

*Sadashiv V. Shet*

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

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**Scrutinizer Report for e-Voting carried out for Goa Carbon Limited**

To,  
The Chairman  
Goa Carbon Limited  
Dempo House, Campal,  
Panaji-Goa 403001

Sub.: **Passing of Resolutions through electronic voting pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.**

Pursuant to the resolution passed by the Board of Directors of Goa Carbon Limited ("the company") on July 5, 2014, I, Sadashiv V. Shet, Practising Company Secretary, C.P. No. 2540, have been appointed as the Scrutinizer for the e-Voting process in respect of the resolutions on agenda as contained in the Notice dated July 5, 2014 of the 46<sup>th</sup> Annual General Meeting (AGM) of the company.

The company had appointed National Securities Depositories Limited, (NSDL) as the Service Provider for extending the facility of electronic voting to the shareholders of the company. Link Intime India Pvt. Ltd. ("LIPL") is the Registrar and Share Transfer Agents for the company. Accordingly, NSDL had provided the system for recording the votes of the shareholders electronically through e-Voting on all the items of business of the 46<sup>th</sup> AGM Notice, sought to be transacted at the 46<sup>th</sup> AGM of the company, which is to be held on September 6, 2014. The company had also uploaded the Notice of the 46<sup>th</sup> AGM which forms an integral part of the 46<sup>th</sup> Annual Report for 2013-14 on the website of the company i.e. [www.goacarbon.com](http://www.goacarbon.com) to facilitate its shareholders to cast their votes through e-Voting.

NSDL had on August 8, 2014 sent the Notice of the 46<sup>th</sup> AGM by email to 4,930 (Four Thousand Nine Hundred and Thirty) shareholders whose email ID was made available by the Depositories and for those holding shares in physical form to the extent it was available with the RTA. In respect of the balance 10,711


(Ten Thousand Seven Hundred and Eleven) shareholders, the Notices were sent by Speed Post on August 13, 2014. The Notice which was sent through email was sent as an attachment.

The Notice contained the detailed procedure (both through email and physical) to be followed by the shareholders as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014. Pursuant to the revised Clause 35B of the Listing Agreement with the stock exchanges, the company has provided shareholders the facility of voting in physical form to those shareholders who do not have access to e-Voting facility by sending their assent or dissent in writing on a physical ballot form.

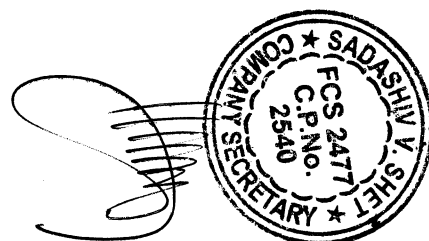
The cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was July 25, 2014.

As prescribed under Rule 20 (3)(v) of the Companies (Management and Administration) Rules, 2014, the company published an advertisement more than five days in advance from the date of beginning of the voting period in the English newspapers "The Financial Express" and "The Navhind Times" on August 17, 2014 and in Vernacular newspaper "Navprabha" on August 17, 2014. The notice published in the newspapers carried the required information as specified in Rule 20 (3)(v)(a) to (g) of the Companies (Management and Administration) Rules, 2014.

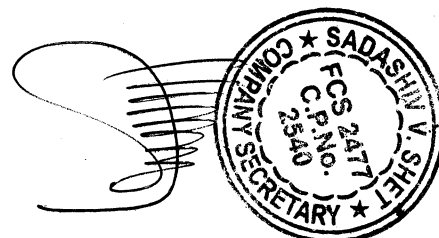
The e-Voting period commenced on Saturday, August 30, 2014 (9:00 a.m.) and ended on Monday, September 1, 2014 (6:00 p.m.). At the end of the voting period on September 1, 2014, the voting portal of NSDL was blocked forthwith. On September 3, 2014, the votes cast through e-Voting facility was duly unblocked by me as a Scrutinizer in the presence of two witnesses, Ms. Sushma Bandekar and Mr. Bharatkumar Pomai as prescribed under Rule 20 (3)(xi) of the Companies (Management and Administration) Rules, 2014.

The assent / dissent forms (postal ballot) received from the shareholders in physical form were directly received by the company at its registered office till the closure of the e-Voting period on September 1, 2014.

