Goa Carbon Limited

GCL

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

DEMPO

Company Scrip Code / Symbol: 509567 / GOACARBON ISIN Code: INE426D01013

Ref. No.: 2019\VI\ 110

11th June 2019

The General Manager Department of Corporate Services **BSE Limited**, ... *Thru' Listing Centre* 25th Floor, P. J. Towers, Dalal Street, Mumbai 400001	The Listing Department **National Stock Exchange of India Ltd.**, ... *Thru' NEAPS* Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400051

Sub.: **Submission of 51st Annual Report for the year 2018-19**

Dear Sir(s),

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the 51st Annual Report of our Company for the year 2018-19 containing the Audited Balance Sheet, Profit & Loss Account, Cash Flow Statements together with the Auditors' Report and Directors' Report, Corporate Governance Report, Auditors' Certificate on compliance of conditions of Corporate Governance, Secretarial Audit Report and Management Discussion & Analysis Report for the year ended 31st March 2019 and the Notice convening the 51st Annual General Meeting scheduled to be held on 8th July 2019 at 10:30 a.m. at the Registered Office of the Company.

Kindly take the same on record and oblige.

Thanking you,

Yours faithfully,
For **Goa Carbon Limited**

Pravin Satardekar
Company Secretary
ACS 24380

GOA CARBON LIMITED

Encl.: as above.

DEMPO

GCL

A Dempo Group Company

Perseverance... With Stronger Roots.

Goa Carbon Limited

51st Annual Report 2018-19

Inside this Report

01-05
Corporate Overview

06-55
Statutory Reports

56-99
Financial Statements

100-101

The Attendance Slip and Proxy Form are being sent together with the Annual Report.

Forward-looking Statements

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried, wherever possible, to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievements of results are subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should keep this in mind. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

51st
Annual Report
2018-19

Please find this report online at
www.goacarbon.com

Chairman's Message

Dear Stakeholders,

It is my privilege to write to you and present the Annual Report for the Financial Year 2018-19. From the depreciation of rupee as against the dollar to the Hon'ble Supreme Court's decision to ban the import of Raw Petroleum Coke (RPC), it was a challenging year for your Company. Although the global market for aluminium witnessed a downfall in 2018, increasing industrialisation and urbanisation is expected to fuel the demand for aluminium not only in India but also in the world.

According to the World Bank's report, India's GDP growth is expected to grow moderately to 7.50% during FY 2019-20, and your Company strongly believes that the continued investment in infrastructure development, improved export performance and strong domestic demand will fuel the growth of the Indian Economy further and surpass the projected GDP growth.

The total Aluminium production in India increased to 18.10% from 2017-18 to 3.40 Million Tonnes. At the same time, the Aluminium consumption also grew by a healthy 9.80%, of which, Aluminium imports contributed 54.10%. Aluminium exports by Primary producers were 1.72 Million Tonnes, registering a growth of 31.50% year-on-year (Source: Equitymaster). On the domestic front, with an increase in industrialisation, the demand for aluminium would significantly increase in FY 2019-20. The power, packaging and transportation sectors are going to be the demand drivers for the aluminium industry in India.

As per forecast by the International Monetary Fund (IMF), India was the fastest growing major economy in 2018 with a growth rate of 7.40% that would rise to 7.80% in 2019. Indian economy is gradually recovering from the business challenges faced due to demonetisation and the introduction of the Goods and Services Tax.

Now, I would like to take you through some of the key highlights of the performance for the year under review. The imposition of the ban on the import of RPC in July 2018 by the Hon'ble Supreme Court of India, impacted the Company's performance adversely. However, after reviewing the fact that the calcination industry does not use the RPC for fuel purposes and considering the demand for aluminium in the country and with non-availability of any other alternative raw materials for the production of aluminium other than CPC, the Hon'ble Supreme Court passed the order in favour of CPC industry but restricted the import to 14 lakh metric tonne per year. The import quantities permitted by the Hon'ble Supreme Court are aligned with current production requirements of the Calcination and the Aluminium industries but do not consider increase in petcoke requirements for future expansions. The import ban of RPC led to re-alignment of shipments and production schedule, ultimately resulting in lower volumes of CPC and higher costs during the current year under review.

Despite the adverse business climate like import ban, volatile prices of RPC, and non-availability of suitable raw materials, your Company has achieved the turnover of Rs 46,403.61 lakhs during the FY 2018-19 as compared to Rs 59,598.78 lakhs during the previous year. The production of Calcined Petroleum Coke (CPC) was 1,57,135 MT during the FY 2018-19 as compared to 2,04,114 MT during the previous year. The sales of CPC were 1,41,701 MT for the current year under review as compared to 2,09,343 MT for the previous year.

We look forward to having an improved performance from the later part of FY 2019-20. The rupee-dollar exchange rate and the availability of RPC at commercially competent prices will play a vital role in the growth and profitability of the company. Rapid industrialisation and urbanisation and government initiatives for better infrastructure will further boost the demand for aluminium across the country.

Public and private firm's competitiveness plays a vital role in the successful economic growth of the country. Companies have to adopt prudent policies and regulations whilst considering the competitiveness along with building the Company's efficiency and productivity. In the manufacturing sector, issues of labour regulations, ease of doing business, access to finance and Next Gen manufacturing will require focused efforts from the government and the industry bodies.

Governance is the critical factor that ensures a trustworthy relationship between all the stakeholders and the Company. Your Company follows the best of the governance policies, as we understand the criticality of the industry in sustaining investor confidence and incorporated transparent and ethical practices through self-regulation. As is known for, your Company will continue to make significant investments in community engagements through the implementation of meaningful CSR initiatives.

Environment care remains at the crux of our culture, and we take necessary actions that focus on creating a more sustainable enterprise. Besides business performance, we are engaged in spending enormous time and money in strengthening the pollution control systems and machineries. We closely work with the regulators, government authorities and all the stakeholders to ensure that all the environmental aspects are in place.

Looking forward:

As a 50 years old company, Goa Carbon works towards building on capabilities during the crucial time of adversities. Being one of the leaders in the industry, coupled with the best industry knowledge, strong business understanding, and expertise will help us overcome the current challenges and your Company will soon be back on the growth track with the steps already taken to mitigate aforesaid challenges.

I take this opportunity to extend our gratitude to the Government of India, Government of Goa, Chhattisgarh, and Odisha, Marmugao Port Trust, Paradeep Port Trust, Mangalore Port, various regulatory authorities and our bankers, associates, and suppliers and all other stakeholders for their support, faith and continued association. I would like to extend my gratitude to the Company's employees and the board for their consistent commitment, engagement, support, and encouragement in our journey.

Thank you,

Shrinivas Dempo
Chairman
7th May 2019

About Goa Carbon

The Company is the second largest manufacturer of Calcined Petroleum Coke in the country with the turnover touching Indian Rupees Four Thousand and Two Hundred Million and has throughout been among the leading suppliers of CPC to aluminium smelters, graphite electrode and titanium dioxide manufacturers as well as other users in the metallurgical and chemical industries. Over the past 5 decades, the Company has acquired great experience and knowledge and has gained expertise in blending of green cokes to cater to the specification requirements of its customers. Furthermore, the strategic location of two of its plants at Goa and Paradeep provide edge to the company in supplying CPC as well and ensure accessibility to a wider range of export markets. In 1993, Goa Carbon became the first Indian manufacturer–exporter of pet coke, and exports to Australia, Egypt, Dubai, France, Kuwait, Iran, Saudi Arabia, Singapore, Malaysia, Indonesia, Thailand, South Africa, Russia, Wales and England.

Listing & Certification

Listed on the BSE Ltd and the National Stock Exchange of India Ltd., the Company has over the years consistently rewarded its shareholders. The Plants of the Company are ISO 9001 and ISO 14001 certified, have well-equipped laboratories to boost quality control, have accessibility to both domestic and imported source of green petroleum coke and the Goa and Paradeep Plants are port-based, thereby ensuring accessibility to a wider range of export markets. As a responsible corporate citizen, the Company has always focused on the environment in which it operates. Recently, the Goa plant has also installed a state-of-art pollution control system to make sure that emissions are under control.

Manufacturing Facilities

Goa: The Company's Goa Plant with a licensed capacity to manufacture 1,00,000 MT per annum of Calcined Petroleum Coke is located in southern Goa, 40kms from the Mormugao Port and has recently been upgraded with a state-of-the-art pollution control system to improve the quality of air and bring down pollution levels in the vicinity. It has a well-equipped laboratory and quality control systems and procedures. The plant is ISO 9001:2008 certified by Bureau Veritas as well as 14001:2004 certified. The Goa plant has the largest mechanical sieving and screening facilities for pet coke in India.

Bilaspur: Acquired in 1998, the Company's Bilaspur Plant has a licensed capacity to manufacture 40,000 MT per annum of Calcined Petroleum Coke.

Paradeep: Acquired in 2001, the Company's Paradeep Plant has a licensed capacity to manufacture 1,68,000 MT per annum of Calcined Petroleum Coke. This Plant also boasts of a state-of-the-art dust extraction system.

