

**DISCLOSURES REGARDING VOTING RESULTS OF 47<sup>th</sup> ANNUAL GENERAL MEETING (AGM) OF  
THE COMPANY AS PER CLAUSE 35A OF THE LISTING AGREEMENT**

Name of the Company: **Goa Carbon Limited**

Date of AGM: **Wednesday, 8<sup>th</sup> July, 2015**

Book Closure Date: **Wednesday, 1<sup>st</sup> July, 2015 to Wednesday, 8<sup>th</sup> July, 2015**

Total number of shareholders as on date of book closure: **16,330**

No. of shareholders present in the meeting either in person or through proxy:

Category	Present in Person (including Authorised Representative)	Present through proxy	Total
Promoters and Promoter Group	3	0	3
Public	37	1	38
<b>Total</b>	<b>40</b>	<b>1</b>	<b>41</b>

No. of shareholders attended the meeting through Video Conferencing:

Promoters and Promoter Group:	}
Public:	} Not arranged
<b>Total</b>	}

Resolution / Agenda-wise details of voting (by remote e-Voting and poll) are as under:

**Resolution No. 1**

Ordinary Resolution for adoption of: (a) Audited Financial Statements together with Directors' Report and Auditors' Report for the year ended on 31<sup>st</sup> March, 2015; (b) Audited Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2015. (Passed with requisite majority)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	5499279	5499279	100.00	5499279	0	100.00	0.00
Public - Institutional holders	4883	0	0.00	0	0	0.00	0.00
Public - Others	3646890	5320	0.15	5320	0	100.00	0.00
<b>Total</b>	<b>9151052</b>	<b>5504599</b>	<b>60.15</b>	<b>5504599</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



## Resolution No. 2

Ordinary Resolution for approval of dividend for 2014-15. (Passed with requisite majority)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	5499279	5499279	100.00	5499279	0	100.00	0.00
Public - Institutional holders	4883	0	0.00	0	0	0.00	0.00
Public - Others	3646890	5320	0.15	5320	0	100.00	0.00
<b>Total</b>	<b>9151052</b>	<b>5504599</b>	<b>60.15</b>	<b>5504599</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

## Resolution No. 3

Ordinary Resolution for re-appointment of Mr. Shrinivas V. Dempo, who retires by rotation and being eligible offers himself for re-appointment. (Passed with requisite majority)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	5499279	5499279	100.00	5499279	0	100.00	0.00
Public - Institutional holders	4883	0	0.00	0	0	0.00	0.00
Public - Others	3646890	5320	0.15	5320	0	100.00	0.00
<b>Total</b>	<b>9151052</b>	<b>5504599</b>	<b>60.15</b>	<b>5504599</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**Resolution No. 4**

Ordinary Resolution for ratification of the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, as Statutory Auditors. (Passed with requisite majority)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	5499279	5499279	100.00	5499279	0	100.00	0.00
Public - Institutional holders	4883	0	0.00	0	0	0.00	0.00
Public - Others	3646890	5320	0.15	5320	0	100.00	0.00
<b>Total</b>	<b>9151052</b>	<b>5504599</b>	<b>60.15</b>	<b>5504599</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**Resolution No. 5**

Ordinary Resolution for appointment of Ms. Kiran Dhingra, as an Independent Director under Section 149 of the Companies Act, 2013. (Passed with requisite majority)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	5499279	5499279	100.00	5499279	0	100.00	0.00
Public - Institutional holders	4883	0	0.00	0	0	0.00	0.00
Public - Others	3646890	5320	0.15	5320	0	100.00	0.00
<b>Total</b>	<b>9151052</b>	<b>5504599</b>	<b>60.15</b>	<b>5504599</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