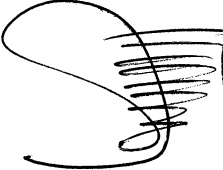

As a Scrutinizer, the report of the e-Voting carried out by the shareholders together with the assent / dissent form (postal ballot) was duly compiled and the details of the results for the exercise so conducted is as follows:



<b>Item no. 1 of the Notice (As an Ordinary Resolution)</b>	<b>Adoption of Financial Statements for the year ended 31st March, 2014</b>					
<b><u>Manner of Voting</u></b>	<b><u>For</u></b>	<b><u>%age</u></b>	<b><u>Against</u></b>	<b><u>%age</u></b>	<b><u>Abstained / Invalid</u></b>	<b><u>%age</u></b>
1. e-Voting	1925	100.00	0	0.00	0	0.00
2. Ballot (assent / dissent)	20	100.00	0	0.00	0	0.00
3. Total	1945	100.00	0	0.00	0	0.00
<b>Item no. 2 of the Notice (As an Ordinary Resolution)</b>	<b>Approval of dividend for 2013-14</b>					
<b><u>Manner of Voting</u></b>	<b><u>For</u></b>	<b><u>%age</u></b>	<b><u>Against</u></b>	<b><u>%age</u></b>	<b><u>Abstained / Invalid</u></b>	<b><u>%age</u></b>
1. e-Voting	1925	100.00	0	0.00	0	0.00
2. Ballot (assent / dissent)	20	100.00	0	0.00	0	0.00
3. Total	1945	100.00	0	0.00	0	0.00
<b>Item no. 3 of the Notice (As an Ordinary Resolution)</b>	<b>Re-appointment of Mr. Soiru V. Dempo, who retires by rotation and being eligible offers himself for re-appointment</b>					
<b><u>Manner of Voting</u></b>	<b><u>For</u></b>	<b><u>%age</u></b>	<b><u>Against</u></b>	<b><u>%age</u></b>	<b><u>Abstained / Invalid</u></b>	<b><u>%age</u></b>
1. e-Voting	1925	100.00	0	0.00	0	0.00
2. Ballot (assent / dissent)	20	100.00	0	0.00	0	0.00
3. Total	1945	100.00	0	0.00	0	0.00
<b>Item no. 4 of the Notice (As an Ordinary Resolution)</b>	<b>Appointment of M/s. Deloitte Haskins &amp; Sells, Chartered Accountants, as Statutory Auditors and fixing their remuneration</b>					
<b><u>Manner of Voting</u></b>	<b><u>For</u></b>	<b><u>%age</u></b>	<b><u>Against</u></b>	<b><u>%age</u></b>	<b><u>Abstained / Invalid</u></b>	<b><u>%age</u></b>
1. e-Voting	1925	100.00	0	0.00	0	0.00
2. Ballot (assent / dissent)	20	100.00	0	0.00	0	0.00
3. Total	1945	100.00	0	0.00	0	0.00
<b>Item no. 5 of the Notice (As an Ordinary Resolution)</b>	<b>Appointment of Mr. Dara P. Mehta, who retires by rotation, as an Independent Director under Section 149 of the Companies Act, 2013</b>					
<b><u>Manner of Voting</u></b>	<b><u>For</u></b>	<b><u>%age</u></b>	<b><u>Against</u></b>	<b><u>%age</u></b>	<b><u>Abstained / Invalid</u></b>	<b><u>%age</u></b>
1. e-Voting	1925	100.00	0	0.00	0	0.00
2. Ballot (assent / dissent)	20	100.00	0	0.00	0	0.00
3. Total	1945	100.00	0	0.00	0	0.00



