

Goa Carbon Limited



Registered & Corporate Office:

Dempo House, Campal, Panjim - Goa - 403 001., INDIA.
Tel.: +91 (0832) 2441300 Fax: +91 (0832) 2427192
E-mail: goacarbon@gmail.com Website: www.goacarbon.com
Corporate Identity Number - L23109GA1967PLC000076



Company Scrip Code / Symbol: 509567 / GOACARBON

ISIN Code: INE426D01013

Ref. No.: 2019/VII/109

Date: 11th June 2019

The General Manager
Department of Corporate Services
BSE Limited, Thru' Listing Centre
25th Floor, P. J. Towers, Dalal Street,
Mumbai 400001

The Listing Department
National Stock Exchange of India Ltd., Thru' NEAPS
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai 400051

Sub.: Notice of 51st Annual General Meeting of Goa Carbon Limited

Dear Sirs,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of the Fiftieth First Annual General Meeting of Goa Carbon Limited scheduled to be held on Monday, 8th July 2019 at 10:30 a.m. at the Registered Office of the Company at Dempo House, Campal, Panaji-Goa 403001.

Kindly take the same on record and oblige.

Yours faithfully,
For **Goa Carbon Limited**

Pravin Satardekar
Company Secretary
ACS 24380

Encl.: as above



Plants :

GOA : Tel.: 0832-2860363 to 68. 2860336. 2861052
Fax: 2860364 E-mail: head_works@goacarbon.com
PARADEEP : Tel: 07894462761. 09238110372
E-mail: pcvpster@gmail.com

ISO 9001:2015

BUREAU VERITAS
Certification



ISO 14001:2015

BUREAU VERITAS
Certification



Corporate Information

Company Secretary

Mr. Pravin Satardekar

Chief Financial Officer

Mr. K. Balaraman

Registered Office

Dempo House, Campal
Panaji-Goa - 403 001
CIN: L23109GA1967PLC000076

Website

 www.goacarbon.com



www.dempos.com

Plant Locations

Goa Unit: St. Jose de Areal, Salcete
Goa - 403 709

Bilaspur Unit: 34-40, Sector B
Sirgitti Industrial Area
Bilaspur - 495 004 (Chhattisgarh)

Paradeep Unit: Vill. Udayabata
P.O. Paradeepgarh
Dist. Jagatsinghpur
Odisha - 754 142

Registrar & Share Transfer Agents

Link Intime India Pvt. Ltd.
C 101, 247 Park, L.B.S. Marg,
Vikhroli (West),
Mumbai - 400 083
Phone: (022) 22 49186270
Email: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in

Statutory Auditors

B S R & Co. LLP, Chartered Accountants
(FRN: 101248W/W-100022)

Internal Auditors

BDO India LLP
(LLP ID. No. : AAB-7880)

Secretarial Auditor

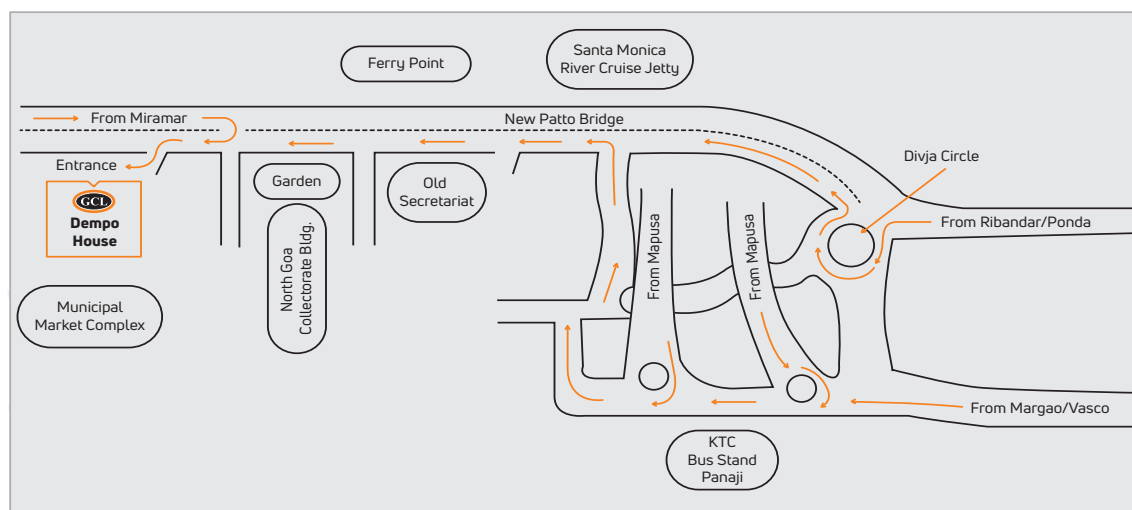
Sadashiv V. Shet, Practicing Company Secretary
ICSI Membership No.: FCS-2477, CP-2540

