

Sadashiv V. Shet

B.A., B.Com., L.L.B., F.C.S
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]

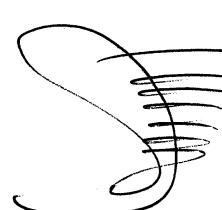

To,
The Chairperson for the Annual General Meeting of Equity Shareholders
Goa Carbon Limited
held on Friday, 30th June, 2017 at 10:30 a.m.
at Dempo House, Campal, Panaji-Goa 403 001

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 49th Annual General Meeting (49th AGM) of the Equity Shareholders of Goa Carbon Limited held on Friday, 30th June, 2017 at Dempo House, Campal, Panaji-Goa 403001 and through remote e-voting during the period from Tuesday, 27th June, 2017 (9:00 a.m.) to Thursday, 29th June, 2017 (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 Tuesday, 27th June, 2017 (9:00 a.m.) to Thursday, 29th June, 2017 (5:00 p.m.) and was disabled for voting thereafter.
2. The Shareholders holding shares as on the "cut-off" date i.e. 23rd June, 2017 were entitled to vote on the proposed resolutions contained in the notice of the 49th AGM.
3. One ballot box kept for the purpose of voting through ballot paper was locked in my presence with due identification marks placed by me.
4. 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.
5. I did not find any ballot paper invalid.

6. After counting the votes cast by the shareholders present at the 49th AGM through ballot paper, the votes casted through remote e-voting were unblocked on 30th June, 2017 at around 11.30a.m. in the presence of two witnesses, Ms. Sushma Bandeker and Ms. Rakhi Malkarnekar, who are not in employment of the Company.
7. The consolidated report on the result of the voting through ballot paper and remote e-voting are as under:

Item no. 1: Ordinary Resolution

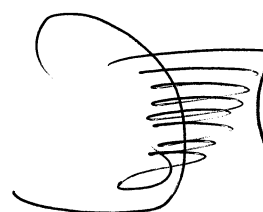

Adoption of Audited Financial Statements, Directors' Report & Auditors' Report for the financial year ended 31st March, 2017.

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	24	9169	9169	0	100.0000	0.0000	0
Ballot paper	38	5509194	5509194	0	100.0000	0.0000	0
Total	62	5518363	5518363	0	100.0000	0.0000	0

Item no. 2: Ordinary Resolution

Declaration of dividend for the financial year 2016-2017.

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	24	9169	9169	0	100.0000	0.0000	0
Ballot paper	38	5509194	5509194	0	100.0000	0.0000	0
Total	62	5518363	5518363	0	100.0000	0.0000	0

Item no. 3: Ordinary Resolution

Re-appointment of Mr. Shrinivas V. Dempo (DIN: 00043413) as Director, who retires by rotation.

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	24	9169	9169	0	100.0000	0.0000	0
Ballot paper	37	5113255	5113255	0	100.0000	0.0000	395939
Total	61	5122424	5122424	0	100.0000	0.0000	395939

Item no. 4: Ordinary Resolution

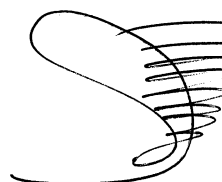

Appointment of M/s. B S R & Co. LLP, Chartered Accountants (Registration No. 101248W/W-100022) as Statutory Auditors of the Company, in place of the retiring auditors M/s. Deloitte Haskins & Sells, Chartered Accountants and to fix their remuneration.

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	(6)
Remote e-voting	24	9169	9169	0	100.0000	0.0000	0
Ballot paper	38	5509194	5509194	0	100.0000	0.0000	0
Total	62	5518363	5518363	0	100.0000	0.0000	0

Item no. 5: Special Resolution

Special Resolution under Section 196, 197, 198 of the Companies Act, 2013 for the revision in remuneration of Mr. Jagmohan J. Chhabra, Executive Director of the Company with effect from 1st April, 2017, for the remaining period of his tenure i.e. up to 31st March, 2019.

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	23	8969	8769	200	97.7701	2.2299	200
Ballot paper	38	5509194	5509194	0	100.0000	0.0000	0
Total	61	5518163	5517963	200	99.9964	0.0036	200

Item no. 6: Special Resolution



Special Resolution under Section 197 of the Companies Act, 2013 for approval of payment of Commission to Non Executive Directors of the Company from the financial year ending on 31st March, 2018.

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	23	8969	7969	1000	88.8505	11.1495	200
Ballot paper	36	5109255	5109255	0	100.0000	0.0000	399939
Total	59	5118224	5117224	1000	99.9805	0.0195	400139


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 49th 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: 1st July, 2017
Place: Panaji-Goa.

Countersigned