

# 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 SCRIP CODE / SYMBOL: 509567 / GOACARBON

ISIN: INE426D01013

Ref. No.: 2025\VI\19

23<sup>rd</sup> June 2024

The General Manager Department of Corporate Services <b>BSE Limited</b> , ..... Thru' Listing Centre 25 <sup>th</sup> Floor, P. J. Towers, Dalal Street, Mumbai 400001	The Listing Department <b>National Stock Exchange of India Ltd.</b> , ..... Thru' NEAPS Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400051
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Subject: **Postal Ballot Notice - Disclosure pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

Dear Sir/ Madam,

Pursuant to the requirements of Regulation 30 read with Schedule III Part A and all other applicable regulations of SEBI Listing Regulations, we enclose herewith a copy of the Postal Ballot Notice ('Notice') of Goa Carbon Limited ('the Company') dated 20<sup>th</sup> June 2025, along with the Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI Listing Regulations, seeking approval of the Members of the Company on the Special resolution forming part of the Notice.

In accordance with the relevant circulars issued by Ministry of Corporate Affairs and the SEBI as amended from time to time, this Notice is being sent through e-mail only to those Members whose e-mail addresses are registered with the Company or whose names appear on the Register of Members / List of Beneficial Owners received from the Company's Registrar and Transfer Agent / Depositories as on Friday, 20<sup>th</sup> June 2025 ('Cut-Off date'). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

The Company has engaged the services of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) ("MUFG Intime") for the purpose of providing remote e-Voting facility to its Members and accordingly, the communication of assent or dissent of the Members would only take place through the remote e-Voting system. The remote e-Voting shall commence on Saturday, 28<sup>th</sup> June 2025 at 9:00 a.m. (IST) and shall end on Monday, 28<sup>th</sup> July 2025 at 5:00 p.m. (IST). During this period, Members of the Company holding shares as on the Cut-Off date i.e. Friday, 20<sup>th</sup> June 2025 only shall be entitled to avail the facility of remote e-Voting. The result of Postal Ballot will be declared on or before Wednesday, 30<sup>th</sup> July 2025.



.....2/-

### Plants :

**GOA** : Tel.: 0832-2860363 to 68, 2860336, 2861052  
Fax: 2860364 E-mail: head\_works@goacarbon.com

**PARADEEP** : Tel: 07894462761, 09238110372  
E-mail: pcvpster@gmail.com

**BILASPUR** : Tel.: +91 (07752) 261220, 650720  
Fax: +91 (07752) 261115 E-mail: bsp@goacarbon.com

ISO 9001:2015

**BUREAU VERITAS**  
Certification



ISO 14001:2015

**BUREAU VERITAS**  
Certification



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The aforementioned Notice is also being uploaded on the website of the Company at [www.goacarbon.com](http://www.goacarbon.com) and also on the website of Company's Registrar and Transfer Agents, MUFG Intime at <https://instavote.linkintime.co.in>.

You are requested to kindly take the above on record.

Thanking you,

Yours faithfully,  
For **Goa Carbon Limited**

**Pravin Satardekar**  
*Company Secretary*  
ACS 24380

Encl.: as above





# GOA CARBON LIMITED

Corporate Identity Number (CIN): L23109GA1967PLC000076  
Registered Office: DEMPO HOUSE, CAMPAL, PANAJI-GOIA 403001  
Tel.: (0832) 2441300 E-mail: [investorrelations@goacarbon.com](mailto:investorrelations@goacarbon.com)  
Website: [www.goacarbon.com](http://www.goacarbon.com)

## Postal Ballot Notice

[Pursuant to Section 110 of the Companies Act, 2013 ('Act') read with the Companies (Management and Administration) Rules, 2014 ('Rules') each as amended, and the applicable Circulars issued by the Ministry of Corporate Affairs ('MCA'), Government of India, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
On Saturday, 28 <sup>th</sup> June 2025 at 9:00 a.m. (IST)	On Monday, 28 <sup>th</sup> July 2025 at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the MCA for holding general meetings/conducting postal ballot process through e-voting vide General Circular No. 09/2024 dated September 19, 2024 read with other relevant circulars issued in this regard ('MCA Circular'), to transact the Special Business as set out hereunder by passing the Special Resolutions by way of postal ballot only, by voting through electronic means ('remote e-voting').