Bankers

Bank of India
State Bank of India

51st Annual General Meeting on Monday, 8th July 2019 at 10:30 a.m. at Dempo House, Campal, Panaji, Goa - 403 001

Route Map to AGM Venue



NOTICE

Notice is hereby given that the Fifty-first Annual General Meeting of the Members of Goa Carbon Limited (CIN L23109GA1967PLC000076) will be held at the Registered Office of the Company at Dempo House, Campal, Panaji, Goa 403001, on Monday, the 8th July 2019 at 10:30 a.m., to transact the following business:-

Ordinary Business:

1. Adoption of Financial Statements

To consider and, if deemed fit, to pass the following as an **Ordinary Resolution:**

“RESOLVED THAT the Audited Financial Statements for the financial year ended 31st March 2019 including the Audited Balance Sheet as at 31st March 2019 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board and Auditors thereon be and are hereby considered, approved and adopted.”

2. Re-appointment of Mr. Shrinivas Dempo, retiring by rotation as a Director

To consider and, if deemed fit, to pass the following as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Shrinivas Dempo holding DIN 00043413, who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Special Business:

3. Appointment of Mr. Nagesh Pinge as an Independent Director.

To consider and, if deemed fit, to pass the following as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Company’s Board Policy on the Appointment/Retirement of Directors, Mr. Nagesh Pinge holding DIN 00062900, who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company with effect from 6th May 2019 and who holds office up to the date of this Annual General Meeting (AGM), in terms of Section 161 of the Act read with Article 137 of 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 his candidature for the office of a Director of the Company, 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 up to 5th May 2024.”

4. Re-appointment of Mr. Keki Elavia as an Independent Director.

To consider and, if deemed fit, to pass the following as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Company’s Board Policy on the Appointment/Retirement of Directors, Mr. Keki Elavia holding DIN 00003940, who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term up to 8th April 2021 i.e. up to attaining the age of 75 years being the retirement age set for the Independent Directors.”

5. Re-appointment of Mr. Raman Madhok as an Independent Director.

To consider and, if deemed fit, to pass the following as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Company’s Board Policy on the Appointment/Retirement of Directors, Mr. Raman Madhok holding DIN 01798377, who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not

liable to retire by rotation and to hold office for a second term up to 1st February 2020 i.e. up to attaining the age of 75 years being the retirement age set for the Independent Directors.”

6. Re-appointment of Mr. Jagmohan Chhabra as a Whole-time Director designated “Executive Director” of the Company.

To consider and, if deemed fit, to pass the following as a **Special Resolution:**

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Jagmohan Chhabra holding DIN 01007714 as a Whole-time Director, designated as “Executive Director” of the Company and the “Key Managerial Person”, for a further period of 3 (three) years effective from 1st April 2019 on the terms and conditions including remuneration as stated below:

Particulars	Terms of Appointment 01.04.2019 to 31.03.2022
Salary & Allowances Scale	₹ 99.30 lakhs p.a. – ₹ 116.60 lakhs p.a.
Other Benefits	As mentioned below
Performance Pay	@ 1% of net profit p.a., subject to maximum of ₹ 35,00,000.
Retiral Benefits	Contribution to Provided Fund and Contribution to Gratuity Fund as per the Policy of the Company.
Minimum Remuneration in case of loss or inadequacy of profits during any financial year	Where in any financial year, during the currency of his tenure, the Company has no profits or its profits are inadequate, the Company shall pay him remuneration by way of salary, allowances and other benefits as minimum remuneration.
Notice Period	4 months
Severance Fees by the Company	No Severance Fees

Other Benefits

Payment/re-imbursment of telephone (landline) and mobile phone bills, actual and reasonable cost of membership (excluding admission/life membership fees) in not more than two private clubs in Goa during the tenure, Personal Accident Insurance Premium for a cover of ₹25 lakhs, Medical Insurance premium, expenses incurred in connection with the running and maintenance of the Company’s car for official purposes and salary of driver as per the rules of the Company, and re-imbursment of such other expenses like house electricity and water charges as may be

approved by the Board of Directors of the Company will be paid as other benefits to the Executive Director.

In addition to the above, the Executive Director shall be entitled to the following other benefits:

Communication: A laptop computer as well as mobile phone, landline and internet connection at his residence for the conduct of Company’s business.

Leave: 30 days privilege leave with full pay per year, subject to the condition of leave accumulation/encashment as per the Scheme of the Company but restricted to maximum accumulation of 180 days at any time and casual leave and sick leave as per the policy of the Company.

