

Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: **Goa Carbon Limited**

2. Quarter ending: **31st December, 2015**

I. Composition of Board of Directors								
<i>Title (Mr./Ms)</i>	<i>Name of the Director</i>	<i>PAN[§] & DIN</i>	<i>Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)^{&}</i>	<i>Date of Appointment in the current term/ cessation</i>	<i>Tenure*</i>	<i>No. of Directorship in listed entities including this listed entity</i>	<i>Number of memberships in Audit/ Stakeholder Committee(s) including this entity</i>	<i>Number of Chairperson in Audit/ Stakeholder Committee(s) including this entity</i>
						<i>(Refer Regulation 25(1) of Listing Regulations)</i>	<i>(Refer Regulation 26(1) of Listing Regulations)</i>	<i>(Refer Regulation 26(1) of Listing Regulations)</i>
Mr.	Shrinivas V. Dempo	PAN: ██████████ DIN:00043413	Chairperson – Non-Executive	30/12/2006		1	-	1
Mr.	Dara P. Mehta	PAN: ██████████ DIN:00041164	Independent	06/09/2014	5 years	2	-	3
Mr.	Keki M. Elavia	PAN: ██████████ DIN:00003940	Independent	06/09/2014	5 years	7	4	5
Mr.	Asht Bhujra Prasad	PAN: ██████████ DIN:00817902	Independent	06/09/2014	5 years	1	1	-
Mr.	Raman Madhok	PAN: ██████████ DIN:01798377	Independent	06/09/2014	5 years	2	2	1
Mrs.	Kiran Dhingra	PAN: ██████████ DIN:00425602	Independent	08/07/2015	5 years	2	1	1
Mr.	Jagmohan J Chhabra	PAN: ██████████ DIN:01007714	Executive	01/04/2013		-	-	-
<p>[§]PAN number of any director would not be displayed on the website of Stock Exchange. PAN not displayed for privacy reasons</p> <p>^{&} Category of directors means Executive/Non-Executive/Independent/Nominee. If a director fits into more than one category, write all categories separating them with hyphen.</p> <p>[*]To be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving Board of Directors of the listed entity in continuity without any cooling off period.</p>								
II. Composition of Committees								
<i>Name of Committee</i>			<i>Name of Committee members</i>		<i>Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)^{&}</i>			
1. Audit Committee			Dara P. Mehta Keki M. Elavia Raman Madhok		Chairperson Member Member			
2. Nomination & Remuneration Committee**			Keki M. Elavia Raman Madhok		Chairperson Member			
3. Risk Management Committee (if applicable)			Not applicable					
4. Stakeholders Relationship Committee**			Raman Madhok Asht Bhujra Prasad		Chairperson Member			
<p>^{&} Category of directors means Executive/Non-Executive/Independent/Nominee. If a director fits into more than one category, write all categories separating them with hyphen.</p> <p>^{**} Vacancy of membership in the Committee caused due to the sad demise of Late Soiru V. Dempo, proposed to be filled in at the Meeting of the Board of Directors of the Company scheduled to be held on January 8, 2016.</p>								

III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)	
08-07-2015	14-10-2015	98	
IV. Meeting of Committees			
Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)*
Audit Committee			
14-10-2015	Yes	07-07-2015	99
Share Transfer, Investor Grievance and Stakeholders Relationship Committee			
15-10-2015		15-07-2015	
31-10-2015		31-07-2015	
16-11-2015		14-08-2015	
30-11-2015		31-08-2015	
15-12-2015		15-09-2015	
		30-09-2015	
* This information has to be mandatorily be given for Audit Committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			
Subject		Compliance status (Yes/No/NA) <small>refer note below</small>	
Whether prior approval of Audit Committee obtained		Yes	
Whether shareholder approval obtained for material RPT		N.A.	
Whether details of RPT entered pursuant to omnibus approval have been reviewed by Audit Committee		Yes	
Note			
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.			
2. If status is "No" details of non-compliance may be given here.			
VI. Affirmations			
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - Yes			
2. The composition of following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - Yes			
a. Audit Committee			
b. Nomination & Remuneration Committee			
c. Stakeholders Relationship Committee			
d. Risk Management Committee (applicable to the top 100 listed entities)			
3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015. - Yes			
4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - Yes			
5. This report and/or the report submitted in the previous quarter has been placed before the Board of Directors. Any comments/observations/advice of the Board of Directors may be mentioned here:			
- None -			
Sd/- P. S. Mantri Company Secretary			