



GOA CARBON LIMITED

Corporate Identity Number: L23109GA1967PLC000076

Registered Office: DEMPO HOUSE, CAMPAL, PANAJI-GOA 403 001

Tel.: (0832) 2441300 Fax : (0832) 2427192

E-mail: investorrelations@goacarbon.com; Web site: www.goacarbon.com

NOTICE OF POSTAL BALLOT

[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH RULES 22 AND 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AS AMENDED]

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 (the “**Act**”) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”) as amended, Secretarial Standard-2 on General Meetings (the “**SS-2**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), guidelines prescribed by the Ministry of Corporate Affairs (the “**MCA**”), Government of India, for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021 and Circular No. 20/2021 dated 8th December, 2021 (the “**MCA Circulars**”) in view of COVID-19 pandemic and any other applicable laws and regulations, the following resolution is proposed to be passed by the Members of Goa Carbon Limited (the “**Company**”) through Postal Ballot by way of voting through electronic means (“**evoting**”) only.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution, setting out the material facts and reasons thereof, is appended along with the Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company has appointed Mr. Shivaram Bhat (Membership No. A10454), Practicing Company Secretary, as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the Company is offering facility of e-voting to all Members to enable them to cast their votes electronically only. Members are requested to follow the procedure as stated in the Notes for casting of votes by e-voting.

Upon completion of the scrutiny of the votes cast through e-voting, the Scrutinizer will submit his report to the Chairman or any person authorized by him. The results of the Postal Ballot and e-voting shall be announced on or before **Tuesday, 28th June 2022**. The said results would be made available on the Notice Board at the Registered Office of the Company, intimated to the National Stock Exchange of India Limited and the BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.goacarbon.com and on the website of Link Intime India Pvt. Ltd. (LIPL) at <https://instavote.linkintime.co.in>. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Members are requested to consider and, if thought fit, pass the following resolution:

SPECIAL BUSINESS:

Appointment of Mr. Jagmohan Chhabra (DIN 01007714) as a Director of the Company

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Jagmohan Chhabra (DIN 01007714), who was appointed as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 (“the Act”) and Articles of Association of the Company, with effect from 1st April 2022, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office subject to the approval of shareholders in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and whose office shall be liable to retirement of Directors by rotation.

By Order of the Board of Directors,

Pravin Satardekar
Company Secretary
ACS 24380

Panaji, 16th May 2022

Registered office:

Dempo House, Campal,
Panaji, Goa 403001

CIN: L23109GA1967PLC000076

E-mail: investorrelations@goacarbon.com

website: www.goacarbon.com

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) stating material facts and reasons for the proposed resolution is annexed hereto.
2. In terms of the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020 and 10/2021 dated 23rd June 2021 and Circular No. 20/2021 dated 8th December, 2021 (the “MCA Circulars”), this Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository(ies) / depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e., **Friday, 20th May 2022**. Members may note that this Notice also will be available on the Company’s website, www.goacarbon.com and on the website of Link Intime India Pvt. Ltd. at <https://instavote.linkintime.co.in>. All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this notice. Any person who is not a member on the Cut-off date shall treat this notice for information purpose only. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
3. The Company hereby requests all its members to register their email addresses, if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through email.

4. For receiving copy of postal ballot notice electronically, members who have not yet registered their email addresses are requested to send an email to rnt.helpdesk@linkintime.co.in by mentioning the Shareholder Name, Folio No. / DP ID and Client ID.
5. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide voting facility by electronic means (“e-voting”) to the Members, to enable them to cast their votes electronically. The Company has engaged the services of Link Intime India Pvt. Ltd. (LIPL) to provide e-voting facility to its Members.
6. The e-voting period commences from 9.00 a.m. (IST) on **Friday, 27th May 2022** to 5.00 p.m. (IST) on **Sunday, 26th June 2022**. During this period, Members holding shares either in physical form or in dematerialized form, as on **20th May 2022**, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
7. A Member cannot exercise his vote by proxy on Postal Ballot.
8. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date of the voting period i.e. **Sunday, 26th June 2022**.
9. The details of the process and manner for remote e-voting are explained herein below:

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has availed the electronic voting platform of the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited ('LIPL') for the purpose of providing e-voting facility to all its Members.

The cut-off date for the purpose of remote e-voting is **Friday, 20th May 2022**.