Annual Increment

The Annual Increments will be decided by the Board of Directors on the recommendations of the Nomination and Remuneration Committee which will be based on the individual and Company’s performance, subject to the ceiling mentioned above.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Notes:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM” OR “MEETING”) IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE TIME FOR HOLDING THE MEETING.**

Proxy/Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) members and holding in the aggregate not more than ten (10) per cent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

- Only registered Members of the Company or any proxy appointed by such registered Member may attend and vote at the Meeting as provided under the provisions of the Companies Act, 2013 (“the Act”). In case any shareholder has voted electronically, then he/she can participate in the Meeting but not vote.
- The statement setting out the material facts pursuant to Section 102 of the Act concerning the Special Business in the Notice is annexed hereto and forms part of this Notice. The relevant

details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India as approved by the Central Government, of the persons seeking appointment/re-appointment as Directors, is also annexed to this Notice.

4. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, the 2nd July 2019 to Monday, the 8th July 2019 (both days inclusive) for the purpose of AGM.
5. Institutional Members/Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) intending to send their authorized representatives to attend the AGM are requested to submit before the commencement of the AGM a duly certified copy of their Board Resolution / Authority Letter.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
7. Pursuant to the provisions of Section 124(5) of the Act, the dividend which remains unclaimed/unpaid for a period of seven years from the date of transfer to the unpaid dividend account of the Company is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Further, pursuant to the provisions of Section 124(6) of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“the IEPF Rules”) and amendments thereto, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the demat account of the IEPF Authority. Accordingly, during the financial year, the unclaimed dividend declared by the Company for Financial Year 2010-11 was transferred to IEPF and all the shares on which dividend had not been paid or claimed for seven consecutive years with Financial Year 2010-11 as the base year, were transferred to the demat account of the IEPF Authority. The unclaimed dividend for the Financial Year 2011-12 and all subsequent years must be claimed as early as possible failing which it would be transferred to IEPF as per the (tentative) dates mentioned herein below.

Financial year ended	Due date of transfer
31.03.2012	06.09.2019
31.03.2013	11.08.2020
31.03.2014	13.10.2021
31.03.2015	14.08.2022
31.03.2017 (Interim)	17.02.2024
31.03.2017 (Final)	05.08.2024
31.03.2018 (Interim)	09.02.2025
31.03.2018 (Final)	22.08.2025

Members are requested to contact Link Intime India Pvt. Ltd., the Registrar and Share Transfer Agent of the Company for claiming the dividend for the aforesaid years.

The details of the unclaimed dividends are available on the Company’s website at www.goacarbon.com and Ministry of Corporate Affairs at www.mca.gov.in

The Members/claimants whose shares, unclaimed dividend have been transferred to the Fund may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF-5 (available on iepf.gov.in) along with requisite fee as decided by the Authority from time to time. The Member/claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules and amendments thereto.

It is in the Members interest to claim any un-encashed dividends and for future, opt for National Electronic Clearance System (NECS) / National Automated Clearing House (NACH), so that dividends paid by the Company are credited to the investor’s account on time.

8. SEBI has mandated the submission of Permanent Account Number (PAN) for participating in the securities market, deletion of name of deceased holder, transmission/transposition of shares. Members are requested to submit the PAN details to their Depository Participant (DP) in case of holdings in dematerialised form or to Link Intime India Pvt. Ltd. in case of holdings in physical form, mentioning your correct reference folio number.
9. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with Link Intime India Pvt. Ltd. In respect of shares held in demat form, the nomination form may be filed with the respective DP.
10. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November 2018 requests for effecting transfer of Securities (except incase of transmission or transposition of securities) shall not be processed from 1st April 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, Members are requested to take action to dematerialise the Equity Shares of the Company, promptly.
11. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their DP only. Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and Link Intime India Pvt. Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Link Intime India Pvt. Ltd.

12. Electronic copy of the Annual Report for FY 2018-19, Notice of the 51st Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip/Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 51st Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip/Proxy Form is being sent in the permitted mode.
13. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, and amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to offer voting by electronic means to the members to cast their votes electronically on all resolutions set forth in this notice. The detailed instructions for e-voting are appended hereto.
14. In view of the Green Initiative being undertaken by the Company, Members who have not yet registered their e-mail address so far are requested to register/update their e-mail addresses with Link Intime India Pvt. Ltd. or with the Company at greeninitiative@goacarbon.com. Shareholders holding shares in dematerialized form are requested to register their e-mail addresses and changes therein with the concerned Depositories through their DP.
15. Members may also note that the Notice of the 51st Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website www.goacarbon.com for their download.
16. Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days, up to and including the date of the AGM.
17. Route Map showing directions to reach to the venue of the 51st AGM is given in the Corporate Information page of this Annual report.

