

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.: 2018\VI\292

Date: 21st June 2018

The General Manager Department of Corporate Services BSE Limited , Thru' Listing Centre 25 th 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
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Sub.: Notice of 50th 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 Annual General Meeting of Goa Carbon Limited scheduled to be held on Tuesday, 17th July 2018 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

BILASPUR : Tel: +91 (07752) 261220, 650720 Fax: +91 (07752) 261115
E-mail: bsp@goacarbon.com

ISO 9001-2008

BUREAU VERITAS
Certification



ISO 14001

BUREAU VERITAS
Certification



Notice

Notice is hereby given that the Fiftieth 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 403 001, on Tuesday, the 17th July 2018 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 2018 including the Audited Balance Sheet as at 31st March 2018 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. Declaration of Dividend

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

“RESOLVED THAT a final dividend of ₹10/- per equity share of ₹10/- each be declared for the financial year ended 31st March 2018 and that the same be paid out of the profits of the Company for the financial year ended 31st March 2018 to those shareholders whose names appear in the Register of Members as on 10th July 2018 in case the shares are held in physical form and to the beneficial holders of the dematerialised shares as on 10th July 2018 as per the details provided by National Securities Depository Limited and Central Depository Services (India) Limited in case the shares are held in the electronic form.

RESOLVED FURTHER THAT the interim dividend of ₹5/- per equity share of ₹10/- each already paid for the financial year ended 31st March 2018 be and is hereby confirmed.”

3. Re-appointment of Mr. Rajesh Dempo, Director retiring by rotation as a Director.

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

“RESOLVED THAT Mr. Rajesh Dempo holding DIN 05143106, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

Special Business:

4. Increase the Borrowing Limit u/s 180(1)(c) of the Companies Act, 2013 upto ₹500 Crores.

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

“RESOLVED THAT in supersession of the resolution passed by the members at its Annual General Meeting held on 6th September 2014 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) to borrow by way of loan/debentures (whether secured or unsecured)/ bonds/deposits/fund based/non fund based limits/guarantee for the purpose of the business of the Company any sum or sums of money either in Indian or Foreign Currency from time to time from any Bank(s) or any Financial Institution(s) or any other Institution(s), firm(s), body corporate(s), or other person(s) or from any other source in India or outside India whomsoever in addition to the temporary loans obtained from the Company’s Banker(s) in the ordinary course of business provided that the sum or sums so borrowed under this resolution and remaining outstanding at any time shall not exceed in the aggregate ₹500 Crores (Rupees Five Hundred Crores only).

RESOLVED FURTHER THAT the Board of Directors or Committee thereof be and is hereby authorized to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

5. Create charge on the Assets of the Company.

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

“RESOLVED THAT consent of shareholders of the company be and is hereby accorded, pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company

and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed ₹500 Crores (Rupees Five Hundred Crores only) at any time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle, and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid.”

Notes:

1. 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.

2. 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.

3. 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 person seeking appointment/re-appointment as Director, is also annexed to this Notice.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, the 11th July 2018 to Tuesday, the 17th July 2018 (both days inclusive) for determining the entitlement of the members to the final dividend for financial year ended 31st March 2018 and AGM.
5. The dividend warrants in respect of the final dividend of ₹10/- per equity share for the financial year ended 31st March 2018 recommended by the Board of Directors is proposed to be posted on Monday, 6th August 2018 subject to the approval of the members at the ensuing AGM. In case of members opting for National Electronic Clearance System (NECS)/National Automated Clearing House (NACH), the dividend would in the normal course be credited to their respective accounts by Monday, 6th August 2018.
6. 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.
7. 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.
8. 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 2009-10 was transferred to IEPF and all the shares on which dividend had not been paid or claimed for seven consecutive years with Financial Year 2009-10 as the base year, were transferred to the demat account of the IEPF Authority. The unclaimed dividend for the Financial Year 2010-11 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
31.03.2011	25.09.2018
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

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.

9. 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. As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to Link Intime India Pvt. Ltd.
10. 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.
11. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact Link Intime India Pvt. Ltd. for assistance in this regard.
12. 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.
13. Electronic copy of the Annual Report for FY 2017-18, Notice of the 50th 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 50th 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.

14. 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.
15. 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.
16. Members may also note that the Notice of the 50th Annual General Meeting and the Annual Report for FY 2017-18 will also be available on the Company’s website www.goacarbon.com for their download.
17. 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.
18. Route Map showing directions to reach to the venue of the 50th AGM is given in the Corporate Information Section of this Report.
19. **Instructions for e-voting**
 - i. 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 50th Annual General Meeting (AGM). The Company has engaged the services of National

Securities Depository Limited (NSDL) 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’.

- ii. 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.
- iii. The remote e-voting period commences on Saturday, 14th July 2018 (9.00 a.m. IST) and ends on Monday, 16th July 2018 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the close of working hours on Tuesday, 10th July 2018 (“Cut-off date”) may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting on Monday, 16th July 2018 after 5.00 p.m. IST. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- iv. The details of the process and manner for remote e-voting are explained herein below:

- Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
- Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS

login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of the Company.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sadashivshet@gmail.com with a copy marked to evoting@nsdl.co.in
 - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 - In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- v. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Cut-off Date.
- Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either

in physical form or in dematerialized form, as on the closing working hours of Cut-off Date and not casting their vote electronically, may cast their vote at the Meeting.