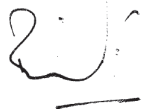


## Resolution No. 6

Special Resolution under Section 196, 197, 203 of the Companies Act, 2013, and applicable provisions of Sections 198, 309, 310 of the Companies Act, 1956 for ratification of the remuneration amounting to ₹114.88 lacs paid to Mr. Jagmohan J. Chhabra, Executive Director. (Passed with requisite majority)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	5499279	5499279	100.00	5499279	0	100.00	0.00
Public - Institutional holders	4883	0	0.00	0	0	0.00	0.00
Public - Others	3646890	5320	0.15	5275	45	99.15	0.85
<b>Total</b>	<b>9151052</b>	<b>5504599</b>	<b>60.15</b>	<b>5504554</b>	<b>45</b>	<b>100.00</b>	<b>0.00</b>

For Goa Carbon Limited



**P. S. Mantri**  
Company Secretary



*Sadashiv V. Shet*

B.A., B.Com., LL.B., F.C.S  
**Company Secretary**

S-15, Jairam Complex, Nevginagar, Panaji, Goa. Phone : 0832-2427847, 2421237  
Email : sadashiv\_shet@sancharnet.in / sadashivshet@gmail.com

**FORM No.MGT-13**

**Report of Scrutinizer(s)**

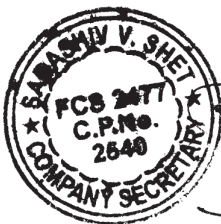
[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]

To,  
Mr. Shrinivas V Dempo  
Chairman  
Annual General Meeting of the Equity Shareholders of  
GOA CARBON LIMITED  
held on Wednesday, 08<sup>th</sup> July, 2015 at Registered Office at  
Dempo House, Campal,  
Panaji Goa 403 001.

Dear Sir,

I, Sadashiv V. Shet, appointed as a Scrutinizer for the purpose of poll taken on the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders of GOA CARBON LIMITED, held on the 8<sup>th</sup> day of July, 2015 at 10.30A.M. at the Registered Office at Dempo House, Campal Panaji Goa, 403 001 submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in our presence, with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:



(A) As an Ordinary Resolution – Item no. 1. Passed with the requisite majority

*Adoption of: (a) Audited Financial Statements together with Directors' Report and Auditors' Report for the year ended on 31<sup>st</sup> March, 2015; (b) Audited Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2015.*

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	<b>38</b>	<b>5504284</b>	<b>100.00</b>
(ii) Voted against the resolution	<b>0</b>	<b>0</b>	<b>0.00</b>
(iii) Invalid votes / Abstained	Total number of members (in person or by proxy) whose votes were declared invalid / abstained <b>3</b>	Total number of votes cast by them / abstained from voting <b>30</b>	

(B) As an Ordinary Resolution – Item no. 2. Passed with the requisite majority

*Approval of dividend for 2014-15*

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	<b>38</b>	<b>5504284</b>	<b>100.00</b>
(ii) Voted against the resolution	<b>0</b>	<b>0</b>	<b>0.00</b>
(iii) Invalid votes / Abstained	Total number of members (in person or by proxy) whose votes were declared invalid / abstained <b>3</b>	Total number of votes cast by them / abstained from voting <b>30</b>	



(C) As an Ordinary Resolution – Item no. 3. Passed with the requisite majority

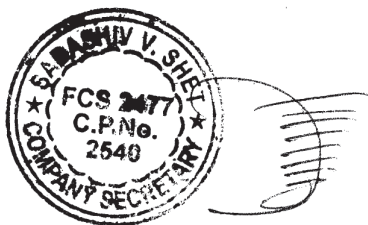
*Re-appointment of Mr. Shrinivas V Dempo, who retires by rotation and being eligible offer himself for re-appointment.*

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	<b>38</b>	<b>5504284</b>	<b>100.00</b>
(ii) Voted against the resolution	<b>0</b>	<b>0</b>	<b>0.00</b>
(iii) Invalid votes / Abstained	Total number of members (in person or by proxy) whose votes were declared invalid/ abstained <b>3</b>	Total number of votes cast by them / abstained from voting <b>30</b>	

