



GRAPHITE INDIA LIMITED

REGD. & H.O. : 31, CHOWRINGHEE ROAD, KOLKATA - 700 016, W.B., INDIA
PHONE : 91 33 4002 9600, 2226 5755 / 4942 / 4943 / 5547 / 2334, 2217 1145 / 1146
FAX : 91 33 2249 6420, E-mail : gilro@graphiteindia.com
WEBSITE : www.graphiteindia.com, CIN : L10101WB1974PLC094602

GIL/SEC/SM/25-26/13

26th May, 2025

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

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
Symbol - GRAPHITE

Dear Sir,

Sub: Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.

Pursuant to Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 we are enclosing herewith Secretarial Compliance Report dated 06.05.2025 issued by a practicing Company Secretary for the year ended 31.03.2025.

This is for your information and record.

Thanking you,

Yours faithfully,
For Graphite India Limited

S. Marda
Company Secretary

Encl.: As above.

BAJAJ TODI & ASSOCIATES

Practising Company Secretaries

225D, A. J. C. Bose Road
Kolkata -700020, West Bengal, India
Tel: +91 33 22809045 Email: ps@bajajtodi.in

SECRETARIAL COMPLIANCE REPORT

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019]

Secretarial Compliance Report of **Graphite India Limited**
for the for the financial year ended 31st March 2025

I, Swati Bajaj, Partner of Bajaj Todi & Associates, Practising Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **Graphite India Limited**,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) other document(s)/ filing(s), as may be relevant, which has been relied upon to make this certification, for the year ended 31st March 2025 ("Review Period") in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

A. The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, (wherever applicable), have been examined, include:-

Sr No	Regulation	Applicability during the period under review (Yes/No)
a.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Yes
b.	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018	No



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Sr No	Regulation	Applicability during the period under review (Yes/No)
c.	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	Yes
d.	Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018	No
e.	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	No
f.	Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021	No
g.	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015	Yes
h.	Other regulation(s) applicable to the Company:	
1	Securities and Exchange Board of India (Depository and Participants) Regulations, 2018	Yes
2	The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021	No
3	The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client	Yes

and circulars/ guidelines issued thereunder;

B. I/We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

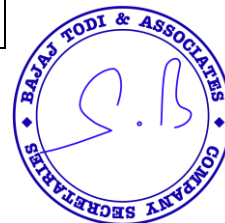


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Sr. No.	Particulars	Compliance status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	Secretarial Standard The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI	Yes	
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional website.Timely dissemination of the documents/ information under a separate section on the website.Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	
4.	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies	Yes	



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Sr. No.	Particulars	Compliance status (Yes/No/ NA)	Observations/ Remarks by PCS*
	(b) Requirements with respect to disclosure of material as well as other subsidiaries		
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes N.A.	No such transaction took place
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u>	Yes	There were 2 instances of delay in compliance and the same has



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Sr. No.	Particulars	Compliance status (Yes/No/ NA)	Observations/ Remarks by PCS*
	No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder		been commented upon in point no. C(a)
12.	Additional non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	NA	No any additional non-compliance observed

- C. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regulation/ Circular no.	Deviations	Action taken by	Type of action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Clause 9 of Reg 23	Regulation 23 (9)	There was 1 (one) day delay in submission of Half yearly disclosure of related party transactions on consolidated basis, for the half-year ended 31-March-2024 with National Stock Exchange and	National Stock Exchange of India Limited vide its Notice no. NSE/LIST-SOP/COMB/FINES/0720 dated June 28, 2024 and BSE Limited vide their email Dated	Levy of Fine	Delay of 1 (one) day in submission of Half yearly disclosure of related party transactions on consolidated basis, for the half year	For NSE & BSE Rs.5000 +/- plus GST, each	There was a delay and the Company has paid the fine to both NSE & BSE on 1-Jul-2024	The Company has paid the fine as imposed by NSE & BSE on 01-Jul-2024	--



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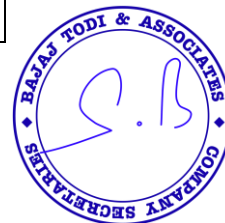
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Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular no.	Deviations	Action taken by	Type of action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
			Bombay Stock Exchange	June 28, 2024, have levied a fine of Rs. 5,000 each for one day delayed submission of details of related party transactions after Board Meeting dated 7-May-2024, where the Audited Financial Results for year ended 31.3.2024 were approved.		ended 31-March-2024 with National Stock Exchange and Bombay Stock Exchange				
2.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Clause 1(b) of Reg 31	Regulation 31 (1) (b)	There was delay in submission of Quarterly disclosures related to holding of securities and share-holding pattern separately for each class of securities for the quarter ended 31-December-2024 with	National Stock Exchange of India Limited vide its email dated 14-February-2025 and Notice no. NSE/LIST-SOP/Reg.31/FINES/0195 dated 14-February-2025, levied a fine of	Levy of Fine	Delay in submission of Quarterly disclosures related to holding of securities and share-holding pattern separately for each class of securities	Rs.6000 /- plus GST	Fine waived by National Stock Exchange vide their letter No. Ref. NSE/LIST/SOP/0406 dated 23-April-2025	The Company vide its mail dated 25th February 2025, requested NSE to waive the aforesaid fine levied and NSE vide their letter No. Ref. NSE/LIST/SOP/0406 dated 23rd April 2025 have	--



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Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular no.	Deviations	Action taken by	Type of action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
			National Stock Exchange only	Rs. 6000/-+GST, for delay in submission of disclosures related to holding of securities and shareholding pattern separately		for the quarter ended 31-December-2024 with National Stock Exchange.			waived the said fine.	

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular no.	Deviations	Action taken by	Type of action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
N.A.										

D. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Not Applicable

During the period under review there was no resignation of auditors in the Company and/or their material subsidiary(ies).



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E. Disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations:

Not Applicable

During the period under review the listed entity was not required to make such disclosures.

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For **Bajaj Todi & Associates**

(a Peer reviewed Firm)



Swati Bajaj, Partner

M. No: A13216, C.P.No. 3502

ICSI Firm Registration Number: P2020WB081300

UDIN: A013216G000275051

Place: Kolkata
Date: 06-May-2025