18. Voting Process

A. Process and manner for members opting to vote through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management

and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to members to cast their vote on all resolutions set forth in the notice convening the 51st Annual General Meeting (AGM). The Company has engaged the services of Link India India Pvt. Ltd. (LI IPL) to provide the remote e-voting facility. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM is termed as 'remote e-voting'.

The facility of voting through ballot or polling paper shall also be made available for the members at the Meeting who have not been able to vote electronically and who are attending the Meeting.

The members who have cast their vote electronically would be entitled to attend the Meeting but would not be permitted to cast their vote again at the Meeting. The facility to vote by electronic voting system will not be provided at the Meeting.

The instructions for shareholders voting electronically are as under:

Log-in to e-Voting website of Link Intime India Private Limited.

1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DPID followed by 8 Digit Client ID
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No. + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on the Attendance Slip/Proxy Form.
DOB / DOI	Enter the DOB (Date of Birth)/DOI (Date of Incorporation) as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> Please enter the DOB/DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter.)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

◆ **Cast your vote electronically**

- After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/View "Event No." of the company, you choose to vote.
- On the voting page, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.
Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
- If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

◆ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian/Mutual Fund/Corporate Body**'.
They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian/Mutual Fund/Corporate Body**' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to insta.vote@linkintime.co.in or Call us : Tel : 022-49186000.

B. Commencement of e-voting:

The e-voting period commences on **Friday, the 5th July 2019 at 10.00 a.m.** and ends on **Sunday, 7th July 2019, at 5.00 p.m.** During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being **Monday, 1st July 2019**, may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Members shall not be allowed to change it subsequently.

C. General instruction/information for Members for voting on the Resolutions:

- a. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the company, subject to the provisions of the section 108 of the Companies Act, 2013 and Rules made thereunder, as amended, as on the cut-off date, being Monday, 1st July 2019.
- b. CS. Sadashiv Shet, Practicing Company Secretary (Membership No. 2477) has been appointed by the Board of Directors of the Company as the Scrutinizer for scrutinizing the remote e-voting process as well as voting through poll papers at the Meeting, in a fair and transparent manner.
- c. The Scrutinizer shall immediately after conclusion of the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company.
- d. The Scrutinizer will submit, not later than 48 hours of conclusion of the AGM, a consolidated scrutinizer's report, of the total votes cast in favour or against, if any, to the Chairman of the AGM or any other director or Company Secretary authorised by him in writing who will countersign the same and declare the result of the voting forthwith, which shall be displayed on the Notice Board of the Company at its Registered Office. The result will also be displayed on the website of the Company at www.goacarbon.com, besides being communicated to Stock Exchanges.
- e. Any person, who acquires shares of the Company becomes member of the Company after dispatch of the notice and holding shares as of cut-off date i.e. Monday, 1st July 2019, may obtain the sequence number for voting by sending request to rnt.helpdesk@linkintime.co.in in case he/she has not updated the PAN with the Company/DP. However, if you are already registered with Link Intime India Pvt. Ltd. for remote evoting then you can use your existing user ID and password for casting your vote.

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

ITEM 3

Based on the recommendations of the Nomination and Remuneration Committee of the Company and pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act') and Article 137 of the Articles of Association ('AOA') of the Company, Mr. Nagesh Pinge was appointed as an Additional Director (in the capacity of Independent Director) of the Company with effect from 6th May 2019. Accordingly, he shall hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Nagesh Pinge for the office of Director of the Company.

Mr. Nagesh Pinge has given a declaration to the Board of Directors that he meets the criteria of independence as provided under Section 149 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Mr. Nagesh Pinge is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

In the opinion of the Board, Mr. Nagesh Pinge fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations and is independent of the management of the Company.

Details of Mr. Nagesh Pinge is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letter of appointment of Mr. Nagesh Pinge setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Keeping in view his vast experience, expertise and knowledge, it would be in the interest of the Company that Mr. Nagesh Pinge be appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years up to 5th May 2024.

None of the Directors or Key Managerial Personnel of the Company and their relatives, except, Mr. Nagesh Pinge is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

ITEM 4 AND 5

Mr. Keki Elavia holding DIN 00003940 and Mr. Raman Madhok holding DIN 01798377 were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. They hold office as Independent Directors of the Company up to the conclusion/date of the ensuing Annual General Meeting of the Company ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors (the "NRC"), on the basis of the report of performance evaluation of Independent Directors, has recommended the re-appointments of Mr. Keki Elavia and Mr. Raman Madhok as Independent Directors for a second term as provided in their respective resolutions i.e. up to the age limit of 75 years in line with the Company's Board Policy on the Appointment/Retirement of Directors.