Process Story

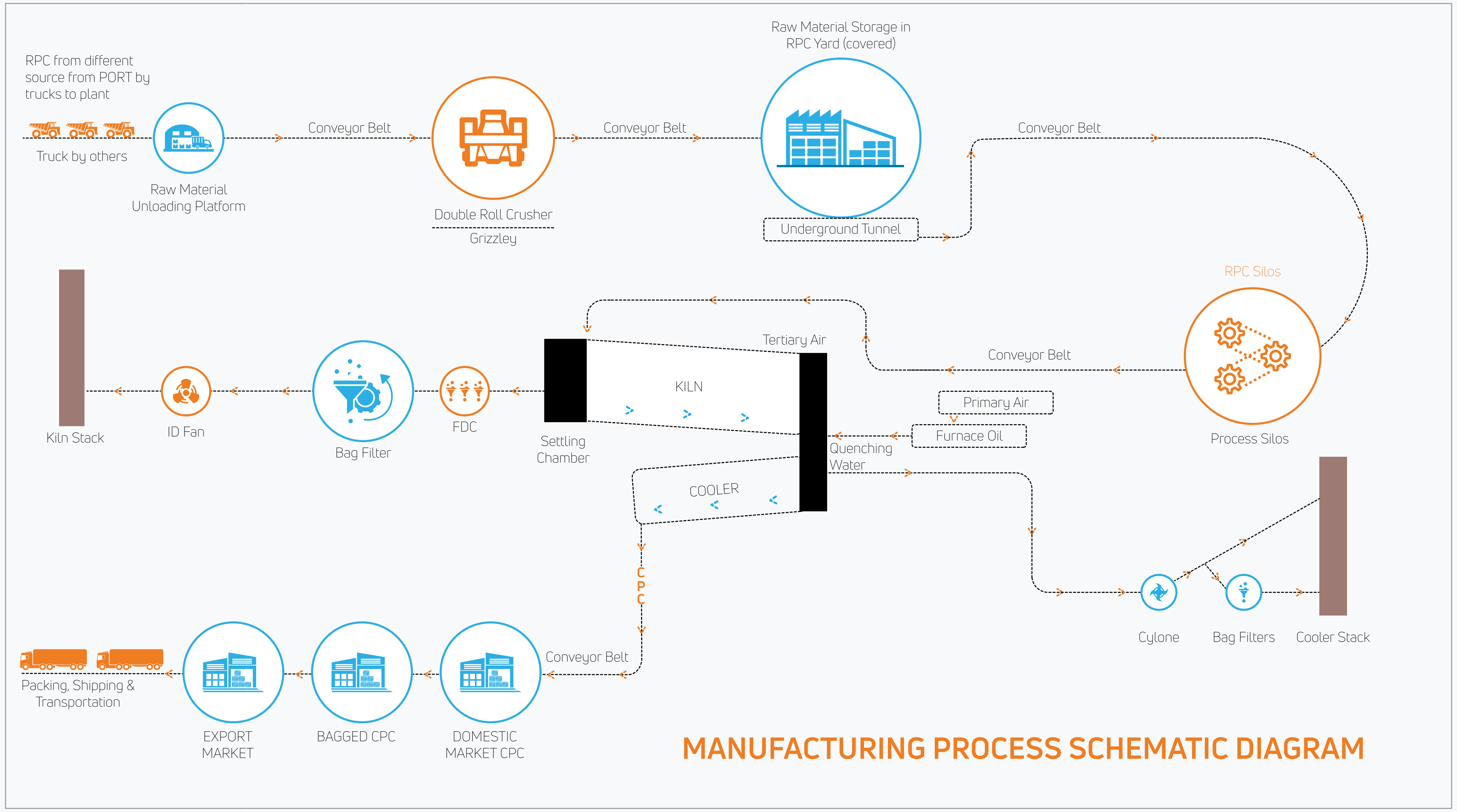
CPC manufacturing is a high temperature process for transforming the physical properties of RPC. Sized petroleum coke is stored in silos and fed into a rotary kiln in controlled ratios. The calcination process raises the material temperatures in the kiln to around 1,200 to 1,260°C.

The material flows in a counter direction to the temperature controlled hot gases fired from a kiln burner. During this process, the material de-moisturises, devolatilises and stabilizes with improved crystalline structure. Furthermore, operating parameters are controlled to impart the required crystal structure, density and electrical conductivity.

The calcined coke is cooled by water that quenches the red-hot material, and then is subsequently cooled by natural draft air on its way to the conveyors leading to storage.

Management

Goa Carbon Limited is a flagship company of the Dempo Group of Companies. The Dempo Business House, having a turnover of hundred million dollars, is the leading corporate group of Goa whose modern-era business operations commenced in the year 1941. The highly diversified conglomerate's major activities today comprise the production and export of calcined petroleum coke, shipbuilding and repair, newspaper publishing and the media, manufacture of pig iron, baby foods, real estate development, sports promotion, the travel business, renewable energy, and mining. The Group, with a human resource strength of above 1000, is also well known for having taken a leadership position in social responsibility in the State and the region. Under the mentorship of Mr. Shrinivas Dempo, Chairman, the Company is professionally managed by a team of qualified professionals.



MANUFACTURING PROCESS SCHEMATIC DIAGRAM

State-of-the-art Dust Extraction System

Final Product - Ready for Dispatch

Customer Base

The Company, in the domestic market has been supplying to National Alumininum Co. Ltd., Hindalco Industries, Bharat Aluminium Co. Ltd., Vedanta Aluminium, Kerala Minerals and Metals Ltd., Steel Authority of India Ltd. and a number of steel plants and foundries located in the south western region and in Odisha. The overseas clients to whom the Company had been supplying are Aluminium Pechiney – France, Aluminium of Greece (AOG), SABIC – Saudi Arabia, Dubai Aluminum (DUBAL), Sohar Aluminium Co. – Sultanate of Oman, ALUCAM – Cameroun etc. All these exports from GCL have been strengthened by the strategic location of its Goa and Paradeep plants.

Product

Calcined Petroleum Coke is one of the purest forms of carbon and is used in the aluminium smelting process, manufacture of graphite electrodes, carbon paste, the manufacturing process of titanium dioxide pigment as a carbon additive in steel and foundries, and also in the glass and battery industries.

Stalwarts of our Corporate History

Late Mr. Vasantrao S Dempo
(1910-2000)

The founding father of the Dempo Group of Companies, and Chairman Emeritus of its constituent companies, including Goa Carbon Ltd. The Government of India awarded him the fourth highest civilian honor of the Padmashree in 1991 and a commemorative postage stamp was released in his honor in 2016.

Late Mr. Vasudeva V Dempo
(1935-1999)

The former Chairman and elder son of Vasantrao S. Dempo, the Group founder. Becoming Vice-Chairman in the mid nineteen eighties, he came to head the Group a decade later in trying times marked by the withdrawal, owing to ill-health, of the Founder.

Board of Directors

Mr. Dara Mehta
(Independent Director up to 31.03.2019)

Mr. Nagesh Pinge
(Additional(Independent)Director effective 06.05.2019)

1 Mr. Jagmohan Chhabra - Executive Director
2 Mr. Raman Madhok - Independent Director
3 Mr. Shrinivas Dempo - Chairman Non Executive
4 Ms. Kiran Dhingra - Independent Director
5 Mr. Keki Elavia - Independent Director
6 Mr. Rajesh Dempo -Non Executive Director

Corporate Information

Company Secretary
Mr. Pravin Satardekar

Chief Financial Officer
Mr. K. Balaraman

Registered Office
Dempo House, Campal
Panaji-Goa - 403 001
CIN: L23109GA1967PLC000076

Website
www.goacarbon.com
www.dempos.com

Plant Locations
Goa Unit: St. Jose de Areal, Salcete
Goa - 403 709

Bilaspur Unit: 34-40, Sector B
Sirgitti Industrial Area
Bilaspur - 495 004 (Chhattisgarh)

Paradeep Unit: Vill. Udayabata
P.O. Paradeepgarh
Dist. Jagatsinghpur
Odisha - 754 142

Registrar & Share Transfer Agents
Link Intime India Pvt. Ltd.
C 101, 247 Park, L.B.S. Marg,
Vikhroli (West),
Mumbai - 400 083
Phone: (022) 22 49186270
Email: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in

Statutory Auditors
B S R & Co. LLP, Chartered Accountants
(FRN: 101248W/W-100022)