<b>Item no. 6 of the Notice (As an Ordinary Resolution)</b>	<b>Appointment of Mr. Keki M. Elavia as an Independent Director under Section 149 of the Companies Act, 2013</b>					
<b><u>Manner of Voting</u></b>	<b><u>For</u></b>	<b><u>%age</u></b>	<b><u>Against</u></b>	<b><u>%age</u></b>	<b><u>Abstained / Invalid</u></b>	<b><u>%age</u></b>
1. e-Voting	1725	89.61	200	10.39	0	0.00
2. Ballot (assent / dissent)	20	100.00	0	0.00	0	0.00
3. Total	1745	89.72	200	10.28	0	0.00
<b>Item no. 7 of the Notice (As an Ordinary Resolution)</b>	<b>Appointment of Dr. Asht Bhuja Prasad as an Independent Director under Section 149 of the Companies Act, 2013</b>					
<b><u>Manner of Voting</u></b>	<b><u>For</u></b>	<b><u>%age</u></b>	<b><u>Against</u></b>	<b><u>%age</u></b>	<b><u>Abstained / Invalid</u></b>	<b><u>%age</u></b>
1. e-Voting	1925	100.00	0	0.00	0	0.00
2. Ballot (assent / dissent)	20	100.00	0	0.00	0	0.00
3. Total	1945	100.00	0	0.00	0	0.00
<b>Item no. 8 of the Notice (As an Ordinary Resolution)</b>	<b>Appointment of Mr. Raman Madhok as an Independent Director under Section 149 of the Companies Act, 2013</b>					
<b><u>Manner of Voting</u></b>	<b><u>For</u></b>	<b><u>%age</u></b>	<b><u>Against</u></b>	<b><u>%age</u></b>	<b><u>Abstained / Invalid</u></b>	<b><u>%age</u></b>
1. e-Voting	1725	89.61	200	10.39	0	0.00
2. Ballot (assent / dissent)	20	100.00	0	0.00	0	0.00
3. Total	1745	89.72	200	10.28	0	0.00
<b>Item no. 9 of the Notice (As a Special Resolution)</b>	<b>Ratification of remuneration of ₹122.68 lacs paid to Mr. Jagmohan J. Chhabra, Executive Director</b>					
<b><u>Manner of Voting</u></b>	<b><u>For</u></b>	<b><u>%age</u></b>	<b><u>Against</u></b>	<b><u>%age</u></b>	<b><u>Abstained / Invalid</u></b>	<b><u>%age</u></b>
1. e-Voting	1725	89.61	200	10.39	0	0.00
2. Ballot (assent / dissent)	20	100.00	0	0.00	0	0.00
3. Total	1745	89.72	200	10.28	0	0.00
<b>Item no. 10 of the Notice (As a Special Resolution)</b>	<b>For borrowing limits under Section 180(1)(c) of the Companies Act, 2013</b>					
<b><u>Manner of Voting</u></b>	<b><u>For</u></b>	<b><u>%age</u></b>	<b><u>Against</u></b>	<b><u>%age</u></b>	<b><u>Abstained / Invalid</u></b>	<b><u>%age</u></b>
1. e-Voting	1925	100.00	0	0.00	0	0.00
2. Ballot (assent / dissent)	20	100.00	0	0.00	0	0.00
3. Total	1945	100.00	0	0.00	0	0.00

Item no. 11 of the Notice (As an Ordinary Resolution)	Ratification of payment of remuneration to Cost Auditor for the Financial Year ending March 31, 2015					
<u>Manner of Voting</u>	<u>For</u>	<u>%age</u>	<u>Against</u>	<u>%age</u>	<u>Abstained / Invalid</u>	<u>%age</u>
1. e-Voting	1925	100.00	0	0.00	0	0.00
2. Ballot (assent / dissent)	20	100.00	0	0.00	0	0.00
3. Total	1945	100.00	0	0.00	0	0.00

The Resolutions stand passed (subject to the poll results) under e-Voting and through assent / dissent forms received in physical form, with the requisite majority.

I hereby confirm that a Register has been maintained electronically to record the assent or dissent received, mentioning the particulars of Name, Address, Folio or Client ID of the members, number of share held by them.. As there were no shares with differential voting rights, the question of maintain the list of shares with differential voting rights did not arise. The data sheet and other related papers/registers relating to e-Voting and assent / dissent forms 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 3, 2014

Witness 1: Ms. Sushma Bandekar

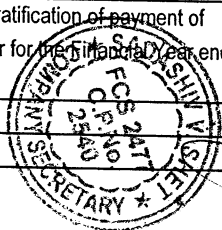
Witness 2: Mr. Bharatkumar Pomai

**Summary of Physical Assent/Dissent Forms**

**GOA CARBON LIMITED**

Summary of Physical Assent/Dissent Forms received in respect of the resolutions of the 46th AGM