The Board of Directors of the Company, based on the performance evaluation of Independent Directors and as per the recommendation of the NRC, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Mr. Keki Elavia and Mr. Raman Madhok would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. Keki Elavia and Mr. Raman Madhok as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term up to the date of their reaching the age of 75 years as provided in their respective resolutions.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter-alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr. Keki Elavia and Mr. Raman Madhok are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from a member under Section 160 of the Act proposing the candidature of Mr. Keki Elavia and Mr. Raman Madhok for the office of Independent Directors of the Company.

The Company has also received declarations from Mr. Keki Elavia and Mr. Raman Madhok that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board, Mr. Keki Elavia and Mr. Raman Madhok fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations and are independent of the management of the Company.

Details of Mr. Keki Elavia and Mr. Raman Madhok are provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Copy of draft letters of (re)appointment of Mr. Keki Elavia and Mr. Raman Madhok setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Except for Mr. Keki Elavia and Mr. Raman Madhok and their relatives, to the extent of their shareholding, if any, none of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the resolutions set out respectively at Item Nos. 4 and 5 of the Notice with regard to their respective re-appointments.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board commends the Special Resolutions set out at Item Nos. 4 and 5 of the Notice for approval by the members.

ITEM 6

The Board of Directors of the Company (“the Board”) at its meeting held on 10th January 2019 has, subject to approval of members, re-appointed Mr. Jagmohan Chhabra holding DIN 01007714 as a Whole-time Director, designated as “Executive Director” of the Company and the “Key Managerial Person”, for a further period of 3 (three) years effective from 1st April 2019, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee (the ‘NRC’) of the Board and approved by the Board.

It is proposed to seek the members’ approval for the re-appointment of and remuneration payable to Mr. Jagmohan Chhabra as a Whole-time Director, designated as “Executive

Director” of the Company, in terms of the applicable provisions of the Companies Act, 2013.

Mr. Jagmohan Chhabra satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Details of Mr. Jagmohan Chhabra are provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Except Mr. Jagmohan Chhabra and his relatives, to the extent of their shareholding, if any, none of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the resolution as set out in Item No. 6 of the Notice.

The draft agreement to be entered into between the Company and Mr. Jagmohan Chhabra is available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. up to the date of AGM and will also be available for inspection at the venue of the AGM.

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

By Order of the Board of Directors

Pravin Satardekar
Company Secretary
ACS 24380

Panaji, 7th May 2019

Registered Office:
Dempo House, Campal,
Panaji, Goa 403001

CIN: L23109GA1967PLC000076

Website: www.goacarbon.com

ANNEXURE TO THE NOTICE

Particulars and additional information of the directors seeking appointment/re-appointment pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and in terms of Clause 1.2.5 of Secretarial Standard - 2 on General Meetings:

Name of the Director	Shrinivas Dempo	Nagesh Pinge
Category	Non-Executive, Non-Independent Director	Non-Executive, Independent Director
Age	50 years	57 years
Date of first appointment	27/04/1999	06/05/2019
Profile of the Director	<p>A third-generation entrepreneur, Mr. Shrinivas Dempo is the Chairman of Goa's leading business house, Dempo. The Group's activities cover calcined petroleum coke production, shipbuilding, newspaper publishing and electronic media, food processing, real estate development, sports promotion, the travel business, renewable energy generation and mining.</p> <p>Using his post-graduate management education in Industrial Administration received at Carnegie Mellon University, USA, he gave a new direction to the business group. His stewardship has been marked by expansion of existing businesses, benchmarking of products and processes to international standards, introduction of progressive people management systems, enterprise resource planning, corporate sustainability reporting and the deepening of corporate social responsibility.</p>	<p>Mr. Nagesh Pinge is an Expert in Ethics, Corporate Governance, Risk Management & Internal Audit.</p> <p>In a career spanning 35 years, Mr. Pinge has worked with many organizations of repute. He retired from Tata Motors in November 2016 as "Chief-Internal Audit, Risk Management & Ethics". Prior to that he was Chief Internal Audit of Reliance Retail Ltd. & JSW Steel Ltd. Mr. Pinge has also worked for IICI Bank & its Group Companies in Risk Management (Chief Risk Officer), Regulatory Compliance and Internal Audit (Group Head-Internal Audit).</p>
Expertise in specific functional area	Leadership and Industrial Administration.	Audit & Taxation and Financial Management.
Qualification	Master in Business Administration from the Carnegie Mellon University, USA	B.Com., F.C.A., L.L.B., Executive Education Program from the Stephen M Ross School of Business of the University of Michigan, USA.
Directorship held in other companies (including foreign and private companies)	<ol style="list-style-type: none"> 1. Dempo Industries Pvt. Ltd., 2. V. S. Dempo Holdings Pvt. Ltd., 3. Hindustan Foods Ltd., 4. Automobile Corporation of Goa Ltd. 5. Amigo Sport Pvt. Ltd., 6. Dempo Travels Pvt. Ltd., 7. V. S. Dempo Mining Corporation Pvt. Ltd., 8. Dempo Shipbuilding and Engineering Pvt. Ltd., 9. Marmagoa Shipping & Stevedoring Co. Pvt. Ltd., 10. Dempo Sports Club Pvt. Ltd., 11. Motown Trading Pvt. Ltd., 12. West Coast Hotels Pvt. Ltd., 13. Vipulam Coke Co. Pvt. Ltd. 14. Video and Entertainment Network Asia Pte. Ltd. 15. Dempo Global Corporation Pte. Ltd. 	<ol style="list-style-type: none"> 1. Arvind Fashions Ltd., 2. Arvind Lifestyle Brands Ltd., 3. MCX Clearing Corporation Ltd., 4. Inventia Healthcare Ltd., 5. NKGSB Co-op. Bank Ltd.