(D) As an Ordinary Resolution – Item no. 4. Passed with the requisite majority

*Ratification of the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, as Statutory Auditors*

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	<b>38</b>	<b>5504284</b>	<b>100.00</b>
(ii) Voted against the resolution	<b>0</b>	<b>0</b>	<b>0.00</b>
(iii) Invalid votes / Abstained	Total number of members (in person or by proxy) whose votes were declared invalid / abstained <b>3</b>	Total number of votes cast by them / abstained from voting <b>30</b>	



(E) As an Ordinary Resolution – Item no. 5. Passed with the requisite majority

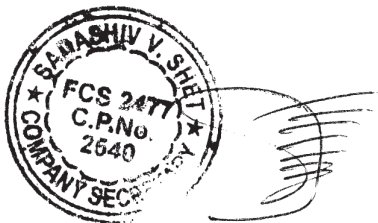
*Appointment of Ms. Kiran Dhingra as Independent Director under Section 149 of the Companies Act, 2013.*

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	<b>38</b>	<b>5504284</b>	<b>100.00</b>
(ii) Voted against the resolution	<b>0</b>	<b>0</b>	<b>0.00</b>
(iii) Invalid votes / Abstained	Total number of members (in person or by proxy) whose votes were declared invalid / abstained	Total number of votes cast by them / abstained from voting	
	<b>3</b>	<b>30</b>	

(F) As an Special Resolution – Item no. 6. Passed with the requisite majority

*Ratifying and approving the remuneration amounting to Rs.114.88 lacs paid to Mr. Jagmohan J Chhabra, Whole Time Director designated as "Executive Director."*

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	<b>38</b>	<b>5504284</b>	<b>100.00</b>
(ii) Voted against the resolution	<b>0</b>	<b>0</b>	<b>0.00</b>
(iii) Invalid votes / Abstained	Total number of members (in person or by proxy) whose votes were declared invalid / abstained	Total number of votes cast by them / abstained from voting	
	<b>3</b>	<b>30</b>	

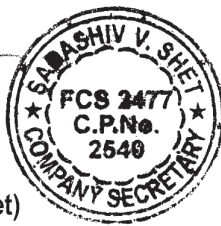





5. A details summary list containing a list of equity shareholders who voted "FOR", "AGAINST" for each resolution is enclosed.
6. The poll papers and all relevant records were sealed and handed over to the Company Secretary of the company for safe keeping, as authorized by the Board.

Thanking you,

Yours faithfully,



(Sadashiv V. Shet)  
Membership No. 2477  
C. P. No. 2540



Place: Panaji -Goa  
Date: July 08, 2015



Witness: 1. Mr. Utkarsh Gawas



2. Mrs. Assumpta Alphonso

  
For GOA CARBON LIMITED  
  
P. S. MANTRI  
COMPANY SECRETARY

*Sadashiv V. Shet*

B.A., B.Com., L.L.B., F.C.S  
Company Secretary

S-15, Jairam Complex, Nevginagar, Panaji, Goa. Phone : 0832-2427847, 2421237  
Email : sadashiv\_shet@sancharnet.in / sadashivshet@gmail.com

To,  
The Chairman  
Goa Carbon Limited  
Dempo House, Campal  
Panaji Goa  
403 001.

Sub.: Consolidated Scrutinizer's Report on remote e-Voting conducted pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and voting on Poll at the Forty-seventh Annual General Meeting ("AGM") of Goa Carbon Limited (the "company") held on Wednesday, the 8<sup>th</sup> July 2015.

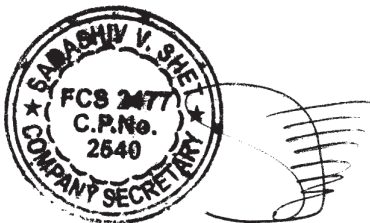
Sir,

I, Mr. Sadashiv V. Shet, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of the company pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules 2014, for the remote e-voting process in respect of the below mentioned resolutions passed at the Annual General Meeting of the company held on Wednesday, the 8<sup>th</sup> July, 2015 at 10.30 a.m. I was also appointed as Scrutinizer to conduct the poll process in respect of the poll taken at the said AGM.