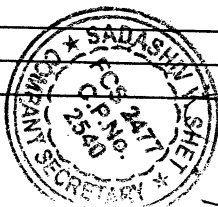
Ref. No.	Resolution	Assent	%age	Dissent	%age	Total	%age	Abstained / Invalid	Total votes cast
1	1. Ordinary Resolution for adoption of Financial statements for the year ended 31st March, 2014								
	No. of Securities	20	100.00	0	0.00	20	100.00	0	20
	No. of Forms	3	100.00	0	0.00	3	100.00	0	3
2	2. Ordinary Resolution for approval of dividend for 2013-14								
	No. of Securities	20	100.00	0	0.00	20	100.00	0	20
	No. of Forms	3	100.00	0	0.00	3	100.00	0	3
3	3. Ordinary Resolution for re-appointment of Mr. Soiru V. Dempo, who retires by rotation and being eligible offers himself for re-appointment								
	No. of Securities	20	100.00	0	0.00	20	100.00	0	20
	No. of Forms	3	100.00	0	0.00	3	100.00	0	3
4	4. Ordinary Resolution for appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, as Statutory Auditors and fixing their remuneration.								
	No. of Securities	20	100.00	0	0.00	20	100.00	0	20
	No. of Forms	3	100.00	0	0.00	3	100.00	0	3
5	5. Ordinary Resolution for appointment of Mr. Dara P. Mehta, who retires by rotation, as an Independent Director of the Company under Section 149 of the Companies Act, 2013								
	No. of Securities	20	100.00	0	0.00	20	100.00	0	20
	No. of Forms	3	100.00	0	0.00	3	100.00	0	3
6	6. Ordinary Resolution for appointment of Mr. Keki M. Elavia, as an Independent Director of the Company under Section 149 of the Companies Act, 2013								
	No. of Securities	20	100.00	0	0.00	20	100.00	0	20
	No. of Forms	3	100.00	0	0.00	3	100.00	0	3
7	7. Ordinary Resolution for appointment of Dr. A. B. Prasad, as an Independent Director of the Company under Section 149 of the Companies Act, 2013								
	No. of Securities	20	100.00	0	0.00	20	100.00	0	20
	No. of Forms	3	100.00	0	0.00	3	100.00	0	3
8	8. Ordinary Resolution for appointment of Mr. Raman Madhok, as an Independent Director of the Company under Section 149 of the Companies Act, 2013								
	No. of Securities	20	100.00	0	0.00	20	100.00	0	20
	No. of Forms	3	100.00	0	0.00	3	100.00	0	3
9	9. Special Resolution under Section 198, 309, 310, Schedule XIII of the erstwhile Companies Act, 1956 for ratification of remuneration of ₹122.68 lacs paid to Mr. Jagmohan J. Chhabra, Executive Director								
	No. of Securities	20	100.00	0	0.00	20	100.00	0	20
	No. of Forms	3	100.00	0	0.00	3	100.00	0	3
10	10. Special Resolution under Section 180(1)(c) of the Companies Act, 2013.								
	No. of Securities	20	100.00	0	0.00	20	100.00	0	20
	No. of Forms	3	100.00	0	0.00	3	100.00	0	3
11	11. Ordinary Resolution for ratification of payment of remuneration to Cost Auditor for the financial year ending March 31, 2015								
	No. of Securities	20	100.00	0	0.00	20	100.00	0	20
	No. of Forms	3	100.00	0	0.00	3	100.00	0	3



**GOA CARBON LIMITED**

Final e-Voting and Physical Assent/Dissent merge Summary Report in respect of the resolutions of the 46th AGM