Name of the Director	Shrinivas Dempo	Nagesh Pinge
Membership of the Committees of the Board of other companies (across all Public Companies)	<ol style="list-style-type: none"> Hindustan Foods Ltd. – Chairman of the Share Transfer, Investors' Grievance and Stakeholders Relationship Committee; Automobile Corporation of Goa Ltd. – Chairman of the CSR Committee, Member of the Nomination Committee and the Capital Investment Committee 	<ol style="list-style-type: none"> Arvind Fashions Ltd. – Member of the Audit Committee; MCX Clearing Corporation Ltd. – Chairman of the Audit Committee; Member of the Risk Management Committee and the Nomination & Remuneration Committee; Inventia Healthcare Ltd. – Chairman of the Nomination & Remuneration Committee and Member of the Audit Committee
Number of shares held in the Company	3,95,939 Equity Shares	Nil
No. of Board meetings attended during the year 2018-19	4 (Four)	Not Applicable
Relationship with other directors inter-se	'Cousin' of Mr. Rajesh Dempo, Director	None

Name of the Director	Keki Elavia	Raman Madhok
Category	Non-Executive, Independent Director	Non-Executive, Independent Director
Age	73 years	74 years
Date of first appointment	22/01/2001	28/01/2010
Profile of the Director	Mr. Elavia is a Chartered Accountant. He was a Partner of M/s. Kalyaniwalla & Mistry, Chartered Accountants, till 2009. Mr. Elavia joined M/s. Kalyaniwalla & Mistry in 1971. He has over four decades of experience in the field of audit and taxation.	Mr. Madhok a former Indian National and currently of Danish Nationality since 1991, holds a Bachelor's Degree in Mechanical Engineering. He has work experience having handled various functions in Sales, Projects & Profitability, R&D, Finance, HR and General Management in various companies including Larsen & Toubro Ltd., NIRO A/S Copenhagen (Denmark), Zuari Industries Ltd. (as Executive President – Fertilizer Division) and GEA Process Engineering (India) Pvt. Ltd. (as Executive Chairman).
Expertise in specific functional area	Audit & Taxation, Business Consultancy, Corporate Management and Financial Management.	Finance & Corporate Management.
Qualification	B.Com., F.C.A.	B.E. (Hons) - Mechanical
Directorship held in other companies (including foreign and private companies)	<ol style="list-style-type: none"> The Bombay Dyeing and Manufacturing Co. Ltd., Grindwell Norton Ltd., Dai-chi Karkaria Ltd., Britannia Industries Ltd., Godrej Industries Ltd., Godrej & Boyce Manufacturing Company Ltd., Go Airlines (India) Ltd., Tata Asset Management Ltd., Sterling and Wilson Solar Ltd., Wonder City Buildcon Pvt. Ltd., Wonder Space Properties Pvt. Ltd., Phoenix Arc Pvt. Ltd. 	<ol style="list-style-type: none"> CMI FPE Ltd.