The Notice dated 30<sup>th</sup> April, 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.

The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-Voting by the Shareholders of the Company. The AGM had also provided voting facility to the shareholders present at the meeting and who had not cast their vote earlier through remote e-voting facility.

The Shareholders of the company holding shares as on the "cut-off" date July 01, 2015, were entitled to vote on the resolutions as contained in the Notice of the AGM.



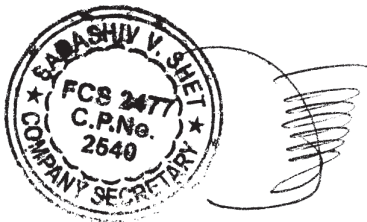
The voting period for remote e-voting commenced on Sunday, July 5, 2015 (10:00 a.m.) and ended on Tuesday, July 07, 2015 (5:00 p.m.) and the e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on poll taken at the meeting was generated in my presence and the voting was diligently scrutinized. The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system.

I now submit my consolidated report as under on the result of the remote e-voting and voting at the meeting through poll in respect of the said resolutions.

Item no. of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes	
		Nos.	%age	Nos.	%age	Nos.	%age
Item no. 1 of the Notice (As an Ordinary Business)	e-Voting	315	100.00	0	0.00	0	0.00
	Poll	5504284	100.00	0	0.00	30	0.00
	<b>TOTAL</b>	<b>5504599</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>30</b>	<b>0.00</b>
Item no. 2 of the Notice (As an Ordinary Business)	e-Voting	315	100.00	0	0.00	0	0.00
	Poll	5504284	100.00	0	0.00	30	0.00
	<b>TOTAL</b>	<b>5504599</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>30</b>	<b>0.00</b>
Item no. 3 of the Notice (As an Ordinary Business)	e-Voting	315	100.00	0	0.00	0	0.00
	Poll	5504284	100.00	0	0.00	30	0.00
	<b>TOTAL</b>	<b>5504599</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>30</b>	<b>0.00</b>





Item no. of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes	
		Nos.	%age	Nos.	%age	Nos.	%age
Item no. 4 of the Notice (As an Ordinary Resolution)	e-Voting	315	100.00	0	0.00	0	0.00
	Poll	5504284	0.00	0	0.00	30	0.00
	<b>TOTAL</b>	<b>5504599</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>30</b>	<b>0.00</b>
Item no. 5 of the Notice (As an Ordinary Resolution)	e-Voting	315	100.00	0	0.00	0	0.00
	Poll	5504284	100.00	0	0.00	30	0.00
	<b>TOTAL</b>	<b>5504599</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>30</b>	<b>0.00</b>
Item no. 6 of the Notice (As a Special Resolution)	e-Voting	270	85.71	45	14.29	0	0.00
	Poll	5504284	100.00	0	0.00	30	0.00
	<b>TOTAL</b>	<b>5504554</b>	<b>100.00</b>	<b>45</b>	<b>0.00</b>	<b>30</b>	<b>0.00</b>

All the Resolutions stand passed under e-Voting and poll with requisite majority.

The Register, all other papers and relevant records relating to remote e-voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid AGM and thereafter the same would be handed over to the Company Secretary for the safe keeping.

Thanking you,  
Yours faithfully,

(Sadashiv V. Shet)  
Company Secretary  
Membership No. 2477  
C. P. No. 2540

Witness: 1. Ms. Sushma Bandeker 2. Ms. Rakhi Malkarnekar

Date: July 08, 2015  
Place: Panaji Goa

*Countersigned*  
For **GOA CARBON LIMITED**  
*[Signature]*  
**P. S. MANTRI**  
**COMPANY SECRETARY**