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:19/20:

May 18, 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
ExchangePlaza,5th Floor,
Plot No-C/1, G Block,
Bandra-Kurla Complex,
Bandra (E) **Mumbai 400 051**
cmlist@nse.co.in

Dear Sir,

Re : Outcome of Board Meeting.

1. The Board of Directors on the recommendation of the Nomination and Remuneration Committee have subject to the approval of shareholders at the ensuing AGM approved :-

   a) Re-appointment of Mr. J D Curravala as a Non-Executive Non Independent Director (who retires by rotation at the ensuing AGM), from conclusion of the said AGM.

   b) Appointment of Mr. A V Lodha as Non-executive Non Independent Director (who holds office as an additional director upto the ensuing AGM) liable to retire by rotation from the conclusion of the ensuing AGM.

   c) Reappointment of Mr. M. B. Gadgil as Whole time Director, designated as Executive Director of the Company for 1 year from 01.07.2019 (his present 5 year term expires on 30.06.2019) .

2. The Board of Directors have approved revised Code of practices and procedures of fair disclosure of Unpublished Price Sensitive Information as per SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 effective from April 1, 2019. A copy of the same is enclosed.

The Board Meeting commenced at 12.15 p.m. and ended at 4.15 p.m.

Thanking you,

Yours faithfully,
For Graphite India Limited

B Shiva
Company Secretary

Encl : As above.

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Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

[Pursuant to Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015], as amended

Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended (the "**PIT Regulations**") requires a listed company to formulate and publish on its official website a "Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information ("**UPSI**")" in adherence to the principles set out in Schedule A to the said PIT Regulations. Subsequent to amendments to the PIT Regulations on December 31, 2018 and January 21, 2019, this Code has been further amended to state as follows:

1) The Company shall ensure prompt public disclosure of UPSI that would impact price discovery, as soon as it has credible and concrete information, in order to make such information 'generally available' i.e. to make the information accessible to the public on a non-discriminatory basis.

2) The Company shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosures.

3) The Company Secretary who is the Compliance Officer of the Company shall act as the Chief Investor Relations Officer for the purpose of dealing with dissemination of information and disclosure of unpublished price sensitive information.

4) If the Company has disclosed any UPSI selectively, inadvertently or otherwise such information shall be disseminated promptly to make it generally available.

5) The Company shall ensure appropriate and fair responses to queries on news reports and requests for verification of market rumors by regulatory authorities.

6) The Company shall ensure that information shared with analysts and research personnel is not UPSI.

7) Best practices shall be developed to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the Company's website www.graphiteindia.com to ensure official confirmation and documentation of disclosures made. The Company shall handle all UPSI strictly on a need-to- know basis.

8) Sharing information with lenders, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, employees of promoters/promoter groups as notified by the Board or any committee shall be considered as "legitimate purposes" for the purposes of sharing UPSI in the ordinary course of business by an insider, provided that such sharing has not been carried out to evade or circumvent the prohibitions under the PIT Regulations.

9) Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an "insider" and due notice shall be given to such person to maintain confidentiality of UPSI in compliance with the PIT Regulations. The Compliance Officer shall ensure that such third party is also bound by non-disclosure or confidentiality agreements which shall also mention the duties and responsibilities of such person with respect to such UPSI and the liabilities involved if such person misuses or uses such UPSI in breach of these PIT Regulations.

10) The Company shall enter the details of the person or entity with whom UPSI is shared in a digital database.

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Graphite India Ltd. Kolkata 700016 31, Chowringhee Road