Pursuant to Sections 102, 110 and other applicable provisions of the Act, the statement pertaining to the said Special Resolutions setting out the material facts and the reasons / rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circular, this Notice is being sent only through electronic mode to those Members whose email addresses are registered with Goa Carbon Limited ('the Company') / MUFG Intime India Private Limited (formally known as Link Intime India Private Limited), the Company's Registrars and Transfer Agent ('RTA') / National Securities Depository Limited ('NSDL') and/or Central Depository Services (India) Limited ('CDSL'), (NSDL and CDSL collectively 'Depositories'). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circular and SS-2, the Company has engaged the services of MUFG Intime India Private Limited ("MIPL") (Formerly Link Intime India Private Limited) for the purpose of providing remote e-voting facility to its Members to enable them to cast their votes electronically. The instructions and detailed procedure for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at <https://www.goacarbon.com>.

The Board of Directors has appointed Mr. Shivaram Bhat (Membership No. A10454, COP 7853) Practicing Company Secretary, as Scrutiniser at its meeting held on 7<sup>th</sup> May 2025, for conducting this Postal Ballot process in a fair and transparent manner in accordance with the provisions of the Act and the rules made thereunder and he has communicated his willingness to be appointed and will be available for the said purpose.

The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on Monday, 28<sup>th</sup> July 2025. The remote e-voting facility will be disabled by MIPL immediately thereafter.

The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorised by him. The results of remote e-voting will be announced on or before 5:00 p.m (IST), Wednesday, 30<sup>th</sup> July 2025 and will be displayed on the Company's website at [www.goacarbon.com](http://www.goacarbon.com) and the website of MIPL <https://instavote.linkintime.co.in>. The results will simultaneously be communicated to the Stock Exchanges i.e. National Stock Exchange of India Limited ("NSE") at [www.nseindia.com](http://www.nseindia.com) and BSE Limited ('BSE') at [www.bseindia.com](http://www.bseindia.com), where the Equity Shares of the Company are listed and will also be displayed at the registered office of the Company as mentioned above.

The proposed resolutions, if approved by requisite majority, shall be deemed to have been passed on the last date of e-voting, i.e. Monday, 28<sup>th</sup> July 2025.

#### **SPECIAL BUSINESS:**

##### **1. Re-appointment of Mr. Anupam Misra (DIN: 09615362) as a Whole-time Director designated as 'Executive Director' and KMP of the Company for a further period of 2 (two) years.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and subject to such other approval, as may be necessary, consent of the Members of the Company, be and is hereby accorded to the re-appointment of Mr. Anupam Misra (DIN: 09615362) as a Whole-time Director designated as 'Executive Director' and 'Key Managerial Personnel' of the Company for a further period of 2 (two) years with effect from 28<sup>th</sup> May 2025 to carry out such duties as may be entrusted to him subject to the supervision and control of the Board of Directors from time to time on the terms and conditions and remuneration as follows:

<b>Particulars</b>	<b>Terms of Appointment</b> <b>28.05.2025 to 27.05.2027</b>
Salary & Allowances Scale	Rs. 110.00 lakhs to Rs. 125 lakhs p.a.
Other Benefits	As mentioned below.
Performance Pay	To be paid annually @ 1% of Net profit p.a. subject to maximum of Rs. 20,00,000/- based on the performance which will be decided by the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee.
Retiral Benefits	Contribution to Provided Fund and Contribution to Gratuity Fund as per the Policy of the Company.
Minimum Remuneration in case of loss or inadequacy of profits during any financial year	Where in any financial year, during the currency of his tenure, the Company has no profits or its profits are inadequate, the Company shall pay him remuneration by way of salary, allowances and other benefits as minimum remuneration.
Notice Period	4 months
Severance Fees by the Company	No Severance Fees

## Other Benefits

Personal Accident Insurance Premium, Medical Insurance family floater policy for self, spouse and two dependent children up to the age of 21 years, mobile phone, a mobile connection and laptop as per the Company policy, Company car with a driver, fuel and maintenance at actuals as per Company policy.