Ref. No.	Resolution	Assent	%age	Dissent	%age	Total	%age	Abstained / Invalid	Total Votes cast
1	1. Ordinary Resolution for adoption of Financial statements for the year ended 31st March, 2014								
	No. of Securities	1945	100.00	0	0.00	1945	100.00	0	1945
	No. of Forms	11	100.00	0	0.00	11	100.00	0	11
2	2. Ordinary Resolution for approval of dividend for 2013-14								
	No. of Securities	1945	100.00	0	0.00	1945	100.00	0	1945
	No. of Forms	11	100.00	0	0.00	11	100.00	0	11
3	3. Ordinary Resolution for re-appointment of Mr. Soiru V. Dempo, who retires by rotation and being eligible offers himself for re-appointment								
	No. of Securities	1945	100.00	0	0.00	1945	100.00	0	1945
	No. of Forms	11	100.00	0	0.00	11	100.00	0	11
4	4. Ordinary Resolution for appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, as Statutory Auditors and fixing their remuneration.								
	No. of Securities	1945	100.00	0	0.00	1945	100.00	0	1945
	No. of Forms	11	100.00	0	0.00	11	100.00	0	11
5	5. Ordinary Resolution for appointment of Mr. Dara P. Mehta, who retires by rotation, as an Independent Director of the Company under Section 149 of the Companies Act, 2013								
	No. of Securities	1945	100.00	0	0.00	1945	100.00	0	1945
	No. of Forms	11	100.00	0	0.00	11	100.00	0	11
6	6. Ordinary Resolution for appointment of Mr. Keki M. Elavia, as an Independent Director of the Company under Section 149 of the Companies Act, 2013								
	No. of Securities	1745	89.72	200	10.28	1945	100.00	0	1945
	No. of Forms	10	90.91	1	9.09	11	100.00	0	11
7	7. Ordinary Resolution for appointment of Dr. A. B. Prasad, as an Independent Director of the Company under Section 149 of the Companies Act, 2013								
	No. of Securities	1945	100.00	0	0.00	1945	100.00	0	1945
	No. of Forms	11	100.00	0	0.00	11	100.00	0	11
8	8. Ordinary Resolution for appointment of Mr. Raman Madhok, as an Independent Director of the Company under Section 149 of the Companies Act, 2013								
	No. of Securities	1745	89.72	200	10.28	1945	100.00	0	1945
	No. of Forms	10	90.91	1	9.09	11	100.00	0	11
9	9. Special Resolution under Section 198, 309, 310, Schedule XIII of the erstwhile Companies Act, 1956 for ratification of remuneration of `122.68 lacs paid to Mr. Jagmohan J. Chhabra, Executive Director								
	No. of Securities	1745	89.72	200	10.28	1945	100.00	0	1945
	No. of Forms	10	90.91	1	9.09	11	100.00	0	11
10	10. Special Resolution under Section 180(1)(c) of the Companies Act, 2013.								
	No. of Securities	1945	100.00	0	0.00	1945	100.00	0	1945
	No. of Forms	11	100.00	0	0.00	11	100.00	0	11
11	11. Ordinary Resolution for ratification of payment of remuneration to Cost Auditor for the Financial Year ending March 31, 2015								
	No. of Securities	1945	100.00	0	0.00	1945	100.00	0	1945
	No. of Forms	11	100.00	0	0.00	11	100.00	0	11



*Sadashiv V. Shet*

B.A., B.Com., L.L.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

**Consolidated Scrutinizer Report for e-Voting & Poll of Goa Carbon Limited**

To,  
**The Chairman**  
**Goa Carbon Limited**  
Dempo House, Campal,  
Panaji-Goa 403001

**Sub.: Passing of Resolutions through electronic voting, physical ballot paper and poll conducted at the 46<sup>th</sup> Annual General Meeting ("AGM") of Goa Carbon Limited (the "company") held on Saturday, September 6, 2014.**

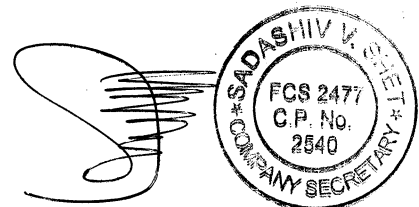
Sir,

The Board of Directors of the company had appointed me as a Scrutinizer to scrutinize the e-Voting process together with voting through assent / dissent form in physical mode and also for the Poll conducted on Resolutions passed at the 46<sup>th</sup> AGM of the company held on Saturday, September 6, 2014.

The e-Voting was held between August 30, 2014 and September 1, 2014. Receipt of the assent / dissent forms from those shareholders who did not have access to e-Voting facility was made available up to the closure of e-Voting period on September 1, 2014.

The company had appointed National Securities Depositories Limited, (NSDL) as the Service Provider for extending the facility of electronic voting to the shareholders of the company from August 30, 2014 and September 1, 2014. The company had also dispatched the assent / dissent form to the members of the company to facilitate the process of voting through physical form for those members who did not access to e-Voting facility. The e-Voting results were unblocked by me on September 2, 2014 in the presence of two witnesses. For further details kindly refer to the separate Scrutinizer Report for e-Voting dated September 3, 2014 attached herewith.

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At the 46<sup>th</sup> AGM of the company held on Saturday, September 6, 2014, the Chairman of the company had suo-motu i.e. on his own motion ordered for a Poll under Section 109 of the Companies Act, 2013, to facilitate the members present in the AGM who could not participate in the e-Voting process or could not cast their votes physically through the assent / dissent form, to record their votes through the poll process. For further details kindly refer to the Scrutinizer Report in Form no. MGT-13 dated September 6, 2014 issued by me.

