Goa Carbon Limited

Registered & Corporate Office:
Dempo House, Campal, Panjim - Goa - 403 001., INDIA
Tel.: +91 (0832) 2441300 Fax: +91 (0832) 2427192
E-mail: goacarbon@gmail.com Website: www.goacarbon.com
Corporate Identity Number - L23109GA1967PLC000076

COMPANY'S SYMBOL: GOACARBON
ISIN CODE: INE426D01013

Ref. No.: 2015\VII\121

July 9, 2015

The Listing Department
National Stock Exchange of India Ltd.,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East),
Mumbai 400 051

Thru' Fax: (022) 26598237-38, 26598347-48
& Speed Post

Kind Attn.: **Mr. Hari K., Asstt. Vice President**

Sub: **Results of Remote e-Voting and Poll on resolutions as per the Notice dated April 30, 2015 of the 47th Annual General Meeting of the Company held on July 8, 2015**

Dear Sir,

We enclose herewith the details regarding the Voting Results in the required format pursuant to Clause 35A of the Listing Agreement in respect of the Remote e-Voting and Poll on the resolutions of Item no. 1 to 6 as per the Notice dated April 30, 2015 of the 47th Annual General Meeting of the Company held on July 8, 2015.

A copy of the Consolidated Scrutinizer's Report dated July 8, 2015 in respect of votes cast through Remote e-Voting and Poll is also enclosed herewith.

Please note that all the resolutions mentioned in the aforesaid notice have been passed by the shareholders with requisite majority.

We request you to kindly take the above on record.

Yours faithfully,
For **Goa Carbon Limited**

P. S. Mantri
Company Secretary

Encl.: as above

DISCLOSURES REGARDING VOTING RESULTS OF 47th ANNUAL GENERAL MEETING (AGM) OF THE COMPANY AS PER CLAUSE 35A OF THE LISTING AGREEMENT

Name of the Company: **Goa Carbon Limited**

Date of AGM: **Wednesday, 8th July, 2015**

Book Closure Date: **Wednesday, 1st July, 2015 to Wednesday, 8th July, 2015**

Total number of shareholders as on date of book closure: **16,330**

No. of shareholders present in the meeting either in person or through proxy:

Category	Present in Person (including Authorised Representative)	Present through proxy	Total
Promoters and Promoter Group	3	0	3
Public	37	1	38
Total	**40**	**1**	**41**

No. of shareholders attended the meeting through Video Conferencing:

Promoters and Promoter Group: }
Public: } Not arranged
Total }

Resolution / Agenda-wise details of voting (by remote e-Voting and poll) are as under:

Resolution No. 1

Ordinary Resolution for 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. (Passed with requisite majority)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)*100	% of votes against on votes polled (7)=[(5)/(2)*100
Promoter and Promoter Group	5499279	5499279	100.00	5499279	0	100.00	0.00
Public - Institutional holders	4883	0	0.00	0	0	0.00	0.00
Public - Others	3646890	5320	0.15	5320	0	100.00	0.00
Total	**9151052**	**5504599**	**60.15**	**5504599**	**0**	**100.00**	**0.00**

GOA CARBON LIMITED

Resolution No. 2

Ordinary Resolution for approval of dividend for 2014-15. (Passed with requisite majority)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2) *100	% of votes against on votes polled (7)=[(5)/(2) *100
Promoter and Promoter Group	5499279	5499279	100.00	5499279	0	100.00	0.00
Public - Institutional holders	4883	0	0.00	0	0	0.00	0.00
Public - Others	3646890	5320	0.15	5320	0	100.00	0.00
Total	**9151052**	**5504599**	**60.15**	**5504599**	**0**	**100.00**	**0.00**

Resolution No. 3

Ordinary Resolution for re-appointment of Mr. Shrinivas V. Dempo, who retires by rotation and being eligible offers himself for re-appointment. (Passed with requisite majority)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2) *100	% of votes against on votes polled (7)=[(5)/(2) *100
Promoter and Promoter Group	5499279	5499279	100.00	5499279	0	100.00	0.00
Public - Institutional holders	4883	0	0.00	0	0	0.00	0.00
Public - Others	3646890	5320	0.15	5320	0	100.00	0.00
Total	**9151052**	**5504599**	**60.15**	**5504599**	**0**	**100.00**	**0.00**