**RESOLVED FURTHER THAT** notwithstanding anything contained hereinabove, where in any financial year during the tenure of the Executive Director, the Company has no profits or its profits are inadequate, the Board is hereby authorized to revise, approve, and pay the remuneration to the Executive Director by way of Salary including perquisites and allowances as specified above in compliance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination & Remuneration Committee provided that such revision is within the overall limits of the remuneration proposed above and approved by the Members including the minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof as per powers delegated to it, be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

## **NOTES:**

1. The Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, along with details in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), setting out the material facts relating to the aforesaid Special Resolutions and the reasons thereof is annexed hereto and forms an integral part of this Postal Ballot Notice.
2. The Postal Ballot Notice is being sent only by e-mail to those Members who have registered their e-mail address with their Depository Participant(s) ("DPs") or with the Registrar and Share Transfer Agent ("RTA") of the Company and whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on **Friday, 20<sup>th</sup> June 2025 ("Cut-off date")** in accordance with the provisions of the Act read with Rules made thereunder and MCA Circulars. In accordance with the MCA Circulars mentioned above, the physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote E-voting only.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only.

It is however clarified that, all Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.

4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 11 of this Notice.
5. Consequent to acquisition of Link Group by Mitsubishi UFJ Trust & Banking Corporation, Link Intime India Private Limited is now known as MUFG Intime India Private Limited with effect from 31<sup>st</sup> December 2024. Accordingly, the name of RTA of the Company is changed to MUFG Intime India Private Limited ('MI IPL')
6. The remote e-voting shall commence on **Saturday, 28<sup>th</sup> June 2025 at 9:00 a.m. (IST)** and shall end on **Monday, 28<sup>th</sup> July 2025 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or

electronic form as on the Cut-Off date may cast their vote electronically. The remote e-voting module shall be disabled by MIPL for voting thereafter.

7. Members holding shares in physical form and who have not registered their email addresses with the Company can register their email addresses on website of the RTA, [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com), under the Investor Services tab, by selecting the "E-mail Registration" heading and updating their details, such as Name, Folio Number, Certificate Number, PAN, Mobile Number, and Email ID. Members holding shares in dematerialized (demat) form are requested to update their email addresses with their respective Depository Participants (DPs). In case of any queries or difficulties in registering the e-mail address, Members may write to [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact Tel: 022-49186000.
8. The Notice of Postal Ballot is also placed on the website of the Company i.e. [www.goacarbon.com](http://www.goacarbon.com) and the website of MIPL i.e. <https://instavote.linkintime.co.in> and at the relevant sections of the website of the Stock Exchanges on which the Shares of the Company are listed i.e. BSE ([www.bseindia.com](http://www.bseindia.com)) and NSE ([www.nseindia.com](http://www.nseindia.com)).
9. Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their requests at [investorrelations@goacarbon.com](mailto:investorrelations@goacarbon.com) from their registered email address mentioning their Name, Folio Number / DP ID & Client ID until the last date of remote e-voting period of this Postal Ballot i.e. Monday, 28<sup>th</sup> July 2025.
10. The voting for this Postal Ballot cannot be exercised through proxy.
11. **Instructions for casting votes by electronic means are mentioned hereunder:**

**Remote e-Voting Instructions for shareholders:**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

*Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.*

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

**Individual Shareholders holding securities in demat mode with NSDL**

**METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility**

**Shareholders who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Shareholders who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## **METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL**

- a) Visit URL: <https://www.evoting.nsd.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
  - a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
  - b) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## **Individual Shareholders holding securities in demat mode with CDSL**

### **METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility**

#### **Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

#### **Shareholders who have not registered for CDSL Easi/ Easiest facility:**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## **METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL**

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## **Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Login method for shareholders holding securities in physical mode /  
Non-Individual Shareholders holding securities in demat mode**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

**Shareholders who have not registered for INSTAVOTE facility:**

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

**A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

**B. PAN:**

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:**

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:**

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

*\*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

- ❖ 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).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click “Submit” (You have now registered on InstaVote).

**Shareholders who have registered for INSTAVOTE facility:**

- c) Click on “**Login**” under ‘SHARE HOLDER’ tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click “Submit”

- d) Cast your vote electronically:

- A. After successful login, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon.
- C. E-voting page will appear.
- D. 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).
- E. 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.

## Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

### STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

### STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Investor Mapping**" tab under the Menu Section
- c) Map the Investor with the following details:
  - A. 'Investor ID' –
    - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e.*, *IN00000012345678*
    - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
  - B. 'Investor's Name - Enter Investor's Name as updated with DP.
  - C. 'Investor PAN' - Enter your 10-digit PAN.
  - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

*\*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

### STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Votes Entry**" tab under the Menu section.
- c) Enter the "**Event No.**" for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "**16-digit Demat Account No.**" for which you want to cast vote.
- e) 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).
- f) 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.