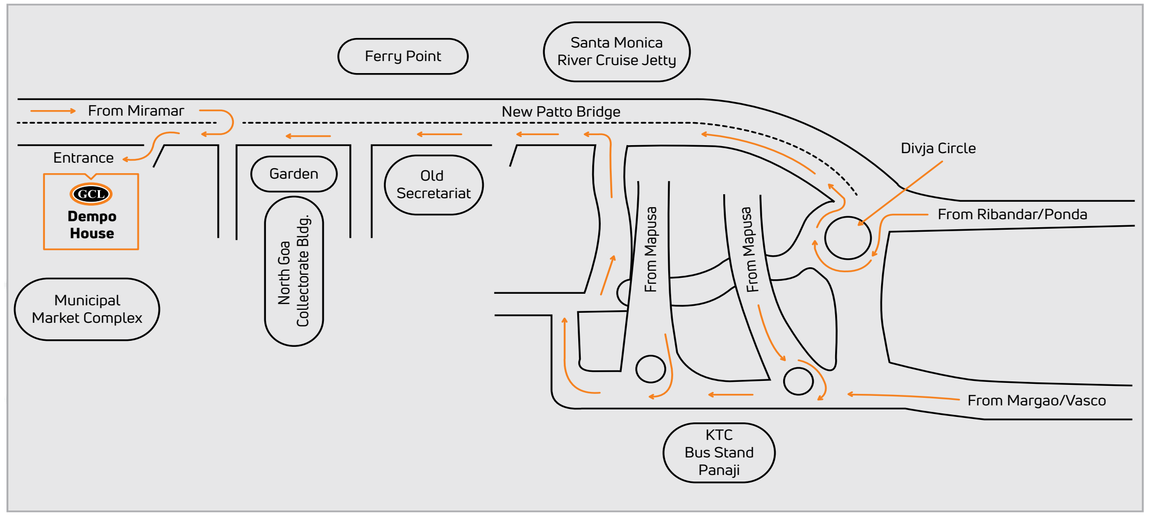
Internal Auditors
BDO India LLP
(LLP ID. No. : AAB-7880)

Secretarial Auditor
Sadashiv V. Shet, Practicing Company Secretary
ICSI Membership No.: FCS-2477, CP-2540

Bankers
Bank of India
State Bank of India

51st Annual General Meeting on Monday, 8th July 2019 at 10:30 a.m. at Dempo House, Campal, Panaji, Goa - 403 001

Route Map to AGM Venue



NOTICE

Notice is hereby given that the Fifty-first Annual General Meeting of the Members of Goa Carbon Limited (CIN L23109GA1967PLC000076) will be held at the Registered Office of the Company at Dempo House, Campal, Panaji, Goa 403001, on Monday, the 8th July 2019 at 10:30 a.m., to transact the following business:-

Ordinary Business:

1. Adoption of Financial Statements

   To consider and, if deemed fit, to pass the following as an **Ordinary Resolution:**

   "RESOLVED THAT the Audited Financial Statements for the financial year ended 31st March 2019 including the Audited Balance Sheet as at 31st March 2019 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board and Auditors thereon be and are hereby considered, approved and adopted."

2. Re-appointment of Mr. Shrinivas Dempo, retiring by rotation as a Director

   To consider and, if deemed fit, to pass the following as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Shrinivas Dempo holding DIN 00043413, who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Special Business:

3. Appointment of Mr. Nagesh Pinge as an Independent Director.

   To consider and, if deemed fit, to pass the following as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Company's Board Policy on the Appointment/ Retirement of Directors, Mr. Nagesh Pinge holding DIN 00062900, who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company with effect from 6th May 2019 and who holds office up to the date of this Annual General Meeting (AGM), in terms of Section 161 of the Act read with Article 137 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for 5 (five) consecutive years up to 5th May 2024."

4. Re-appointment of Mr. Keki Elavia as an Independent Director.

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

   RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Company's Board Policy on the Appointment/Retirement of Directors, Mr. Keki Elavia holding DIN 00003940, who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term up to 8th April 2021 i.e. up to attaining the age of 75 years being the retirement age set for the Independent Directors."

5. Re-appointment of Mr. Raman Madhok as an Independent Director.

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

   RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Company's Board Policy on the Appointment/ Retirement of Directors, Mr. Raman Madhok holding DIN 01798377, who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term up to 1st February 2020 i.e. up to attaining the age of 75 years being the retirement age set for the Independent Directors."

6. Re-appointment of Mr. Jagmohan Chhabra as a Whole-time Director designated "Executive Director" of the Company.

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

   "RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Jagmohan Chhabra holding DIN 01007714 as a Whole-time Director, designated as "Executive Director" of the Company and the "Key Managerial Person", for a further period of 3 (three) years effective from 1st April 2019 on the terms and conditions including remuneration as stated below:

Particulars	Terms of Appointment 01.04.2019 to 31.03.2022
Salary & Allowances Scale	₹ 99.30 lakhs p.a. – ₹ 116.60 lakhs p.a.
Other Benefits	As mentioned below
Performance Pay	@ 1% of net profit p.a., subject to maximum of ₹ 35,00,000.
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

Payment/re-imbursement of telephone (landline) and mobile phone bills, actual and reasonable cost of membership (excluding admission/life membership fees) in not more than two private clubs in Goa during the tenure, Personal Accident Insurance Premium for a cover of ₹25 lakhs, Medical Insurance premium, expenses incurred in connection with the running and maintenance of the Company's car for official purposes and salary of driver as per the rules of the Company, and re-imbursement of such other expenses like house electricity and water charges as may be approved by the Board of Directors of the Company will be paid as other benefits to the Executive Director.

In addition to the above, the Executive Director shall be entitled to the following other benefits:

Communication: A laptop computer as well as mobile phone, landline and internet connection at his residence for the conduct of Company's business.

Leave: 30 days privilege leave with full pay per year, subject to the condition of leave accumulation/encashment as per the Scheme of the Company but restricted to maximum accumulation of 180 days at any time and casual leave and sick leave as per the policy of the Company.

Annual Increment

The Annual Increments will be decided by the Board of Directors on the recommendations of the Nomination and Remuneration Committee which will be based on the individual and Company's performance, subject to the ceiling mentioned above.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM" OR "MEETING") IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE TIME FOR HOLDING THE MEETING.

   Proxy/Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) members and holding in the aggregate not more than ten (10) per cent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. Only registered Members of the Company or any proxy appointed by such registered Member may attend and vote at the Meeting as provided under the provisions of the Companies Act, 2013 ("the Act"). In case any shareholder has voted electronically, then he/she can participate in the Meeting but not vote.

3. The statement setting out the material facts pursuant to Section 102 of the Act concerning the Special Business in the Notice is annexed hereto and forms part of this Notice. The relevant

details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India as approved by the Central Government, of the persons seeking appointment/re-appointment as Directors, is also annexed to this Notice.

4. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, the 2nd July 2019 to Monday, the 8th July 2019 (both days inclusive) for the purpose of AGM.

5. Institutional Members/Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) intending to send their authorized representatives to attend the AGM are requested to submit before the commencement of the AGM a duly certified copy of their Board Resolution / Authority Letter.

6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

7. Pursuant to the provisions of Section 124(5) of the Act, the dividend which remains unclaimed/unpaid for a period of seven years from the date of transfer to the unpaid dividend account of the Company is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Further, pursuant to the provisions of Section 124(6) of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules") and amendments thereto, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the demat account of the IEPF Authority. Accordingly, during the financial year, the unclaimed dividend declared by the Company for Financial Year 2010-11 was transferred to IEPF and all the shares on which dividend had not been paid or claimed for seven consecutive years with Financial Year 2010-11 as the base year, were transferred to the demat account of the IEPF Authority. The unclaimed dividend for the Financial Year 2011-12 and all subsequent years must be claimed as early as possible failing which it would be transferred to IEPF as per the (tentative) dates mentioned herein below.

Financial year ended	Due date of transfer
31.03.2012	06.09.2019
31.03.2013	11.08.2020
31.03.2014	13.10.2021
31.03.2015	14.08.2022
31.03.2017 (Interim)	17.02.2024
31.03.2017 (Final)	05.08.2024
31.03.2018 (Interim)	09.02.2025
31.03.2018 (Final)	22.08.2025

Members are requested to contact Link Intime India Pvt. Ltd., the Registrar and Share Transfer Agent of the Company for claiming the dividend for the aforesaid years.

The details of the unclaimed dividends are available on the Company's website at www.goacarbon.com and Ministry of Corporate Affairs at www.mca.gov.in

The Members/claimants whose shares, unclaimed dividend have been transferred to the Fund may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF-5 (available on iepf.gov.in) along with requisite fee as decided by the Authority from time to time. The Member/claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules and amendments thereto.

It is in the Members interest to claim any un-encashed dividends and for future, opt for National Electronic Clearance System (NECS) / National Automated Clearing House (NACH), so that dividends paid by the Company are credited to the investor's account on time.

8. SEBI has mandated the submission of Permanent Account Number (PAN) for participating in the securities market, deletion of name of deceased holder, transmission/transposition of shares. Members are requested to submit the PAN details to their Depository Participant (DP) in case of holdings in dematerialised form or to Link Intime India Pvt. Ltd. in case of holdings in physical form, mentioning your correct reference folio number.

9. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with Link Intime India Pvt. Ltd. In respect of shares held in demat form, the nomination form may be filed with the respective DP.

10. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November 2018 requests for effecting transfer of Securities (except incase of transmission or transposition of securities) shall not be processed from 1st April 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, Members are requested to take action to dematerialise the Equity Shares of the Company, promptly.

11. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their DP only. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and Link Intime India Pvt. Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Link Intime India Pvt. Ltd.

12. Electronic copy of the Annual Report for FY 2018-19, Notice of the 51st Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip/Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 51st Annual General Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip/Proxy Form is being sent in the permitted mode.

13. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, and amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to offer voting by electronic means to the members to cast their votes electronically on all resolutions set forth in this notice. The detailed instructions for e-voting are appended hereto.

14. In view of the Green Initiative being undertaken by the Company, Members who have not yet registered their e-mail address so far are requested to register/update their e-mail addresses with Link Intime India Pvt. Ltd. or with the Company at greeninitiative@goacarbon.com. Shareholders holding shares in dematerialized form are requested to register their e-mail addresses and changes therein with the concerned Depositories through their DP.

15. Members may also note that the Notice of the 51st Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website www.goacarbon.com for their download.

16. Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days, up to and including the date of the AGM.

17. Route Map showing directions to reach to the venue of the 51st AGM is given in the Corporate Information page of this Annual report.

18. **Voting Process**

A. Process and manner for members opting to vote through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to members to cast their vote on all resolutions set forth in the notice convening the 51st Annual General Meeting (AGM). The Company has engaged the services of Link India India Pvt. Ltd. (LIIPL) to provide the remote e-voting facility. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM is termed as 'remote e-voting'.

The facility of voting through ballot or polling paper shall also be made available for the members at the Meeting who have not been able to vote electronically and who are attending the Meeting.

The members who have cast their vote electronically would be entitled to attend the Meeting but would not be permitted to cast their vote again at the Meeting. The facility to vote by electronic voting system will not be provided at the Meeting.

The instructions for shareholders voting electronically are as under:

Log-in to e-Voting website of Link Intime India Private Limited.

1. Visit the e-voting system of LIIPL. Open web browser by typing the following URL: https://instavote.linkintime.co.in.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
   a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DPID followed by 8 Digit Client ID
   b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
   c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No. + Folio Number registered with the Company
5. Your Password details are given below:

   If you are using e-Voting system of LIIPL: https://instavote.linkintime.co.in for the first time or if you are holding shares in physical form, you need to follow the steps given below:

   Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on the Attendance Slip/Proxy Form.
DOB / DOI	Enter the DOB (Date of Birth)/DOI (Date of Incorporation) as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. • Please enter the DOB/DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv).

If you are holding shares in demat form and had registered on to e-Voting system of LIIPL: https://instavote.linkintime.co.in, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

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

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/DOI, Dividend Bank Details etc. and confirm. (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.)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

◆ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/View "Event No." of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.

   Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

   Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

◆ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-voting system of LIIPL: https://instavote.linkintime.co.in and register themselves as **'Custodian/Mutual Fund/Corporate Body'.**

  They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian/Mutual Fund/Corporate Body'** login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at https://instavote.linkintime.co.in, under Help section or write an email to insta.vote@linkintime.co.in or Call us : Tel : 022-49186000.

B. Commencement of e-voting:

The e-voting period commences on **Friday, the 5th July 2019 at 10.00 a.m.** and ends on **Sunday, 7th July 2019, at 5.00 p.m.** During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being **Monday, 1st July 2019**, may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Members shall not be allowed to change it subsequently.

C. General instruction/information for Members for voting on the Resolutions:

a. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the company, subject to the provisions of the section 108 of the Companies Act, 2013 and Rules made thereunder, as amended, as on the cut-off date, being Monday, 1st July 2019.

b. CS. Sadashiv Shet, Practicing Company Secretary (Membership No. 2477) has been appointed by the Board of Directors of the Company as the Scrutinizer for scrutinizing the remote e-voting process as well as voting through poll papers at the Meeting, in a fair and transparent manner.

c. The Scrutinizer shall immediately after conclusion of the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company.

d. The Scrutinizer will submit, not later than 48 hours of conclusion of the AGM, a consolidated scrutinizer's report, of the total votes cast in favour or against, if any, to the Chairman of the AGM or any other director or Company Secretary authorised by him in writing who will countersign the same and declare the result of the voting forthwith, which shall be displayed on the Notice Board of the Company at its Registered Office. The result will also be displayed on the website of the Company at www.goacarbon.com, besides being communicated to Stock Exchanges.

e. Any person, who acquires shares of the Company becomes member of the Company after dispatch of the notice and holding shares as of cut-off date i.e. Monday, 1st July 2019, may obtain the sequence number for voting by sending request to rnt.helpdesk@linkintime.co.in in case he/she has not updated the PAN with the Company/DP. However, if you are already registered with Link Intime India Pvt. Ltd. for remote evoting then you can use your existing user ID and password for casting your vote.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM 3

Based on the recommendations of the Nomination and Remuneration Committee of the Company and pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act') and Article 137 of the Articles of Association ('AOA') of the Company, Mr. Nagesh Pinge was appointed as an Additional Director (in the capacity of Independent Director) of the Company with effect from 6th May 2019. Accordingly, he shall hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Nagesh Pinge for the office of Director of the Company.

Mr. Nagesh Pinge has given a declaration to the Board of Directors that he meets the criteria of independence as provided under Section 149 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Mr. Nagesh Pinge is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

In the opinion of the Board, Mr. Nagesh Pinge fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations and is independent of the management of the Company.

Details of Mr. Nagesh Pinge is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letter of appointment of Mr. Nagesh Pinge setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Keeping in view his vast experience, expertise and knowledge, it would be in the interest of the Company that Mr. Nagesh Pinge be appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years up to 5th May 2024.

None of the Directors or Key Managerial Personnel of the Company and their relatives, except, Mr. Nagesh Pinge is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

ITEM 4 AND 5

Mr. Keki Elavia holding DIN 00003940 and Mr. Raman Madhok holding DIN 01798377 were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. They hold office as Independent Directors of the Company up to the conclusion/date of the ensuing Annual General Meeting of the Company ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors (the "NRC"), on the basis of the report of performance evaluation of Independent Directors, has recommended the re-appointments of Mr. Keki Elavia and Mr. Raman Madhok as Independent Directors for a second term as provided in their respective resolutions i.e. up to the age limit of 75 years in line with the Company's Board Policy on the Appointment/Retirement of Directors.

The Board of Directors of the Company, based on the performance evaluation of Independent Directors and as per the recommendation of the NRC, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Mr. Keki Elavia and Mr. Raman Madhok would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. Keki Elavia and Mr. Raman Madhok as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term up to the date of their reaching the age of 75 years as provided in their respective resolutions.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter-alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mr. Keki Elavia and Mr. Raman Madhok are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from a member under Section 160 of the Act proposing the candidature of Mr. Keki Elavia and Mr. Raman Madhok for the office of Independent Directors of the Company.

The Company has also received declarations from Mr. Keki Elavia and Mr. Raman Madhok that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board, Mr. Keki Elavia and Mr. Raman Madhok fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations and are independent of the management of the Company.

Details of Mr. Keki Elavia and Mr. Raman Madhok are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letters of (re)appointment of Mr. Keki Elavia and Mr. Raman Madhok setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Except for Mr. Keki Elavia and Mr. Raman Madhok and their relatives, to the extent of their shareholding, if any, none of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the resolutions set out respectively at Item Nos. 4 and 5 of the Notice with regard to their respective re-appointments.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board commends the Special Resolutions set out at Item Nos. 4 and 5 of the Notice for approval by the members.

ITEM 6

The Board of Directors of the Company ("the Board") at its meeting held on 10th January 2019 has, subject to approval of members, re-appointed Mr. Jagmohan Chhabra holding DIN 01007714 as a Whole-time Director, designated as "Executive Director" of the Company and the "Key Managerial Person", for a further period of 3 (three) years effective from 1st April 2019, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee (the 'NRC') of the Board and approved by the Board.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Jagmohan Chhabra as a Whole-time Director, designated as "Executive Director" of the Company, in terms of the applicable provisions of the Companies Act, 2013.

Mr. Jagmohan Chhabra satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Details of Mr. Jagmohan Chhabra are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Except Mr. Jagmohan Chhabra and his relatives, to the extent of their shareholding, if any, none of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the resolution as set out in Item No. 6 of the Notice.