GOA CARBON LIMITED

Resolution No. 4

Ordinary Resolution for ratification of the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, as Statutory Auditors. (Passed with requisite majority)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)*100	% of votes against on votes polled (7)=[(5)/(2)*100
Promoter and Promoter Group	5499279	5499279	100.00	5499279	0	100.00	0.00
Public - Institutional holders	4883	0	0.00	0	0	0.00	0.00
Public - Others	3646890	5320	0.15	5320	0	100.00	0.00
Total	**9151052**	**5504599**	**60.15**	**5504599**	**0**	**100.00**	**0.00**

Resolution No. 5

Ordinary Resolution for appointment of Ms. Kiran Dhingra, as an Independent Director under Section 149 of the Companies Act, 2013. (Passed with requisite majority)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)*100	% of votes against on votes polled (7)=[(5)/(2)*100
Promoter and Promoter Group	5499279	5499279	100.00	5499279	0	100.00	0.00
Public - Institutional holders	4883	0	0.00	0	0	0.00	0.00
Public - Others	3646890	5320	0.15	5320	0	100.00	0.00
Total	**9151052**	**5504599**	**60.15**	**5504599**	**0**	**100.00**	**0.00**

GOA CARBON LIMITED

Resolution No. 6

Special Resolution under Section 196, 197, 203 of the Companies Act, 2013, and applicable provisions of Sections 198, 309, 310 of the Companies Act, 1956 for ratification of the remuneration amounting to ₹114.88 lacs paid to Mr. Jagmohan J. Chhabra, Executive Director. (Passed with requisite majority)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)*100	% of votes against on votes polled (7)=[(5)/(2)*100
Promoter and Promoter Group	5499279	5499279	100.00	5499279	0	100.00	0.00
Public - Institutional holders	4883	0	0.00	0	0	0.00	0.00
Public - Others	3646890	5320	0.15	5275	45	99.15	0.85
Total	**9151052**	**5504599**	**60.15**	**5504554**	**45**	**100.00**	**0.00**

For **Goa Carbon Limited**

P. S. Mantri
Company Secretary

GOA CARBON LIMITED

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
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:

SADASHIV V. SHET FCS 3477 C.P.No. 2540 COMPANY SECRETARY

(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 ~~cast 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 ~~cast by them~~ / abstained from voting	
	3	**30**	



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

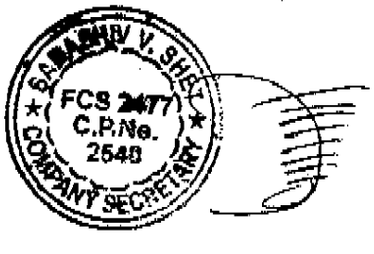
Re-appointment of Mr. Shrinivas V Dempo, who retires by rotation and being eligible offer himself for re-appointment.

	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 ~~cast 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 ~~cast by them~~ / abstained from voting	
	3	30	

SABASHIV V. SHETT FCS 2477 C.P.No. 2640 COMPANY SECRETARY

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 FCS 2477 C.P.No. 2540 COMPANY SECRETARY

(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

Countersigned

For GOA CARBON LIMITED

P. S. MANTRI
COMPANY SECRETARY

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

To,
The Chairman
Goa Carbon Limited
Dempo House,Campal
Panaji Goa
403 001.

Sub.: **Consolidated Scrutinizer's Report on remote e-Voting conducted pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and voting on Poll at the Forty-seventh Annual General Meeting ("AGM") of Goa Carbon Limited (the "company") held on Wednesday, the 8th July 2015.**

Sir,

I, Mr. Sadashiv V. Shet, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of the company pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules 2014, for the remote e-voting process in respect of the below mentioned resolutions passed at the Annual General Meeting of the company held on Wednesday, the 8th July, 2015 at 10.30 a.m. I was also appointed as Scrutinizer to conduct the poll process in respect of the poll taken at the said AGM.