**OR**

#### METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “**View**” icon for “**Company’s Name / Event number**”.
- d) E-voting page will appear.
- e) Download sample vote file from “**Download Sample Vote File**” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “**Upload Vote File**” option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### Helpdesk:

#### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

#### Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

#### Forgot Password:

#### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.*

#### User ID:

*NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.*

*CDSL demat account – User ID is 16 Digit Beneficiary ID.*

*Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.*

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”

- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 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 has forgotten the password:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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 resolutions 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".

**By Order of the Board of Directors,**

**Pravin Satardekar**  
*Company Secretary*  
ACS 24380

Panaji, 20<sup>th</sup> June 2025

**Registered office:**

Dempo House, Campal,  
Panaji, Goa 403001

CIN: L23109GA1967PLC000076

E-mail: [investorrelations@goacarbon.com](mailto:investorrelations@goacarbon.com)

website: [www.goacarbon.com](http://www.goacarbon.com)

**EXPLANATORY STATEMENT**  
**[Pursuant to Sections 102 and 110 of the Companies Act, 2013]**

The following Explanatory Statement sets out all material facts relating to the business mentioned in the accompanying Notice dated 20<sup>th</sup> June 2025.

**Item No. 1**

Based on the performance evaluation, and recommendation by the Nomination & Remuneration Committee (“NRC”), the Board of Directors has, in its meeting held on 7<sup>th</sup> May 2025, re-appointed Mr. Anupam Misra (DIN: 09615362) as Whole-time Director of the Company designated as ‘Executive Director’ and KMP of the Company for a further period of 2 (two) years, with effect from 28<sup>th</sup> May 2025, subject to the approval of the shareholders of the Company.

Mr. Anupam Misra has rich and varied experience in the manufacturing industry and has been aiming to drive the Company towards higher growth in terms of revenues as well as profitability, therefore, to maintain the continuity in the strategic planning and execution, it would be in the interest of the Company to avail his professional services as Whole-time Director of the Company.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), the re-appointment of Mr. Anupam Misra, requires approval of the Members by way of Special Resolution.

The terms and conditions of the re-appointment and remuneration payable to Mr. Anupam Misra are provided in the resolution referred in Item no. 1.

Mr. Anupam Misra satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of the above-said Director under Section 190 of the Act.

Details of Mr. Anupam Misra are provided in the ‘Annexure’ to the Notice pursuant to the provisions of (i) SEBI Listing Regulations; and (ii) Secretarial Standard on General Meetings (‘SS-2’), issued by the Institute of Company Secretaries of India.

None of the Director(s) and/or Key Managerial Personnel of the Company or their respective relatives, except Mr. Anupam Misra, to whom the resolution relates, are concerned or interested in Resolution no. 1 mentioned in the Notice.

The Board recommends the Special Resolution set forth in Item No. 1 to the Postal Ballot Notice for the approval of the Members.

## ANNEXURE TO THE NOTICE

Particulars and additional information of the Director seeking re-appointment pursuant to Regulation 36(3) of SEBI Listing Regulations and in terms of Secretarial Standards on General Meetings (SS-2)

<b>Name of the Director</b>	<b>Anupam Misra</b>
Category	Executive Director
Director Identification Number (DIN)	09615362
Date of Birth (Age)	24/02/1972 (53 years)
Date of first appointment on the Board	28/05/2022
Profile of the Director	<p>Mr. Anupam Misra is an alumnus of BITS Pilani &amp; SP Jain, Mumbai.</p> <p>For close to 3 decades, he has worked in senior leadership roles with some of the large Indian and Global corporations across industries, geography &amp; functionalities like Exxon Mobil, ICI Paints, PPG Asian Paints &amp; Nippon Paint. He was also the CEO for one of the largest polymeric resin companies in Dubai with global customer base.</p> <p>Before joining GCL, he served as Vice President - Decorative Paint Business for Nippon Paint India. Nippon Paint is the 4th largest paint company in the world and largest paint company in Asia having 140 year old legacy &amp; Japanese Lineage.</p>
Qualification	B.E. (Hons) Chemical Engg., Post Graduate Executive Management Program
Expertise in specific functional area	Marketing and Management Professional
Terms and conditions of re-appointment	Re-appointment as a Whole-time Director with designation 'Executive Director of the Company for a period of 2 (two) years commencing from 28 <sup>th</sup> May 2025 upto 27 <sup>th</sup> May 2027 (both days inclusive) [Refer Item No. 1 of the Notice and Explanatory Statement]
Details of remuneration last drawn (FY 2024-25)	Rs. 1,22,10,145/-
Details of remuneration sought to be paid	Covered in Special Resolution in Item no. 1
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 Stakeholder's Relationship Committee & the Corporate Social Responsibility Committee
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil
No. of Board meetings attended during the year 2024-25	5 (five)
Number of shares held in the Company including shareholding as a beneficial owner	Nil
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None

