

Sadashiv V. Shet

B.A., B.Com., LL.B., FCS
Company Secretary

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FORM No.MGT-13

Report of Scrutinizer(s)

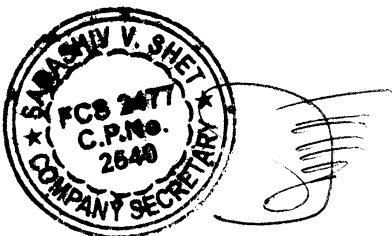
[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
Mr. Shrinivas V Dempo
Chairman
Annual General Meeting of the Equity Shareholders of
GOA CARBON LIMITED
held on Wednesday, 08th 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 8th 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

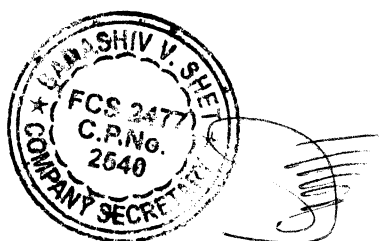
Adoption of: (a) Audited Financial Statements together with Directors' Report and Auditors' Report for the year ended on 31st March, 2015; (b) Audited Consolidated Financial Statements for the year ended 31st March, 2015.

	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	38	5504284	100.00
(ii) Voted against the resolution	0	0	0.00
(iii) Invalid votes / Abstained	Total number of members (in person or by proxy) whose votes were declared invalid / abstained	Total number of votes east by them / abstained from voting	
	3	30	

(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	38	5504284	100.00
(ii) Voted against the resolution	0	0	0.00
(iii) Invalid votes / Abstained	Total number of members (in person or by proxy) whose votes were declared invalid / abstained	Total number of votes east by them / abstained from voting	
	3	30	



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

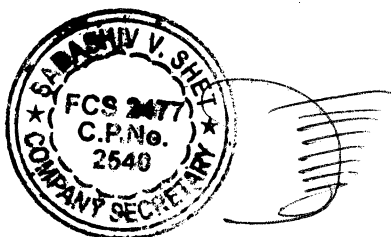
Re-appointment of Mr. Shrinivas V Dempo, who retires by rotation and being eligible offer himself for re-appointment.

	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	38	5504284	100.00
(ii) Voted against the resolution	0	0	0.00
(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	
	3	30	

(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	38	5504284	100.00
(ii) Voted against the resolution	0	0	0.00
(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	
	3	30	



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

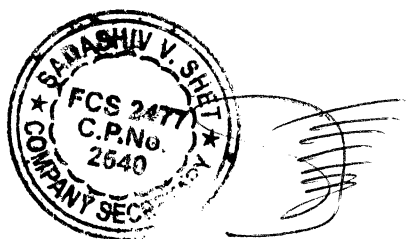
Appointment of Ms. Kiran Dhingra as Independent Director under Section 149 of the Companies Act, 2013.

	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	38	5504284	100.00
(ii) Voted against the resolution	0	0	0.00
(iii) Invalid votes / Abstained	Total number of members (in person or by proxy) whose votes were declared invalid / abstained	Total number of votes east by them / abstained from voting	
	3	30	

(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	38	5504284	100.00
(ii) Voted against the resolution	0	0	0.00
(iii) Invalid votes / Abstained	Total number of members (in person or by proxy) whose votes were declared invalid / abstained	Total number of votes east by them / abstained from voting	
	3	30	



5. A details summery 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

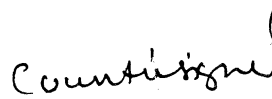

Place: Panaji -Goa
Date: July 08, 2015



Witness: 1. Mr. Utkarsh Gawas



2. Mrs. Assumpta Alphonso


For GOA CARBON LIMITED

P. S. MANTRI
COMPANY SECRETARY