The Notice dated 30th April, 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.

The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-Voting by the Shareholders of the Company. The AGM had also provided voting facility to the shareholders present at the meeting and who had not cast their vote earlier through remote e-voting facility.

The Shareholders of the company holding shares as on the "cut-off" date July 01, 2015, were entitled to vote on the resolutions as contained in the Notice of the AGM.

SADASHIV V. SHET ★ FCS 2477 C.P.No. 2540 ★ COMPANY SECRETARY

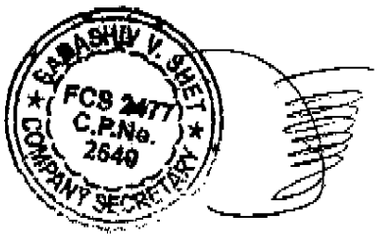
The voting period for remote e-voting commenced on Sunday, July 5, 2015 (10:00 a.m.) and ended on Tuesday, July 07, 2015 (5:00 p.m.) and the e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on poll taken at the meeting was generated in my presence and the voting was diligently scrutinized. The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system.

I now submit my consolidated report as under on the result of the remote e-voting and voting at the meeting through poll in respect of the said resolutions.

Item no. of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Abstained / ~~Invalid~~ votes	
		Nos.	%age	Nos.	%age	Nos.	%age
Item no. 1 of the Notice (As an Ordinary Business)	e-Voting	315	100.00	0	0.00	0	0.00
	Poll	5504284	100.00	0	0.00	30	0.00
	TOTAL	**5504599**	**100.00**	**0**	**0.00**	**30**	**0.00**
Item no. 2 of the Notice (As an Ordinary Business)	e-Voting	315	100.00	0	0.00	0	0.00
	Poll	5504284	100.00	0	0.00	30	0.00
	TOTAL	**5504599**	**100.00**	**0**	**0.00**	**30**	**0.00**
Item no. 3 of the Notice (As an Ordinary Business)	e-Voting	315	100.00	0	0.00	0	0.00
	Poll	5504284	100.00	0	0.00	30	0.00
	TOTAL.	**5504599**	**100.00**	**0**	**0.00**	**30**	**0.00**



Item no. of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes	
		Nos.	%age	Nos.	%age	Nos.	%age
Item no. 4 of the Notice (As an Ordinary Resolution)	e-Voting	315	100.00	0	0.00	0	0.00
	Poll	5504284	0.00	0	0.00	30	0.00
	TOTAL	**5504599**	**100.00**	**0**	**0.00**	**30**	**0.00**
Item no. 5 of the Notice (As an Ordinary Resolution)	e-Voting	315	100.00	0	0.00	0	0.00
	Poll	5504284	100.00	0	0.00	30	0.00
	TOTAL	**5504599**	**100.00**	**0**	**0.00**	**30**	**0.00**
Item no. 6 of the Notice (As a Special Resolution)	e-Voting	270	85.71	45	14.29	0	0.00
	Poll	5504284	100.00	0	0.00	30	0.00
	TOTAL	**5504554**	**100.00**	**45**	**0.00**	**30**	**0.00**

All the Resolutions stand passed under e-Voting and poll with requisite majority.

The Register, all other papers and relevant records relating to remote e-voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid AGM and thereafter the same would be handed over to the Company Secretary for the safe keeping.

Thanking you,

Yours faithfully,

SADASHIV V. SHET * FCS 2477 C.P.No. 2540 * COMPANY SECRETARY

(Sadashiv V. Shet)
Company Secretary
Membership No. 2477
C. P. No. 2540

Witness:1. Ms.Sushma Bandeker 2. Ms. Rakhi Malkarnekar

Date: July 08,2015
Place: Panaji Goa

Countersigned

For GOA CARBON LIMITED

P. S. MANTRI
COMPANY SECRETARY