**Statement of information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 with reference to the resolution at Item no. 1 of the Postal Ballot Notice:**

**I. General Information**

1.	Nature of Industry	The Company is engaged in the manufacture and sale of Calcined Petroleum Coke.		
2.	Date or expected date of commencement of commercial production	The Company is already into commercial production of above product.		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in prospectus	Not Applicable		
4.	Financial performance based on given indicators	Rs. in lakhs		
	<b>Financial Parameters</b>	<b>FY 2024-25</b>	<b>FY 2023-24</b>	<b>FY 2022-23</b>
	Total Income	51,983.57	1,07,146.61	1,37,695.04
	Profit/(Loss) before Tax	(2,840.33)	11,571.09	10,823.31
	Profit/(Loss) after Tax	(2,202.63)	8,550.22	8,075.20
	Dividend paid / recommended (including Corporate Dividend Tax)	Nil	1,830.21	1,601.43
	Dividend Rate %	N.A.	200%	175%
5.	Foreign investments or collaborators, if any	Nil		

**II. Information about Mr. Anupam Misra**

1.	Background details	Covered in the 'Profile of the Director' of the Annexure to the Notice
2.	Past remuneration	The remuneration received by Mr. Misra during the year ended 31 <sup>st</sup> March 2025 which comprised of salary, monetary value of perquisites, allowances and contribution to retiral funds was Rs. 122.10 lakhs.
3.	Recognition or Awards	Nil
4.	Job profile and suitability	Mr. Anupam Misra is the Executive Director of the Company and is responsible for all the day to day operations of the Company subject to the superintendence and control of the Board of Directors of the Company. He has been assigned with the responsibility of leading the organization and implementing the growth plans of the Company.  His past experience in turning around the companies into profitable businesses and efficient management of SBU's of large organisations is considered relevant and valuable for his responsibilities as the Executive Director of the Company.
5.	Remuneration proposed	Covered in the Special Resolution at Item no. 1.
6.	Comparative Remuneration profile with respect to Industry, size of the Company, profile of the position and the person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed to be paid to the Executive Director is comparable with the remuneration being paid for similar assignments in the industry.
7.	Pecuniary Relationship directly or indirectly with the Company or relationship with the managerial Personnel, if any	Mr. Anupam Misra does not have direct or indirect pecuniary relationship with the Company or relationship with the managerial personnel other than drawing his remuneration in the capacity of Executive Director of the Company.

**III. Other Information**

1.	Reasons of loss or inadequate profits	The Company's performance has been impacted due to increase in input cost coupled with volatile market conditions.
2.	Steps taken or proposed to be taken for improvement	The Company has taken various steps on a regular basis such as better raw material blending, cost control, reducing debt, borrowing at cheaper rate, improving efficiency, etc.

		Further, the management has adopted focused business strategies in all spheres of business activities to improve the sales and profitability of the Company.
3.	Expected increase in productivity and profits in measurable terms	The Company is conscious of improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of and endearing to achieve a sustained revenue growth in the future.

#### IV. Disclosures

1.	The shareholders of the Company shall be informed of the remuneration package of the managerial person	Disclosure of the remuneration package is part of this notice being sent to Shareholders.
2.	<p>The following disclosures shall be mentioned in the Board of Directors' Report under the heading "Corporate Governance", if any, attached to the Annual Report:-</p> <p>i. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors</p> <p>ii. Details of fixed component and performance linked incentives along with the performance criteria</p> <p>iii. Service contracts, notice period, severance fees</p> <p>iv. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable</p>	The relevant applicable details were/are being/shall be given in the Corporate Governance section of the Annual Report

**By Order of the Board of Directors,**

**Pravin Satardekar**  
*Company Secretary*  
 ACS 24380

Panaji, 20<sup>th</sup> June 2025

**Registered office:**

Dempo House, Campal,  
 Panaji, Goa 403001  
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 E-mail: [investorrelations@goacarbon.com](mailto:investorrelations@goacarbon.com)  
 website: [www.goacarbon.com](http://www.goacarbon.com)