

Sadashiv V. Shet

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

S-15, Jairam Complex, Nevginagar, Panaji, Goa. Phone : 0832-2427847, 2421237
Email : sadashiv_shet@sancharnet.in / sadashivshet@gmail.com

**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]

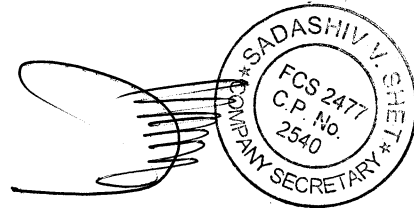
To,
Mr. Shrinivas V. Dempo
Chairman
46th Annual General Meeting of the Equity Shareholders
of Goa Carbon Limited held on Saturday, September 6, 2014
at Dempo House, Campal, Panaji-Goa 403001

Dear Sir,

I, Sadashiv V. Shet, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 46th Annual General meeting of the Equity Shareholders of Goa Carbon Limited, held on Saturday, September 6, 2014 at Dempo House, Campal, Panaji-Goa 403001, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box kept for polling was locked in my 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:

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(A) As an Ordinary Resolution – Item no. 1. Passed with the requisite majority

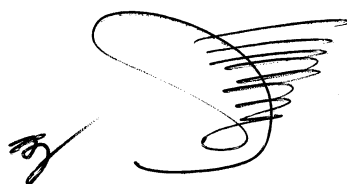
Consideration and adoption of the audited Balance Sheet of the Company as at March 31, 2014, the Profit and Loss Account and Cash Flow Statement for the year ended on that date as also the Reports of the Board of Directors and Auditors thereon.

	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	41	5505619	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	
	1	20	

(B) As an Ordinary Resolution – Item no. 2. Passed with the requisite majority

Approval of dividend for 2013-14.

	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	41	5505619	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	
	1	20	




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


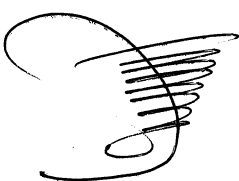
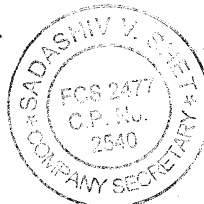
Re-appointment of Mr. Soiru V. Dempo, who retires by rotation and being eligible offer himself for re-appointment.

	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	41	5505619	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	
	1	20	

(D) As an Ordinary Resolution – Item no. 4. Passed with the requisite majority

Appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, as Statutory Auditors and fixing their remuneration.

	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	41	5505619	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	
	1	20	

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

Appointment of Mr. Dara P. Mehta, who retires by rotation, as an Independent Director under Section 149 of the Companies Act, 2013.

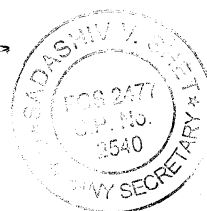
	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	41	5505619	100.00
(ii) Voted against the resolution	0	0	0.00
(iii) Invalid votes / Abstained	Total number of members (in person or by proxy) whose votes were declared invalid / abstained	Total number of votes cast by them / abstained from voting	
	1	20	

(F) As an Ordinary Resolution – Item no. 6. Passed with the requisite majority

Appointment of Mr. Keki M. Elavia, as an 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	41	5505619	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	
	1	20	

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(G) As an Ordinary Resolution – Item no. 7. Passed with the requisite majority

Appointment of Dr. A. B. Prasad, as an Independent Director under Section 149 of the Companies Act, 2013.

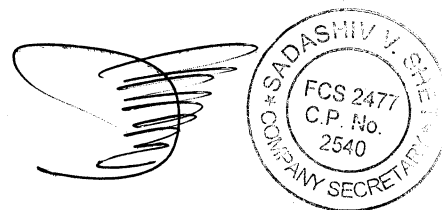
	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	41	5505619	100.00
(ii) Voted against the resolution	0	0	0.00
(iii) Invalid votes / Abstained	Total number of members (in person or by proxy) whose votes were declared invalid / abstained	Total number of votes cast by them / abstained from voting	
	1	20	

(H) As an Ordinary Resolution – Item no. 8. Passed with the requisite majority

Appointment of Mr. Raman Madhok, as an 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	41	5505619	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	
	1	20	

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(I) As a Special Resolution – Item no. 9. Passed with the requisite majority

Ratification of the remuneration amounting to ₹ 122.68 lacs paid to Mr. Jagmohan J. Chhabra, Executive Director” during the period from 1st April, 2013 to 31st March, 2014.



	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	41	5505619	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	
	1	20	

(J) As a Special Resolution – Item no. 10. Passed with the requisite majority

Borrowing an amount not exceeding ₹ 100 crore.

	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	41	5505619	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	
	1	20	

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(K) As an Ordinary Resolution – Item no. 11. Passed with the requisite majority

Ratification of payment of remuneration to Cost Auditor for the Financial Year ending March 31, 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	41	5505619	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	
	1	20	

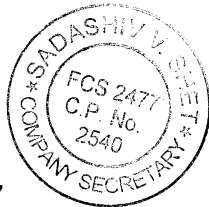
5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" for each resolution is enclosed.

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: September 6, 2014

K. Govind Mantri

Witness 1: Mr. Krishna Govind Mantri

Rajan V. Kamat

Witness 2: Mr. Rajan V. Kamat

Signed by Mr. Shrinivas V. Dempo
Chairman of the AGM
in respect of item no. 1 to 11