Name of the Director	Keki Elavia	Raman Madhok
Membership of the Committees of the Board of other companies (across all Public Companies)	<ol style="list-style-type: none"> The Bombay Dyeing and Manufacturing Co. Ltd. – Chairman of the Audit Committee and Member of Risk Management Committee; Grindwell Norton Ltd. – Chairman of the Audit Committee, CSR Committee and Nomination and Remuneration Committee; Dai-chi Karkaria Ltd. – Chairman of the CSR Committee, Member of the Audit Committee and the Nomination and Remuneration Committee; Britannia Industries Ltd. – Chairman of the Audit Committee and Member of the Risk Management Committee; Godrej & Boyce Manufacturing Company Ltd. – Chairman of the Audit Committee, Member of the Nomination & Remuneration Committee, CSR Committee and Stakeholders' Committee; Tata Asset Management Ltd. – Member of the Audit Committee, Nomination & Remuneration Committee and CSR Committee; Go Airlines (India) Ltd. – Chairman of the Audit Committee; Sterling and Wilson Solar Ltd. – Chairman of the CSR Committee, Nomination & Remuneration Committee and Member of the Audit Committee 	<ol style="list-style-type: none"> CMI FPE Ltd. – Chairman of the Nomination & Remuneration Committee and the Stakeholders Relationship Committee
Number of shares held in the Company	Nil	Nil
No. of Board meetings attended during the year 2018-19	4 (Four)	3 (Three)
Relationship with other directors inter-se	None	None

Name of the Director	Jagmohan Chhabra
Category	Executive Director
Age	57 years
Date of first appointment	01/04/2010
Profile of the Director	Mr. Jagmohan Chhabra is a Mechanical Engineer with Masters Degree in Management (specialization in Marketing) from the Jamnalal Bajaj Institute of Management Studies, Mumbai and has done a Management Programme from IIM, Ahmedabad. Mr. Chhabra has worked for more than 25 years with MNC's and has experience in Operations and Marketing Management both at domestic and international levels. Prior to joining Goa Carbon Limited, he was associated as CEO of TSG Limited, a subsidiary of Frigoglass Group, Athens, Greece.
Expertise in specific functional area	Marketing and Management expert.
Qualification	B.E. (Mechanical), Masters Degree in Marketing Management, Management Education Programme
Directorship held in other companies (including foreign and private companies)	None

Name of the Director	Jagmohan Chhabra
Membership of the Committees of the Board of other companies (across all Public Companies)	None
Number of shares held in the Company	Nil
No. of Board meetings attended during the year 2018-19	4 (Four)
Relationship with other directors inter-se	None

2. Statement of information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 with reference to the resolution at Item No. 6 of the Notice:

I. General Information

1. Nature of Industry	The Company is engaged in the manufacture and sale of Calcined Petroleum Coke.		
2. Date or expected date of commencement of commercial production	The Company is already into commercial production of above product.		
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in prospectus	Not Applicable		
4. Financial performance based on given indicators	₹ in lakhs		
Financial Parameters	FY 2018-19	FY 2017-18	FY 2016-17
Total Income	46,403.61	59,598.78	34,081.86
Profit/(Loss) before Tax	(1,083.09)	8,952.09	1,575.23
Profit/(Loss) after Tax	(751.44)	5,384.85	949.54
Dividend paid/recommended (including Corporate Dividend Tax)	0	1,652.10	495.62
Dividend Rate %	0	150%	45%
5. Foreign investments or collaborators, if any	Nil		

II. Information about Mr. Jagmohan Chhabra

1. Background details	Mr. Jagmohan Chhabra is a Mechanical Engineer with Masters Degree in Management (specialization in Marketing) from the Jamnalal Bajaj Institute of Management Studies, Mumbai and has done a Management Programme from IIM, Ahmedabad. Mr. Chhabra has worked for more than 25 years with MNC's and has experience in Operations and Marketing Management both at domestic and international levels. Prior to joining Goa Carbon Limited, he was associated as CEO of TSG Limited, a subsidiary of Frigoglass Group, Athens, Greece.
2. Past remuneration	The remuneration received by Mr. Chhabra during the year ended 31 st March 2019 which comprised of salary, monetary value of perquisites, allowances and contribution to retiral funds was ₹103.81 lakhs.
3. Recognition or Awards	Nil
4. Job profile and suitability	Mr. Jagmohan Chhabra is the Executive Director and is responsible for all the day to day operations of the Company subject to the superintendence and control of the Board of Directors of the Company. He has been assigned with the responsibility for implementing the expansion plans of the Company. His past experience in managing overall business as well as expertise in marketing is considered relevant and valuable for his responsibilities as the Executive Director of the Company.
5. Remuneration proposed	As set out in the resolution at Item No. 6 of the Notice of the 51 st Annual General Meeting.

6. Comparative Remuneration profile with respect to Industry, size of the Company, profile of the position and the person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed to be paid to the Executive Director is comparable with the remuneration being paid for similar assignments in the industry.
7. Pecuniary Relationship directly or indirectly with the Company or relationship with the managerial Personnel, if any	Mr. Jagmohan Chhabra does not have direct or indirect pecuniary relationship with the Company or relationship with the managerial personnel other than drawing his remuneration in the capacity of Executive Director of the Company.