The draft agreement to be entered into between the Company and Mr. Jagmohan Chhabra is available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. up to the date of AGM and will also be available for inspection at the venue of the AGM.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

By Order of the Board of Directors

Pravin Satardekar
Company Secretary
ACS 24380

Panaji, 7th May 2019

Registered Office:
Dempo House, Campal,
Panaji, Goa 403001

CIN: L23109GA1967PLC000076
Website: www.goacarbon.com

ANNEXURE TO THE NOTICE

Particulars and additional information of the directors seeking appointment/re-appointment pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and in terms of Clause 1.2.5 of Secretarial Standard - 2 on General Meetings:

Name of the Director	Shrinivas Dempo	Nagesh Pinge
Category	Non-Executive, Non-Independent Director	Non-Executive, Independent Director
Age	50 years	57 years
Date of first appointment	27/04/1999	06/05/2019
Profile of the Director	A third-generation entrepreneur, Mr. Shrinivas Dempo is the Chairman of Goa's leading business house, Dempo. The Group's activities cover calcined petroleum coke production, shipbuilding, newspaper publishing and electronic media, food processing, real estate development, sports promotion, the travel business, renewable energy generation and mining. Using his post-graduate management education in Industrial Administration received at Carnegie Mellon University, USA, he gave a new direction to the business group. His stewardship has been marked by expansion of existing businesses, benchmarking of products and processes to international standards, introduction of progressive people management systems, enterprise resource planning, corporate sustainability reporting and the deepening of corporate social responsibility.	Mr. Nagesh Pinge is an Expert in Ethics, Corporate Governance, Risk Management & Internal Audit. In a career spanning 35 years, Mr. Pinge has worked with many organizations of repute. He retired from Tata Motors in November 2016 as "Chief-Internal Audit, Risk Management & Ethics". Prior to that he was Chief Internal Audit of Reliance Retail Ltd. & JSW Steel Ltd. Mr. Pinge has also worked for ICICI Bank & its Group Companies in Risk Management (Chief Risk Officer), Regulatory Compliance and Internal Audit (Group Head-Internal Audit).
Expertise in specific functional area	Leadership and Industrial Administration.	Audit & Taxation and Financial Management.
Qualification	Master in Business Administration from the Carneige Mellon University, USA	B.Com., F.C.A., L.L.B., Executive Education Program from the Stephen M Ross School of Business of the University of Michigan,USA.
Directorship held in other companies (including foreign and private companies)	1. Dempo Industries Pvt. Ltd., 2. V. S. Dempo Holdings Pvt. Ltd., 3. Hindustan Foods Ltd., 4. Automobile Corporation of Goa Ltd. 5. Amigo Sport Pvt. Ltd., 6. Dempo Travels Pvt. Ltd., 7. V. S. Dempo Mining Corporation Pvt. Ltd., 8. Dempo Shipbuilding and Engineering Pvt. Ltd., 9. Marmagoa Shipping & Stevedoring Co. Pvt. Ltd., 10. Dempo Sports Club Pvt. Ltd., 11. Motown Trading Pvt. Ltd., 12. West Coast Hotels Pvt. Ltd., 13. Vipulam Coke Co. Pvt. Ltd. 14. Video and Entertainment Network Asia Pte. Ltd. 15. Dempo Global Corporation Pte. Ltd.	1. Arvind Fashions Ltd., 2. Arvind Lifestyle Brands Ltd., 3. MCX Clearing Corporation Ltd., 4. Inventia Healthcare Ltd., 5. NKGSB Co-op. Bank Ltd.

Name of the Director	Shrinivas Dempo	Nagesh Pinge
Membership of the Committees of the Board of other companies (across all Public Companies)	1. Hindustan Foods Ltd. – Chairman of the Share Transfer, Investors' Grievance and Stakeholders Relationship Committee; 2. Automobile Corporation of Goa Ltd. – Chairman of the CSR Committee, Member of the Nomination Committee and the Capital Investment Committee	1. Arvind Fashions Ltd. – Member of the Audit Committee; 2. MCX Clearing Corporation Ltd. – Chairman of the Audit Committee; Member of the Risk Management Committee and the Nomination & Remuneration Committee; 3. Inventia Healthcare Ltd. – Chairman of the Nomination & Remuneration Committee and Member of the Audit Committee
Number of shares held in the Company	3,95,939 Equity Shares	Nil
No. of Board meetings attended during the year 2018-19	4 (Four)	Not Applicable
Relationship with other directors inter-se	'Cousin' of Mr. Rajesh Dempo, Director	None

Name of the Director	Keki Elavia	Raman Madhok
Category	Non-Executive, Independent Director	Non-Executive, Independent Director
Age	73 years	74 years
Date of first appointment	22/01/2001	28/01/2010
Profile of the Director	Mr. Elavia is a Chartered Accountant. He was a Partner of M/s. Kalyaniwalla & Mistry, Chartered Accountants, till 2009. Mr. Elavia joined M/s. Kalyaniwalla & Mistry in 1971. He has over four decades of experience in the field of audit and taxation.	Mr. Madhok a former Indian National and currently of Danish Nationality since 1991, holds a Bachelor's Degree in Mechanical Engineering. He has work experience having handled various functions in Sales, Projects & Profitability, R&D, Finance, HR and General Management in various companies including Larsen & Toubro Ltd., NIRO A/S Copenhagen (Denmark), Zuari Industries Ltd. (as Executive President – Fertilizer Division) and GEA Process Engineering (India) Pvt. Ltd. (as Executive Chairman).
Expertise in specific functional area	Audit & Taxation, Business Consultancy, Corporate Management and Financial Management.	Finance & Corporate Management.
Qualification	B.Com., F.C.A.	B.E. (Hons) - Mechanical
Directorship held in other companies (including foreign and private companies)	1. The Bombay Dyeing and Manufacturing Co. Ltd., 2. Grindwell Norton Ltd., 3. Dai-chi Karkaria Ltd., 4. Britannia Industries Ltd., 5. Godrej Industries Ltd., 6. Godrej & Boyce Manufacturing Company Ltd., 7. Go Airlines (India) Ltd., 8. Tata Asset Management Ltd., 9. Sterling and Wilson Solar Ltd., 10. Wonder City Buildcon Pvt. Ltd., 11. Wonder Space Properties Pvt. Ltd., 12. Phoenix Arc Pvt. Ltd.	1. CMI FPE Ltd.

Name of the Director	Keki Elavia	Raman Madhok
Membership of the Committees of the Board of other companies (across all Public Companies)	1. The Bombay Dyeing and Manufacturing Co. Ltd. – Chairman of the Audit Committee and Member of Risk Management Committee; 2. Grindwell Norton Ltd. – Chairman of the Audit Committee, CSR Committee and Nomination and Remuneration Committee; 3. Dai-chi Karkaria Ltd. – Chairman of the CSR Committee, Member of the Audit Committee and the Nomination and Remuneration Committee; 4. Britannia Industries Ltd. – Chairman of the Audit Committee and Member of the Risk Management Committee; 5. Godrej & Boyce Manufacturing Company Ltd. – Chairman of the Audit Committee, Member of the Nomination & Remuneration Committee, CSR Committee and Stakeholders' Committee; 6. Tata Asset Management Ltd. – Member of the Audit Committee, Nomination & Remuneration Committee and CSR Committee; 7. Go Airlines (India) Ltd. – Chairman of the Audit Committee; 8. Sterling and Wilson Solar Ltd. – Chairman of the CSR Committee, Nomination & Remuneration Committee and Member of the Audit Committee	1. CMI FPE Ltd. – Chairman of the Nomination & Remuneration Committee and the Stakeholders Relationship Committee
Number of shares held in the Company	Nil	Nil
No. of Board meetings attended during the year 2018-19	4 (Four)	3 (Three)
Relationship with other directors inter-se	None	None

Name of the Director	Jagmohan Chhabra
Category	Executive Director
Age	57 years
Date of first appointment	01/04/2010
Profile of the Director	Mr. Jagmohan Chhabra is a Mechanical Engineer with Masters Degree in Management (specialization in Marketing) from the Jamnalal Bajaj Institute of Management Studies, Mumbai and has done a Management Programme from IIM, Ahmedabad. Mr. Chhabra has worked for more than 25 years with MNC's and has experience in Operations and Marketing Management both at domestic and international levels. Prior to joining Goa Carbon Limited, he was associated as CEO of TSG Limited, a subsidiary of Frigoglass Group, Athens, Greece.
Expertise in specific functional area	Marketing and Management expert.
Qualification	B.E. (Mechanical), Masters Degree in Marketing Management, Management Education Programme
Directorship held in other companies (including foreign and private companies)	None

Name of the Director	Jagmohan Chhabra
Membership of the Committees of the Board of other companies (across all Public Companies)	None
Number of shares held in the Company	Nil
No. of Board meetings attended during the year 2018-19	4 (Four)
Relationship with other directors inter-se	None

2. 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. 6 of the 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				₹ in lakhs
Financial Parameters		FY 2018-19	FY 2017-18	FY 2016-17
Total Income		46,403.61	59,598.78	34,081.86
Profit/(Loss) before Tax		(1,083.09)	8,952.09	1,575.23
Profit/(Loss) after Tax		(751.44)	5,384.85	949.54
Dividend paid/recommended (including Corporate Dividend Tax)		0	1,652.10	495.62
Dividend Rate %		0	150%	45%
5. Foreign investments or collaborators, if any	Nil			

II. Information about Mr. Jagmohan Chhabra

1.	Background details	Mr. Jagmohan Chhabra is a Mechanical Engineer with Masters Degree in Management (specialization in Marketing) from the Jamnalal Bajaj Institute of Management Studies, Mumbai and has done a Management Programme from IIM, Ahmedabad. Mr. Chhabra has worked for more than 25 years with MNC's and has experience in Operations and Marketing Management both at domestic and international levels. Prior to joining Goa Carbon Limited, he was associated as CEO of TSG Limited, a subsidiary of Frigoglass Group, Athens, Greece.
2.	Past remuneration	The remuneration received by Mr. Chhabra during the year ended 31st March 2019 which comprised of salary, monetary value of perquisites, allowances and contribution to retiral funds was ₹103.81 lakhs.
3.	Recognition or Awards	Nil
4.	Job profile and suitability	Mr. Jagmohan Chhabra is the Executive Director 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 for implementing the expansion plans of the Company. His past experience in managing overall business as well as expertise in marketing is considered relevant and valuable for his responsibilities as the Executive Director of the Company.
5.	Remuneration proposed	As set out in the resolution at Item No. 6 of the Notice of the 51st Annual General Meeting.