The result of the e-Voting, together with the votes casted through assent / dissent form and with that of the Poll are as under:

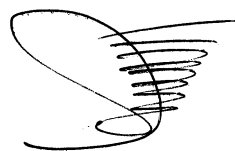
Item no. of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes	
		Nos.	%age	Nos.	%age	Nos.	%age
Item no. 1 of the Notice (As an Ordinary Resolution)	e-Voting & assent / dissent form	1945	100.00	0	0.00	0	0.00
	Poll	5505619	100.00	0	0.00	0	0.00
	<b>TOTAL</b>	<b>5507564</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
Item no. 2 of the Notice (As an Ordinary Resolution)	e-Voting & assent / dissent form	1945	100.00	0	0.00	0	0.00
	Poll	5505619	100.00	0	0.00	0	0.00
	<b>TOTAL</b>	<b>5507564</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
Item no. 3 of the Notice (As an Ordinary Resolution)	e-Voting & assent / dissent form	1945	100.00	0	0.00	0	0.00
	Poll	5505619	100.00	0	0.00	0	0.00
	<b>TOTAL</b>	<b>5507564</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
Item no. 4 of the Notice (As an Ordinary Resolution)	e-Voting & assent / dissent form	1945	100.00	0	0.00	0	0.00
	Poll	5505619	100.00	0	0.00	0	0.00
	<b>TOTAL</b>	<b>5507564</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>

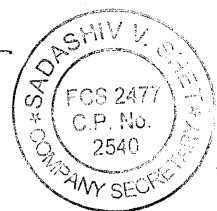
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Item no. 5 of the Notice (As an Ordinary Resolution)	e-Voting & assent / dissent form	1945	100.00	0	0.00	0	0.00
	Poll	5505619	100.00	0	0.00		0.00
	<b>TOTAL</b>	<b>5507564</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
Item no. 6 of the Notice (As an Ordinary Resolution)	e-Voting & assent / dissent form	1745	89.72	200	10.28	0	0.00
	Poll	5505619	100.00	0	0.00		0.00
	<b>TOTAL</b>	<b>5507364</b>	<b>100.00</b>	<b>200</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
Item no. 7 of the Notice (As an Ordinary Resolution)	e-Voting & assent / dissent form	1945	100.00	0	0.00	0	0.00
	Poll	5505619	100.00	0	0.00		0.00
	<b>TOTAL</b>	<b>5507564</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
Item no. 8 of the Notice (As an Ordinary Resolution)	e-Voting & assent / dissent form	1745	89.72	200	10.28	0	0.00
	Poll	5505619	100.00	0	0.00		0.00
	<b>TOTAL</b>	<b>5507364</b>	<b>100.00</b>	<b>200</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
Item no. 9 of the Notice (As a Special Resolution)	e-Voting & assent / dissent form	1745	89.72	200	10.28	0	0.00
	Poll	5505619	100.00	0	0.00		0.00
	<b>TOTAL</b>	<b>5507364</b>	<b>100.00</b>	<b>200</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
Item no. 10 of the Notice (As a Special Resolution)	e-Voting & assent / dissent form	1945	100.00	0	0.00	0	0.00
	Poll	5505619	100.00	0	0.00		0.00
	<b>TOTAL</b>	<b>5507564</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
Item no. 11 of the Notice (As an Ordinary Resolution)	e-Voting & assent / dissent form	1945	100.00	0	0.00	0	0.00
	Poll	5505619	100.00	0	0.00		0.00
	<b>TOTAL</b>	<b>5507564</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>

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

I hereby confirm that a Register has been maintained electronically to record the assent or dissent received, mentioning the particulars of Name, Address, Folio or Client ID of the members, number of share held by them and the data sheet, papers/registers relating to e-Voting, poll and all other relevant records and assent / dissent forms were sealed and handed over to the Company Secretary of the company for safe keeping, as authorized by the Board.

Thanking you,

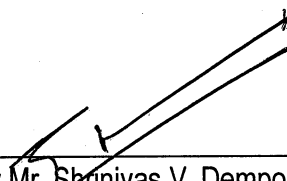
Yours faithfully,



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

Place: Panaji-Goa

Date: September 6, 2014

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