III. Other Information

1. Reasons of loss or inadequate profits	The Company has faced unexpected legislative and regulatory disruptions, which had a negative impact on its operations and profitability. The Supreme Court of India had imposed a ban on import of Raw Petroleum Coke (RPC) into India on 26.07.2018. The Company is heavily dependent on imported RPC as its raw materials.
2. Steps taken or proposed to be taken for improvement	The Company made the necessary representations before the Supreme Court of India and other Statutory Authorities and Bodies. The Supreme Court vide its order dated 9.10.2018 lifted the ban on import of RPC into India. However, the Court has also put a cap of 1.4 MMT on the total RPC to be imported by all the calciners in India.
3. Expected increase in productivity and profits in measurable terms	With the Hon'ble Supreme Court lifting of the ban on imports of RPC, and government authorities putting in place the mechanism to regulate the import of RPC into India, things are expected to streamline and bring in smoothness in planning of sourcing of raw materials and operation of the plants.

IV. Disclosures

1. The shareholders of the Company shall be informed of the remuneration package of the managerial person	Disclosure of the remuneration package is part of this notice being sent to Shareholders.
2. The following disclosures shall be mentioned in the Board of Directors' Report under the heading "Corporate Governance", if any, attached to the Annual Report :- i. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors ii. Details of fixed component and performance linked incentives along with the performance criteria iii. Service contracts, notice period, severance fees iv. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	This has been fully covered under the Corporate Governance Report. Not Applicable

**GOA CARBON LIMITED**

(CIN: L23109GA1967PLC000076)

Registered Office: Dempo House, Campal, Panaji, Goa – 403 001

Email: investorrelations@goacarbon.com, Website: www.goacarbon.com, Phone: 0832-2441300, Fax: 0832-2427192**FIFTY FIRST ANNUAL GENERAL MEETING**Monday, 8th July 2019 at 10.30 a.m.**ATTENDANCE SLIP**

Folio No./DP ID/Client ID

Name and address of the Member

I/We hereby record my/our presence at the 51st Annual General Meeting of the Company at the Registered Office of the Company at Dempo House, Campal, Panaji-Goa 403001 on Monday, the 8th July 2019 at 10.30 a.m.

Member's/Proxy's in Block Letters

Member's/Proxy's Signature

Note: Please complete the Folio No./DP ID-Client No. and name, sign this Attendance Slip and handover at the Meeting Hall.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL.**GOA CARBON LIMITED**

(CIN: L23109GA1967PLC000076)

Registered Office: Dempo House, Campal, Panaji, Goa – 403 001

Email: investorrelations@goacarbon.com, Website: www.goacarbon.com, Phone: 0832-2441300, Fax: 0832-2427192**FIFTY FIRST ANNUAL GENERAL MEETING**Monday, 8th July 2019 at 10.30 a.m.**PROXY FORM**

Name of the Member:

Folio No./DP ID/Client ID:

Email ID:

I/We, being the member(s) of shares of the Company, hereby appoint

- (1) Name : Address:
E.mail ID: Signature: or failing him
- (2) Name : Address:
E.mail ID: Signature: or failing him
- (3) Name : Address:
E.mail ID: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 51st Annual General Meeting of the Company, to be held on Monday, the 8th July 2019 at 10.30 a.m. at the Registered Office of the Company at Dempo House, Campal, Panaji, Goa 403001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional [©]	
		For	Against
Ordinary Business			
1.	Adoption of Audited Financial Statements, Directors' Report & Auditors' Report for the financial year ended 31 st March 2019.		
2.	Re-appointment of Mr. Shrinivas Dempo (DIN: 000043413) as Director, who retires by rotation.		
Special Business			
3.	Appointment of Mr. Nagesh Pinge (DIN: 00062900) as an Independent Director.		
4.	Special Resolution for re-appointment of Mr. Keki Elavia (DIN: 00003940) as an Independent Director.		
5.	Special Resolution for re-appointment of Mr. Raman Madhok (DIN: 01798377) as an Independent Director.		
6.	Special Resolution for re-appointment of Mr. Jagmohan Chhabra (DIN: 01007714) as a Whole-time Director designated "Executive Director" of the Company for a further period of 3 (three) years effective from 1 st April 2019 and payment of remuneration.		

Signed this.....day of, 2019

Signature of Shareholder

Signature of Proxy holder(s).....

Affix
₹ 1/-
Revenue
Stamp**Notes:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of the 51st Annual General Meeting.

ELECTRONIC VOTING PARTICULARS

EVENT NO.	USER ID	*DEFAULT PAN / SEQUENCE NO.
190062		

* Only Members who have not updated their PAN with the Company / Depository Participant shall use the default PAN in the PAN Field.