

Sadashiv V. Shet

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

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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 8th July 2015.

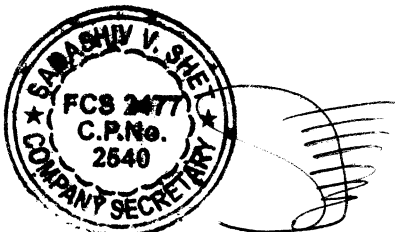
Sir,

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 8th 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 30th 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.



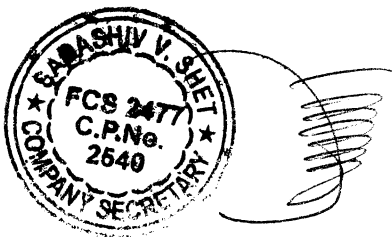
The voting period for remote e-voting commenced on Sunday, July 5, 2015 (10:00 a.m.) and ended on Tuesday, July 07, 2015 (5:00 p.m.) and the e-voting platform was blocked thereafter.

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 |
| | TOTAL | 5504599 | 100.00 | 0 | 0.00 | 30 | 0.00 |
| 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 |
| | TOTAL | 5504599 | 100.00 | 0 | 0.00 | 30 | 0.00 |
| 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 |
| | TOTAL | 5504599 | 100.00 | 0 | 0.00 | 30 | 0.00 |

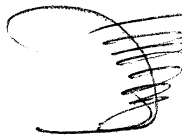
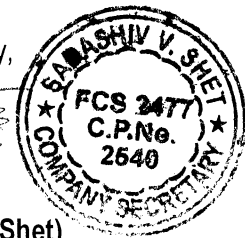


| Item no. of Notice | Particulars of Business | Votes in favour of the resolution | | Votes against the resolution | | Abstained / Invalid votes | |
|------------------------------------------------------|-------------------------|-----------------------------------|---------------|------------------------------|-------------|---------------------------|-------------|
| | | 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 |
| | TOTAL | 5504599 | 100.00 | 0 | 0.00 | 30 | 0.00 |
| 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 |
| | TOTAL | 5504599 | 100.00 | 0 | 0.00 | 30 | 0.00 |
| 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 |
| | TOTAL | 5504554 | 100.00 | 45 | 0.00 | 30 | 0.00 |

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.

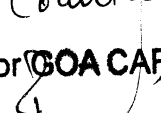
Thanking you,
Yours faithfully,

(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**

P. S. MANTRI
COMPANY SECRETARY