- (a) Date and time of commencement of e-voting: **Friday, 27th May 2022 at 9.00 a.m.**
- (b) Date and time of end of e-voting, beyond which voting will not be allowed: **Sunday, 26th June 2022 at 5.00 p.m.**
- (c) **The e-voting module shall be disabled for voting, thereafter.**
- (d) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, 20th May 2022** may cast their vote electronically, irrespective of mode of receipt of Postal Ballot notice by the shareholder.
- (e) Details of Website for e-voting: <https://instavote.linkintime.co.in>
- (f) Details of Scrutinizer: Mr. Shivaram Bhat, Practicing Company Secretary. (COP No. 7853), E-mail: cs.sbhat@gmail.com
- (g) **Once the vote on the resolution is cast by the shareholder, the shareholder shall not be allowed to change/modify the vote subsequently.**

The instructions for Members for e-voting are as follows:

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>▶ If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.</p> <p>▶ After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be</p>

	<p>re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>▶ If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>▶ Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>▶ Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>▶ After successful login of Easi / Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote.</p> <p>▶ If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration</p> <p>▶ Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<p>▶ You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>▶ Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p>	<p>1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in</p> <p>▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:-</p> <p>A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.</p> <p>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> <p>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p>

	<p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <p><input type="checkbox"/> Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</p> <p>▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).</p> <p>▶ Click "confirm" (Your password is now generated).</p> <p>2. Click on 'Login' under 'SHARE HOLDER' tab.</p> <p>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.</p> <p>4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon for 'Goa Carbon Limited/ Event Number 220121'</p> <p>5. E-voting page will appear.</p> <p>6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).</p> <p>7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.</p>
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Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/CDSL have forgotten the password:

Shareholders/members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/depository participants website.

- ▶ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ▶ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolution contained in this Notice.
- ▶ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 (“Act”)

The following Explanatory Statement sets out all material facts relating to the business mentioned in the accompanying Notice dated 16th May 2022.

The term of Mr. Jagmohan Chhabra as Executive Director of the Company expired on 31st March 2022. In line with the Board’s Retirement Policy for the directors, Mr Jagmohan Chhabra would be attaining the executive retirement age of 60 years on 9th April 2022. Considering the retirement policy for non-executive directors (80 years for Non-Executive Directors other than Independent Directors and 75 years for Independent Directors), the Nomination and Remuneration Committee recommended the appointment of Mr. Jagmohan Chhabra as non-executive director on the Board. The Nomination and Remuneration Committee and the Board felt that Mr. Chhabra’s immediate experiences as Executive Director would help ensure smooth transition of the Executive Management. In view of the above and based on the recommendations of the Nomination and Remuneration Committee, the Board has appointed Mr. Jagmohan Chhabra (DIN: 01007714) as an Additional Director (categorized as Non-Executive, Non-Independent Director) of the Company with effect from 1st April 2022 who holds office up to the date of three months from the date of appointment by the Board or approval of the Members, whichever is earlier. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

Accordingly, an Ordinary Resolution seeking appointment of Mr. Jagmohan Chhabra as a Director of the Company is included to be passed by the Members through Postal Ballot.

A brief profile of Mr. Jagmohan Chhabra is given below:

Mr. Jagmohan Chhabra (aged 60 years) is a Mechanical Engineer with Masters Degree in Management (specialization in Marketing) from the Jamnalal Bajaj Institute of Management Studies, Mumbai and has done a Management Programme from IIM, Ahmedabad. Mr. Chhabra has worked for more than 25 years with MNC's and has experience in Operations and Marketing Management both at domestic and international levels. He was associated as CEO of TSG Limited, a subsidiary of Frigoglass Group, Athens, Greece.

Mr. Jagmohan Chhabra has been the Executive Director of the Company for the past 12 years. He retired from the services on 31.03.2022.

Considering the experience and technical domain knowledge of Mr. Chhabra and to ensure smooth transition of the executive management, the Board recommends the Ordinary Resolution as set out in the Postal Ballot Notice for appointment of Mr. Jagmohan Chhabra as a Non-Executive Director of the Company, liable to retire by rotation.

None of the Directors/Key Managerial Personnel or their relatives except Mr. Jagmohan Chhabra is concerned or interested financially or otherwise in the resolution set forth in the Postal Ballot Notice.

By Order of the Board of Directors,

Pravin Satardekar
Company Secretary
ACS 24380

Panaji, 16th May 2022.

Registered office:
Dempo House, Campal,
Panaji, Goa 403001
CIN: L23109GA1967PLC000076
Tel: +91 (0832) 2441300
E-mail: investorrelations@goacarbon.com
Website: www.goacarbon.com

ANNEXURE TO THE NOTICE

Information pertaining to Directors seeking appointment as mentioned under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards:

Name of the Director	Jagmohan Chhabra
Category	Non-Executive, Non-Independent Director
Director Identification Number (DIN)	01007714
Date of Birth / Age	09/04/1962 60 years
Date of first appointment on the Board	01/04/2010

Expertise in specific functional area	Marketing and Management.
Qualification	B.E. (Mechanical) Masters Degree in Marketing Management Management Education Programme
Directorship held in other companies (including foreign and private companies)	Nil
Membership of the Committees of the Board (across all Public Companies)	Goa Carbon Limited – Member of the Stakeholders Relationship Committee, CSR Committee and Project Review Committee
Number of shares held in the Company	Nil
No. of Board meetings attended during the year 2021-22	4 (Four)
Relationship with other directors inter-se	Nil