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. Jagmohan Chhabra 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 has faced unexpected legislative and regulatory disruptions, which had a negative impact on its operations and profitability. The Supreme Court of India had imposed a ban on import of Raw Petroleum Coke (RPC) into India on 26.07.2018. The Company is heavily dependent on imported RPC as its raw materials.
2.	Steps taken or proposed to be taken for improvement	The Company made the necessary representations before the Supreme Court of India and other Statutory Authorities and Bodies. The Supreme Court vide its order dated 9.10.2018 lifted the ban on import of RPC into India. However, the Court has also put a cap of 1.4 MMT on the total RPC to be imported by all the calciners in India.
3.	Expected increase in productivity and profits in measurable terms	With the Hon'ble Supreme Court lifting of the ban on imports of RPC, and government authorities putting in place the mechanism to regulate the import of RPC into India, things are expected to streamline and bring in smoothness in planning of sourcing of raw materials and operation of the plants.

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.	The following disclosures shall be mentioned in the Board of Directors' Report under the heading "Corporate Governance", if any, attached to the Annual Report :- i. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors ii. Details of fixed component and performance linked incentives along with the performance criteria iii. Service contracts, notice period, severance fees	This has been fully covered under the Corporate Governance Report.
	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	Not Applicable

Directors' Report

The Members,

Your Directors have pleasure in presenting the 51st Annual Report on the business and operations of the Company and the audited financial statements for the year ended 31st March 2019.

Financial Results

₹ in lakhs

	2018-19	2017-18
Profit for the year before tax	**(1,083.09)**	8,952.09
Less: Tax Expense –		
Current Tax	**13.22**	3,586.81
Deferred Tax	**(344.87)**	(19.57)
	(331.65)	3,567.24
Profit for the year after tax	**(751.44)**	5,384.85
Other Comprehensive income for the year	**73.95**	7.71
Total Comprehensive income for the year	**(677.49)**	5,392.56

Year in Retrospect

During the year under review, the Company's sales and other income was ₹46,403.61 lakhs as compared to ₹59,598.78 lakhs during the previous year. The production of Calcined Petroleum Coke (CPC) was 1,57,135 MT as compared to 2,04,114 MT during the previous year. The sales of CPC were 1,41,701 MT for the period under review as compared to 2,09,343 MT for the previous year.

The Hon'ble Supreme Court of India vide order dated 26.07.2018 had banned the import of petroleum coke if used as a fuel. Since the company uses petroleum coke only as "Feedstock" for producing calcined petroleum coke, the Company had filed an application with the Hon'ble Supreme Court of India representing that the Company uses raw petroleum Coke (RPC) as "Feedstock" and hence Calcination Industries should be allowed to import RPC. Based on the recommendations of Ministry of Environment/ Forest and Climate Change (MOE&CC) and Environment Pollution Control Authority (EPCA), the Hon'ble Supreme Court has passed the order dated 9.10.2018 by permitting the import of RPC up to 1.40 million metric tonnes per annum for the Indian calcination industry as a whole for feedstock.

On the basis of Court order dated 09.10.2018, the Director General of Foreign Trade (DGFT) vide Public Notice No 50/2015-20 notified additional procedures for applying for quota and for granting the import license and further amended the import policy in this respect. Based on Company's application, DGFT has allocated the quota for import of RPC for FY 2019-20.

Dividend and Transfer to Reserve

In view of the losses incurred by the Company:

i) your Directors have not recommended any dividend for the financial year ended 31st March 2019;

ii) no amount has been transferred to reserve for the financial year ended 31st March 2019.

Credit Rating

SMERA Ratings Limited – the credit rating agency, has assigned the credit rating of "SMERA BBB" to the long-term Bank facilities availed by the Company and credit rating of "SMERA A3+" to the short-term Bank facilities availed/proposed by the Company. The outlook mentioned is negative.

Subsidiary Companies

The Company did not have any subsidiary as on 31st March 2019.

Accreditation

The Company continues to enjoy ISO 9001 & ISO 14001 accreditation made by BUREAU VERITAS.

Public Deposits

The Company has not accepted any deposits falling under the ambit of Section 73 of the Companies Act, 2013 from public and as such, no amount on account of principal or interest on deposits from public deposits was outstanding as on 31st March 2019.

Directors

Cessation

Pursuant to the amendments to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Board Policy on the Appointment/Retirement of Directors of the Company, Mr. Dara Mehta, Independent Director of the Company ceased to be a Director with effect from 1st April 2019 on account of age limit of 75 years set for the Independent Directors. The Directors place on record their deep appreciation for the invaluable contributions made by Mr. Dara Mehta during his long tenure as Director for over 43 years.

Appointment/Re-appointment

Mr. Shrinivas Dempo retires by rotation at the forthcoming Annual General Meeting and being eligible has offered himself for re-appointment. Approval of the members is being sought at the ensuing Annual General Meeting for his re-appointment and the requisite details in this connection are contained in the Notice convening the meeting.

Based upon the recommendation of the Nomination and Remuneration Committee, Mr. Nagesh Pinge was appointed as an Additional Director (in the capacity of an Independent Director) by the Board on 6th May 2019, who holds office up to the date of ensuing Annual General Meeting. In terms of Section 161 of the Act read with Article 137 of the Articles of Association of the Company, the Company has received a notice in writing from a Member of the Company proposing his candidature for the office of Director of the Company.

The first term of office of Mr. Keki Elavia and Mr. Raman Madhok, as Independent Directors, expires at the ensuing Annual General Meeting. The Board has recommended re-appointment of Mr. Keki Elavia for a second term up to 08.04.2021 (being the age limit of 75 years) and Mr. Raman Madhok for a second term up to 01.02.2020 (being the age limit of 75 years) as Independent Directors of the Company.

On recommendation of the Nomination and Remuneration Committee, the Board of Directors has re-appointed Mr. Jagmohan Chhabra as a Whole-time Director, designated as "Executive Director" of the Company, for a further period of 3 (three) years from 1st April 2019 to 31st March 2022. The appointment, terms and conditions of the said reappointment including remuneration are subject to the approval of the Members. (Kindly refer resolution and the explanatory statement set out in the Notice of the 51st Annual General Meeting).

The disclosures required pursuant to Regulation 36 of the SEBI Listing Regulations, Clause 1.2.5 of the Secretarial Standard are given in the Notice of AGM, forming part of the Annual Report and Schedule V of the SEBI Listing Regulations are given in the Corporate Governance Report, forming part of the Annual Report. Attention of the Members is also invited to the relevant items in the Notice of the AGM.

Independent Directors' Declarations

All Independent Directors of the Company have given declarations under Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations.

Key Managerial Personnel

In terms of the Section 203 of the Companies Act, 2013, following are the Key Managerial Personnel (KMP) of the Company as on the date of this report;

Sr. No.	Name of the KMP	Designation
1	Mr. Jagmohan Chhabra (DIN: 01007714)	Executive Director
2	Mr. K. Balaraman (ACA 029283)	Chief Financial Officer
3	Mr. Pravin Satardekar (ACS 24380)	Company Secretary

Meetings of the Board of Directors

A minimum of four Board meetings are held annually. Additional Board meetings are convened by giving appropriate notice to address the Company's specific needs. In case of business exigencies or urgency of matters, resolutions are passed by circulation.

During the year under review, four Board meetings were held, the details of which are given in the Corporate Governance Report which forms part of this Annual Report.

The intervening gap between two consecutive meetings was within the period prescribed under the Companies Act, 2013 and the SEBI Listing Regulations.

Audit Committee

Composition of the Audit Committee

Sr. No.	Name of the Director	Chairman/Member
1	Mr. Nagesh Pinge*	Chairman
2	Mr. Raman Madhok#	Member
3	Mr. Dara Mehta$	Chairman
4	Mr. Keki Elavia	Member
5	Ms. Kiran Dhingra@	Member

* Mr. Nagesh Pinge was appointed as Chairman of the Committee with effect from 6th May 2019.

Mr. Raman Madhok was designated as Chairman of the Committee from 1st April 2019 up to 5th May 2019.

$ Mr. Dara Mehta ceased to be the Chairman and Member of the Committee with effect from 1st April 2019.

@ Ms. Kiran Dhingra was appointed as Member of the Audit Committee with effect from 12th April 2018.

The terms of reference and other details of the Audit Committee are provided in Corporate Governance Report which forms part of this Annual Report. During the Financial Year 2018-19, all the recommendations of the Audit Committee were duly approved and accepted by the Board.

Policy on Director's appointment, remuneration and other details

The Committee has formulated a Nomination and Remuneration Policy and the same has been uploaded on the website of the Company at www.goacarbon.com

The salient features of the Nomination and Remuneration Policy is included in this Report as Annexure - I.

Board Evaluation

The annual evaluation process of the Board of Directors ("Board"), Committees and individual Directors was carried out in the manner prescribed in the provisions of the Companies Act, 2013, Guidance Note on Board Evaluation issued by Securities and Exchange Board of India on 5th January 2017 and as per the Corporate Governance requirements prescribed by SEBI Listing Regulations.

