

Sadashiv V. Shet

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Company Secretary

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Consolidated Scrutinizer's Report
on voting through ballot paper and through remote e-voting

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015]

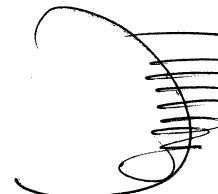
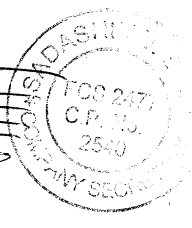
To,
The Chairperson for the Annual General Meeting of Equity Shareholders
Goa Carbon Limited
held on Wednesday, July 6, 2016 at 10:30 a.m.
at Dempo House, Campal, Panaji-Goa 403 001

Dear Sir,

I, Sadashiv V. Shet, Practicing Company Secretary, had been appointed as a Scrutinizer for the purpose of scrutinizing the voting on the below mentioned resolutions through ballot paper at the 48th Annual General Meeting (48th AGM) of the Equity Shareholders of Goa Carbon Limited held on Wednesday, July 6, 2016 at Dempo House, Campal, Panaji-Goa 403001 and through remote e-voting during the period from Sunday, July 3, 2016 (9:00 a.m.) to Tuesday, July 5, 2016 (5:00 p.m.) in a fair and transparent manner and for ascertaining the requisite majority on voting through ballot paper and remote e-voting carried out as per the provisions of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015.

I hereby submit as under:

1. The remote e-voting period remained open from Sunday, July 3, 2016 (9:00 a.m.) to Tuesday, July 5, 2016 (5:00 p.m.) and was disabled for voting thereafter.
2. The Shareholders holding shares as on the "cut-off" date i.e. June 30, 2016 were entitled to vote on the proposed resolutions contained in the notice of the 48th AGM.
3. The shareholders details, such as their names, folios, number of shares held who had cast votes through remote e-voting were downloaded from the e-voting website of the National Securities Depository Limited in order to ensure that such shareholders did not vote again through ballot paper at the 48th AGM.
4. One ballot box kept for the purpose of voting through ballot paper was locked in my presence with due identification marks placed by me.
5. The locked ballot box was subsequently opened in my presence and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company / Registrar and Share Transfer Agents of the Company and the authorizations lodged with the Company.

6. I did not find any ballot paper invalid.
7. After counting the votes cast by the shareholders present at the 48th AGM through ballot paper, the votes casted through remote e-voting were unblocked on July 6, 2016 at around 12.10 p.m. in the presence of two witnesses, Ms. Sushma Bandeker and Ms. Rakhi Malkarnekar, who are not in employment of the Company.
8. The consolidated report on the result of the voting through ballot paper and remote e-voting are as under:

ORDINARY BUSINESS:

ITEM NO. 1:

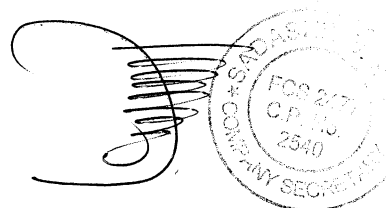
Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.

Mode of Voting	Number of Shareholders voted	Number of Votes/Shares polled	Number of Votes/Shares in favour of the resolution	Number of Votes/Shares against the resolution	% of Votes/Shares - in favour	% of Votes/Shares - against	Neutral/ Abstained/ Invalid votes
		(1)	(2)	(3)	(4)=[(2)/(1)] * 100	(5)=[(3)/(1)] * 100	
Remote e-voting	13	5752	5752	0	100.0000	0.0000	0
Ballot paper	42	5505754	5505754	0	100.0000	0.0000	0
Total	55	5511506	5511506	0	100.0000	0.0000	0

ITEM NO. 2:

Ratification of the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Chennai (Registration No. 008072S), as Statutory Auditors of the Company and fixing their remuneration.