- CS Sadashiv V. Shet, Practising Company Secretary, Panaji, who has consented to act as the scrutinizer and is available for the purpose of ascertaining the requisite majority, has been appointed as the scrutinizer to scrutinize the remote e-voting process/ ballot/poll in a fair and transparent manner.
- The Chairman shall, at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot or polling paper for all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
- Scrutinizer shall, immediately after the conclusion of the Meeting will first count the votes cast at the Meeting and thereafter unblock the votes in the presence of at least two witnesses not in the employment of the Company and within a period not exceeding 48 hours from the conclusion of the Meeting make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the Company or any other person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.goacarbon.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to BSE Limited and National Stock Exchange of India Limited.

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

ITEM 4 & 5

The members of the Company at its Annual General Meeting held on 6th September 2014 had authorised the Board of Directors to exercise borrowing powers the outstanding amount of which at any time shall not exceed in the aggregate of ₹100 Crores (Rupees One Hundred Crores Only) in excess of and in addition to the paid-up capital and free reserves of the Company for the time being.

As per the provisions of Section 180(1)(c) of the Companies Act, 2013 ("Act"), the Board of Directors shall not borrow in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a special resolution.

Further, in view of Company's business requirements and growth plans, it is necessitated to enhance the borrowing limits by authorizing Board of the Directors or Committee thereof to borrow money upto ₹500 Crores (Rupees Five Hundred Crores Only) in excess of and in addition to the paid-up capital and free reserves of the Company for the time being.

Accordingly, it is, therefore, necessary for the members to pass a special resolution under Section 180(1)(c) of the Act, to enable the Board of Directors or Committee thereof to borrow money in excess of the aggregate of the Paid-up Share Capital and Free Reserves of the Company.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

The Board of Directors recommends the said resolutions for your approval.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested, financially or otherwise, in the said resolutions.

By Order of the Board of Directors

Pravin Satardekar
Company Secretary
ACS 24380

Panaji, 9th May 2018

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

CIN: L23109GA1967PLC000076

Website: www.goacarbon.com

Annexure to the Notice

Particulars and additional information of the director seeking 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	Rajesh Dempo
Category	Non-Executive, Non-Independent Director
Age	42 years
Date of first appointment	08/01/2016
Profile of the Director	A third-generation entrepreneur, from an Industrial family, Mr. Rajesh Dempo completed his Bachelor of Commerce at the University of Mumbai. After completing MBA in London, he returned to Goa and joined Aparant Iron & Steel Pvt. Ltd., a Dempo Group Company as a management trainee and rose up the ladder to head the same. Thereafter, he founded "Vision Dempo Hospitality And Estates Pvt. Ltd." and diversified into various industries such as Real Estate, Hospitality, Healthcare and upcoming industries such as Media & Entertainment and Child Care.
Expertise in specific functional area	Leadership and Business Management.
Qualification	B.Com., MBA
Directorship held in other companies (including foreign and private companies)	1. Hindustan Foods Ltd. 2. Vishwas Media and Entertainment Pvt. Ltd. 3. Vision Dempo Hospitality and Estates Pvt. Ltd. 4. V. S. Dempo Mining Corporation Pvt. Ltd. 5. Vishwasrao Dempo Academy Pvt. Ltd. 6. Dempo Vision Resorts and Construction Pvt. Ltd.
Chairmanship/Membership of the Committees of the Board of all the public companies	Hindustan Foods Ltd. – Member of the Share Transfer, Investors Grievances and Stakeholders Relationship Committee Goa Carbon Ltd. – Member of the Share Transfer, Investors Grievances and Stakeholders Relationship Committee (Appointed as Chairman w.e.f. 12 th April 2018)
Number of shares held in the Company	Nil
No. of Board meetings attended during the year 2017-18	5 (Five)
Relationship with other directors inter-se	'Cousin' of Mr. Shrinivas Dempo, Chairman of the Company.

**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**FIFTIETH ANNUAL GENERAL MEETING**Tuesday, 17th July 2018 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 50th Annual General Meeting of the Company at the Registered Office of the Company at Dempo House, Campal, Panaji, Goa – 403 001 on Tuesday, the 17th July 2018 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**FIFTIETH ANNUAL GENERAL MEETING**Tuesday, 17th July 2018 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 Goa Carbon Limited, holding 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 50th Annual General Meeting of the Company, to be held on Tuesday, the 17th July 2018 at 10.30 a.m. at the Registered Office of the Company at Dempo House, Campal, Panaji, Goa – 403 001 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 2018.		
2.	Declaration of dividend for the financial year 2017-2018.		
3.	Re-appointment of Mr. Rajesh Dempo (DIN: 05143106) as Director, who retires by rotation.		
Special Business			
4.	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for increase in borrowing limit from ₹100 Crores to ₹500 Crores.		
5.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creating charge on the assets of the Company.		

Signed this.....day of 2018

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 50th Annual General Meeting.

VOTING THROUGH ELECTRONIC MEANS

EVEN (Remote E-voting Event Number)	USER ID	PASSWORD / PIN
108416		