The performance of the Board, Committees and individual Directors was evaluated by the Board seeking inputs from all the Directors. The performance of the Committees was evaluated by the Board seeking inputs from the Committee Members. The Nomination and Remuneration Committee reviewed the performance of the individual Directors, a separate meeting of Independent Directors was also held to review the performance of Non-Independent Directors; performance of the Board as a whole and performance of the Chairperson of the Company, taking into account the views of the Executive Director and Non-Executive Directors. This was followed by a Board meeting that discussed the performance of the Board, its Committees and individual Directors.

The criteria for performance evaluation of the Board included aspects like Board composition and structure; effectiveness of Board processes, information and functioning, etc. The criteria for performance evaluation of Committees of the Board included aspects like composition and structure of the Committees, functioning of Committee meetings, contribution to decision of the Board, etc. The criteria for performance evaluation of the individual Directors included aspects on contribution to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, integrity etc. In addition, the Chairman was also evaluated on the key aspects of his role.

Familiarization Programme for Independent Directors

The details of the Familiarisation Programme for Independent Directors with the Company in respect of their roles, rights, responsibilities in the Company, nature of the industry in which Company operates, business model of the Company and related matters are put up on the website of the Company at www.goacarbon.com

Internal Control System

The Board has laid down Internal Financial Controls ("IFC") within the meaning of the explanation to Section 134 (5) (e) of the Companies Act, 2013. The Board believes the Company has sound IFC commensurate with the nature and size of its business. Business is however dynamic. The Board is seized of the fact that IFC are not static and are in fact a fluid set of tools which evolve over time as the business, technology and fraud environment changes in response to competition, industry practices, legislation, regulation and current economic conditions. There will, therefore, be gaps in the IFC as business evolves. The Company has a process in place to continuously identify such gaps and implement newer and or improved controls wherever the effect of such gaps would have a material effect on the Company's operations.

Statutory Auditors

Pursuant to provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, In the 49th Annual General Meeting held on 30th June 2017, M/s. B S R & Co. LLP, Chartered Accountants (Registration No. 101248W/W-100022) were appointed as Statutory Auditors of the Company for a term of five years at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company. The Ministry of Corporate Affairs has vide notification dated 7th May 2018 obliterated the requirement of seeking Member's ratification at every AGM on appointment of Statutory Auditor during their tenure of 5 years.

Statutory Auditors' Observations

The notes on financial statements referred to in the Auditors' Report are self-explanatory and therefore, do not call for any further explanations or comments.

There are no qualifications, reservations or adverse remarks or disclaimer made in the Auditors' Report which requires any clarification or explanation.

Cost Audit

The maintenance of cost records is not applicable to the Company as per the amended Companies (Cost Records and Audit) Rules, 2014, prescribed by the Central Government under Section 148(1) of the Companies Act, 2013.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the rules thereunder, the Board of Directors of the Company had appointed CS Sadashiv V. Shet, Practicing Company Secretary to conduct the Secretarial Audit for FY 2018-19. The Secretarial Audit Report for the financial year ended 31st March 2019 forms a part of this Annual Report. The same is self explanatory and requires no comments.

Vigil Mechanism/Whistle Blower Policy

The Company has established a Vigil Mechanism/Whistleblower Policy for the employees to report their genuine concerns or grievances and the same has been posted on the Company's website www.goacarbon.com.

The Audit Committee of the Company oversees the Vigil Mechanism.

Risk Management

Goa Carbon follows a well-established and detailed risk assessment and minimization procedures, which are periodically reviewed by the Board. The Company has in place a business risk management framework for identifying risks and opportunities that may have a bearing on the organization's objectives, assessing them in terms of likelihood and magnitude of impact and determining a response strategy.

The Senior Management assists the Board in its oversight of the Company's management of key risks, including strategic and operational risks, as well as the guidelines, policies and processes for monitoring and mitigating such risks under the aegis of the overall business risk management framework.

Particulars of loans, guarantees or investments

The details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to financial statements.

Related Party Transactions

All transactions with related parties entered into during the financial year 2018-19 were at arm's length basis and in the ordinary course of business and in accordance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. During the Financial Year 2018-19, there have been no related party transactions of the Company with its Directors and Key Managerial Personnel or their relatives, its holding, subsidiary or associate companies as prescribed under Section 188 of the Companies Act, 2013 and SEBI Listing Regulations. Also, there are no material transactions with any related party that are required to be disclosed under Form AOC-2.

All transactions with related parties are placed before the Audit Committee for approval. An omnibus approval of the Audit Committee is obtained for the related party transactions which are repetitive in nature. The Audit Committee reviews all transactions entered into pursuant to the omnibus approval so granted on a quarterly basis.

As required under regulation 23(1) of the Listing Regulations, the Company has formulated a policy on dealing with Related Party Transactions. The Policy has been uploaded on the website of the Company and can be accessed at: http://www.goacarbon.com/downloads/Related%20Party%20Transaction%20Policy_GOA%20CARBON%20LIMITED.pdf

Significant and material orders passed by the Regulators or Courts

There were no significant material orders passed by the Regulators/Courts/Tribunals which would impact the going concern status of the Company and its future operations.

Material changes and commitment, if any, affecting financial position of the Company from financial year end and till the date of this report

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the Financial Statements relate and the date of this Report.

Particulars of employees and related disclosures

The information required pursuant to Section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the Annexure – II to this Report.

The statement containing particulars of top 10 employees and the employees drawing remuneration in excess of limits prescribed under Section 197 (12) of the Companies Act, 2013 read with Rule 5 (2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in a separate Annexure forming part of the Report. In terms of proviso to Section 136(1) of the Companies Act, 2013, the Report and Accounts are being sent to the Members excluding the aforesaid Annexure. The said statement is also open for inspection at the Registered Office of the Company. Any member interested in obtaining a copy of the same may write to the Company Secretary.

Disclosures under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

In accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made there under, the Company has formulated an internal Policy on Sexual Harassment at Workplace (Prevention, Prohibition and Redressal).

The policy aims at educating employees on conduct that constitutes sexual harassment, ways and means to prevent occurrence of any such incident, and the mechanism for dealing with such incident in the unlikely event of its occurrence.

The Company has complied with the provisions relating to the constitution of an Internal Complaint Committee (ICC) under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 by setting up the said Committee comprising of two female and two male employees. One of the female employees is the Chairperson of the Committee. There is one external female member on the Committee who is from a non-governmental organization/association, committed to the cause of women/familiar with the issues relating to sexual harassment.

The ICC is responsible for redressal of complaints related to sexual harassment of women at the workplace in accordance with procedures, regulations and guidelines provided in the Policy.

During the year under review, there were no complaints referred to the ICC.

Energy Conservation, Technology Absorption, Foreign Exchange Earnings and Outgo

The particulars relating to energy conservation, technology absorption, foreign exchange earnings and outgo, required to be disclosed by Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 (as amended) are provided in the Annexure – III to this Report.

Corporate Social Responsibility (CSR)

Pursuant to Section 135 of the Companies Act, 2013 read with rules made there under, your Directors have constituted the Corporate Social Responsibility (CSR) Committee.

Composition of the CSR Committee

Sr. No.	Name of the Director	Chairman / Member
1	Mr. Shrinivas Dempo	Chairman
2	Mr. Raman Madhok	Member
3	Ms. Kiran Dhingra	Member
4	Mr. Jagmohan Chhabra	Member

The brief outline of the CSR Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in Annexure - IV of this Report in the format prescribed in the Companies (CSR Policy) Rules, 2014. The Policy is available on the Company's website at www.goacarbon.com.

Annual Return

The Annual Return of the Company for FY 2018-19 has been placed on the website of the Company at www.goacarbon.com.

Corporate Governance

It has been the endeavour of your Company to follow and implement best practices in corporate governance, in letter and spirit. The following forms part of this Annual Report:

(i) Declaration regarding compliance of Code of Conduct by Board Members and Senior Management Personnel;

(ii) Management Discussion and Analysis;

(iii) Corporate Governance Report and;

(iv) Practicing Company Secretary's Certificate regarding compliance of conditions of corporate governance;

Directors' Responsibility Statement

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal auditors, statutory auditors, secretarial auditors and any other external agencies, if any, including audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by Management and the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the Financial Year 2018-19.

Accordingly, pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm:

(a) that in the preparation of the annual accounts, the applicable accounting standards have been followed along with the proper explanation relating to material departures;

(b) that such accounting policies as mentioned in Notes to the annual accounts have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2019 and of the loss of the Company for the year ended on that date;

c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) that the annual accounts have been prepared on a going concern basis;

(e) that proper internal financial controls are in place and that the internal financial controls are adequate and are operating effectively;

(f) that proper systems to ensure compliance with the provisions of all applicable laws are in place and that such systems are adequate and operating effectively.

Appreciation and Acknowledgement

Your Directors would like to express their appreciation for the assistance and co-operation received from the Government authorities, banks, customers, business associates and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the executives, staff and workers of the Company.