Mode of Voting	Number of Shareholders voted	Number of Votes/Shares polled	Number of Votes/Shares in favour of the resolution	Number of Votes/Shares against the resolution	% of Votes/Shares - in favour	% of Votes/Shares - against	Neutral/ Abstained/ Invalid votes
		(1)	(2)	(3)	(4)=[(2)/(1)] * 100	(5)=[(3)/(1)] * 100	
Remote e-voting	13	5752	5752	0	100.0000	0.0000	0
Ballot paper	42	5505754	5505754	0	100.0000	0.0000	0
Total	55	5511506	5511506	0	100.0000	0.0000	0



SPECIAL BUSINESS

ITEM NO. 3:

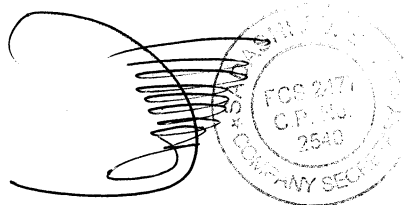
Appointment of Mr. Rajesh S. Dempo (DIN: 05143106) as Director of the Company.

Mode of Voting	Number of Shareholders voted	Number of Votes/Shares polled	Number of Votes/Shares in favour of the resolution	Number of Votes/Shares against the resolution	% of Votes/Shares - in favour	% of Votes/Shares - against	Neutral/ Abstained/ Invalid votes
		(1)	(2)	(3)	(4)=[(2)/(1)] * 100	(5)=[(3)/(1)] * 100	(6)
Remote e-voting	13	5752	5702	50	99.1307	0.8769	0
Ballot paper	41	5109815	5109815	0	100.0000	0.0000	395939
Total	54	5115567	5115517	50	99.9990	0.0010	395939

ITEM NO. 4:

Ratification of the remuneration of Rs. 114.83 lacs paid to Mr. Jagmohan J. Chhabra, Executive Director for the period from April 1, 2015 to March 31, 2016.

Mode of Voting	Number of Shareholders voted	Number of Votes/Shares polled	Number of Votes/Shares in favour of the resolution	Number of Votes/Shares against the resolution	% of Votes/Shares - in favour	% of Votes/Shares - against	Neutral/ Abstained/ Invalid votes
		(1)	(2)	(3)	(4)=[(2)/(1)] * 100	(5)=[(3)/(1)] * 100	(6)
Remote e-voting	13	5752	702	5050	12.2045	87.7955	0
Ballot paper	42	5505754	5505754	0	100.0000	0.0000	0
Total	55	5511506	5506456	5050	99.9084	0.0916	0



ITEM NO. 5:

Re-appointment of Mr. Jagmohan J. Chhabra (DIN: 01007714) as a Whole-time Director of the Company designated as "Executive Director" for a period of three years with effect from April 1, 2016.

Mode of Voting	Number of Shareholders voted	Number of Votes/Shares polled	Number of Votes/Shares in favour of the resolution	Number of Votes/Shares against the resolution	% of Votes/Shares - in favour	% of Votes/Shares - against	Neutral/ Abstained/ Invalid votes
		(1)	(2)	(3)	(4)=[(2)/(1)] * 100	(5)=[(3)/(1)] * 100	(6)
Remote e-voting	13	5752	752	5000	13.0737	86.9263	0
Ballot paper	42	5505754	5505754	0	100.0000	0.0000	0
Total	55	5511506	5506506	5000	99.9093	0.0907	0

The Register, all other papers and relevant records relating to remote e-voting and voting through ballot papers shall remain in our safe custody until the Chairperson considers, approves and signs the Minutes of the aforesaid 48th AGM and thereafter the same would be handed over to the Company Secretary for safe keeping.

I report that all the Resolutions have been passed by the Shareholders by the requisite majority.

Thanking you,

Yours faithfully,



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



Witness 1: Sushma Bandeker



2: Rakhi Malkarnekar

Date: July 7, 2016
Place: Panaji-Goa.