

ANNEXURE I

1. Name of Listed Entity - **Goa Carbon Limited**
 2. Quarter ending - **31-Mar-2019**

i. Composition of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Sub-Cat-egory	Date of Appoint-ment	Date of cessa-tion	Tenure (in months)	No of Director-ship in listed entities including this listed entity	No of member-ships in Audit/ Stakeholder Committee (s) including this listed entity	No of post of Chairper-son in Audit/ Stakeholder Committee held in listed entities including this listed entity	Mem-bership in Commi-tees of the Com-pany
Mr.	Shrinivas V. Dempo	00043413	██████████	C & NED		30-Dec-2006			3	1	1	NRC
Mr.	Dara P. Mehta	00041164	██████████	ID		06-Sep-2014		60	2	3	3	AC,NRC
Mr.	Keki M. Elavia	00003940	██████████	ID		06-Sep-2014		60	6	10	5	AC,NRC
Mr.	Raman Madhok	01798377	██████████	ID		06-Sep-2014		60	2	2	1	AC
Ms.	Kiran Dhingra	00425602	██████████	ID		08-Jul-2015		60	2	3	0	AC
Mr.	Rajesh S. Dempo	05143106	██████████	NED		06-Jul-2016			2	2	1	SC
Mr.	Jagmohan J. Chhabra	01007714	██████████	ED		01-Apr-2016			1	1	0	SC

Company Remarks	Column titled "No. of memberships in Audit/Stakeholder Committee(s)", includes chairpersonship(s) in above stated Committee(s), if any.
Whether Permanent chairperson appointed	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Dara P. Mehta	ID	Chairperson	21-Jan-1998	
2	Keki M. Elavia	ID	Member	22-Jan-2001	
3	Raman Madhok	ID	Member	22-Oct-2012	
4	Kiran Dhingra	ID	Member	12-Apr-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Rajesh S. Dempo	NED	Chairperson	08-Jan-2016	
2	Jagmohan J. Chhabra	ED	Member	12-Apr-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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Company Remarks	
Whether Permanent chairperson appointed	

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Shrinivas V. Dempo	C & NED	Member	12-Apr-2018	
2	Keki M. Elavia	ID	Chairperson	28-Jan-2010	
3	Dara P. Mehta	ID	Member	12-Apr-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
05-Oct-2018	10-Jan-2019

Company Remarks	
Maximum gap between any two consecutive (in number of days)	96

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	04-Oct-2018	09-Jan-2019		Yes
Stakeholders Relationship Committee	05-Oct-2018	10-Jan-2019		Yes
Nomination & Remuneration Committee		09-Jan-2019		Yes
Corporate Social Responsibility Committee		29-Mar-2019		Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	96

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. **Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name : **Pravin Satardekar**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	Company Remark	Website
Details of business	Yes		www.goacarbon.com
Terms and conditions of appointment of independent directors	Yes		www.goacarbon.com
Composition of various committees of board of directors	Yes		www.goacarbon.com
Code of conduct of board of directors and senior management personnel	Yes		www.goacarbon.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.goacarbon.com
Criteria of making payments to non-executive directors	Yes		www.goacarbon.com
Policy on dealing with related party transactions	Yes		www.goacarbon.com
Policy for determining 'material' subsidiaries	Yes		www.goacarbon.com
Details of familiarization programs imparted to independent directors	Yes		www.goacarbon.com
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor	Yes		www.goacarbon.com
email address for grievance redressal and other relevant details	Yes		www.goacarbon.com
Financial results	Yes		www.goacarbon.com
Shareholding pattern	Yes		www.goacarbon.com
Details of agreements entered into with the media companies and/or their associates	Yes		www.goacarbon.com
New name and the old name of the listed entity	Not Applicable		
II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Not Applicable	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes	

<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Not Applicable	
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

Other Information	The Company has an approved Material Subsidiary Policy in place, however, the Company no longer has any subsidiary.
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Name : **Pravin Satardekar**
Designation : **Company Secretary & Compliance Officer**