivery", through direct benefit transfer and other measures, encouraging saving and financial linkages through deepening of banking services and liberalising foreign direct investment policy in various sectors have been taken forward this year.

The Indian economy has emerged as a bright spot in the world economy, becoming one of the fastest growing large economies in the world. It is noteworthy that this growth is estimated to