For and on behalf of the Board of Directors

Shrinivas Dempo
Chairman
DIN: 00043413

Panaji-Goa
7th May 2019

Annexure – I to the Directors' Report

Salient features of the Nomination and Remuneration Policy

Policy for appointment and removal of Director, KMP and Senior Management:

This policy has been prepared pursuant to the provisions of Section 178 and such other applicable sections of the Companies Act, 2013 ("Act") and the SEBI Listing Obligations and Disclosure Requirements, Regulations, 2015 ("LODR"). In case of any inconsistency between the provisions of law and this remuneration policy, the provisions of the law shall prevail, and the company shall abide by the applicable law.

Appointment criteria and qualifications:

a) The philosophy for appointment and retirement of directors of Goa Carbon Limited ("the company") is based on the commitment of fostering a culture of leadership with trust. The Directors appointment and retirement policy is aligned to this philosophy.

b) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.

c) A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the concerned position.

Key principles governing Directors appointment/retirement policy are as follows:

Director Term, Tenure and Directorships

- Boards are encouraged to seek a balance between change and continuity.
- In case of Non-Independent Non-Executive Director (NEDs), each term should be decided as per the provisions pertaining to the retirement by rotation. They can be reappointed for subsequent terms until the applicable retirement age.
- In case of Independent Directors (IDs), each term should not exceed a period of 5 years or until the applicable retirement age, whichever is earlier, extendable for up to a total of two consecutive terms. The Independent Director who has served the two consecutive term as mentioned above, may be considered for a fresh appointment after the expiry of the cooling period as specified under the Act (presently three years of ceasing to become an Independent Director. Provided that the Independent Director shall not, during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly).
- Each term of a Managing Director (MD)/Executive Director (ED) should not exceed a period of 5 years or until the applicable retirement age, whichever is earlier.
- MD and EDs shall hold office up to the age of 60 years, or earlier, as determined by the Board of the company.
- The retirement age for Non-Independent NEDs would be 80 years unless a lower retirement age is specified under the laws applicable to the company.
- The retirement age for IDs would be 75 years, unless a lower retirement age is specified under the laws applicable to the company.

Board Appointment, Induction and Development

Procedure for Nomination and Appointment of Directors

- It is the responsibility of the NRC to develop competency requirements for the Board based on the industry and strategy of the company. Board composition analysis should ideally reflect in-depth understanding of the company, including its strategies, environment, operations, financial condition and compliance requirements.
- It is recommended that the NRC conduct a gap analysis and refresh the Board on a periodic basis, including every time a director's appointment or reappointment is required.
- Board members may provide director nominations to the Chairman of the NRC. The Chairman of the NRC should ideally maintain a list of nominees. The nominees should have a good personal and professional reputation.
- To meet the objectives of driving diversity and an optimum skill mix, the NRC may seek the support of outside Industry Expert, if needed.
- The NRC is responsible for reviewing and vetting the CVs of the potential candidates vis-a-vis the required competencies. The committee may meet the potential candidates prior to making recommendations of their nomination to the Board.
- It is the responsibility of the NRC to make recommendations to the Board in relation to the appointment of new directors. The NRC should conduct appropriate reference checks and due diligence on all director prospects before recommending them to the Board.
- Post approval, the desired candidate is invited to join the Board.
- At the time of appointment, the specific requirements for the position should be communicated to the person, including the expert knowledge expected.

Director's Induction and Development

- The NRC will ensure an effective familiarization program for new directors.
- The familiarization program may include:
  - Roles, rights and responsibilities of directors.
  - Mechanisms to build working relationship among the Board members.
  - Core values, ethics and corporate governance practices of the Dempo Group.
  - Industry/sectorial overview, Company's vision, strategic direction, business model.
  - Financial matters, management team and business operations.
  - Meetings with stakeholders, visit to business locations and meetings with senior and middle management.
  - Directors are expected to make and implement their own plan for refreshing their knowledge.
  - The NRC will support the directors, as may be required, to continually update their skills and knowledge and their familiarity with the company and its business.
  - Training can be conducted by the company's experts from relevant fields, or by an external agency at the Head Office or at appropriate institutions.
  - The company will fund/arrange for training on all matters which are common to the Board.

Evaluation:

The Committee shall carry out evaluation of performance of every Director (on yearly basis).

The Committee shall identify evaluation criteria which will evaluate Directors based on the attendance/preparedness/participation/performance at board meetings, professional conduct and independence etc. The appointment/re-appointment/continuation of Directors on the Board shall be subject to the outcome of the yearly evaluation process.

The Committee shall oversee the framework for performance evaluation of the Board and Independent Directors.

Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made there under or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

Policy on Board diversity:

The Board of Directors shall have the optimum combination of Directors from the different areas/fields like Process/Projects, Production, Management, Finance, Legal, Sales and Marketing, Research and Development, Human Resources etc. or as may be considered appropriate.

The Board shall have at least one Board member who has accounting or related financial management expertise and at least two members who are financially literate.

Remuneration to Managing Director/Whole-time Director/ Manager, KMP and Senior Management Personnel:

Key principles governing this remuneration policy are as follows:

Remuneration for independent directors and non-independent non-executive directors

- Independent directors ("ID") and non-independent non-executive directors ("NED") may be paid sitting fees (for attending the meetings of the Board and of committees of which they may be members) and commission within regulatory limits.
- Within the parameters prescribed by law, the payment of sitting fees and commission will be recommended by the NRC and approved by the Board.
- Overall remuneration (sitting fees and commission) should be reasonable and sufficient to attract, retain and motivate directors aligned to the requirements of the Company (taking into consideration the challenges faced by the Company and its future growth imperatives).
- Overall remuneration should be reflective of size of the Company, complexity of the sector/industry/Company's operations and the Company's capacity to pay the remuneration.
- Overall remuneration practices should be consistent with recognized best practices.
- Quantum of sitting fees may be subject to review on a periodic basis, as required.
- The aggregate commission payable to all the NEDs and IDs will be recommended by the NRC to the Board based on Company performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board.
- The NRC will recommend to the Board the quantum of commission for each director based upon the outcome of the evaluation process which is driven by various factors including attendance and time spent in the Board and committee meetings, individual contributions at the meetings and contributions made by directors other than in meetings.
- In addition to the sitting fees and commission, the Company may pay to any director such fair and reasonable expenditure, as may have been incurred by the director while performing his/her role as a director of the Company. This could include reasonable expenditure incurred by the director for attending Board/Board committee meetings, general meetings, court convened meetings, meetings with shareholders/creditors/ management, site visits, induction and training (organized by the Company for directors) and in obtaining professional advice from independent advisors in the furtherance of his/ her duties as a director.
- An Independent Director shall not be entitled to any stock option of the Company.

Remuneration for Managing Director ("MD")/Executive Directors ("ED")/KMP/ Sr. Management

The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence remuneration should be :

- Market competitive (market for every role is defined as companies from which the Company attracts talent or companies to which the Company loses talent),

- Driven by the role played by the individual,
- Reflective of size of the Company, complexity of the sector/ industry/Company's operations and the Company's capacity to pay,
- Consistent with recognized best practices and
- Aligned to any regulatory requirements.
- In terms of remuneration mix or composition,

- The remuneration mix for the MD/EDs is as per the contract approved by the shareholders. In case of any change, the same would require the approval of the shareholders.
- Basic/fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience.
- In addition to the basic/fixed salary, the Company provides employees with certain perquisites, allowances and benefits to enable a certain level of lifestyle and to offer scope for savings and tax optimization, where possible. The Company also provides eligible employees with a social security net (subject to limits) by covering medical expenses and hospitalization through re-imbursements or insurance cover and accidental death and dismemberment through personal accident insurance.
- The Company provides retirement benefits as applicable.
- In addition to the basic/fixed salary, benefits, perquisites and allowances as provided above, the Company provides MD/ EDs such remuneration by way of an annual increment and/ or performance pay subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board subject to the overall ceilings stipulated in Section 197 of the Act or such other applicable provisions. An indicative list of factors that may be considered for determination of the extent of this component are:

▪ Company performance on certain qualitative and quantitative parameters as may be decided by the Board from time to time.
▪ Industry benchmarks of remuneration.
▪ Performance of the individual.

- Minimum Remuneration:

  If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director/Whole-time Director/Manager in accordance with the provisions of Schedule V of the Act or such other applicable provisions and if it is not able to comply with such provisions, with the approval of the shareholders or such other approvals as may be necessary.
- Provisions for excess remuneration:

  If any Managing Director/Whole-time Director/Manager draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the requisite authorities, where required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the requisite authorities.
- The KMP and Senior Management Personnel of the Company shall be paid monthly remuneration as per the Company's HR policies approved by the Committee. The NRC shall review and recommend any proposed performance based increments or incentives in any financial year payable to the KMPs and the Senior Management Personnel based on the performance of the Company and the respective individuals.
- Loans and advances to employees of the Company:

  The employees of the Company, on an application in writing to the CEO of the Company, be granted loan or advance at an interest rate to be decided by the KMP's of the Company with consideration to the income/financial status or position of the requesting employee/any other criteria or as per the Company's HR policies.

Remuneration payable to Director for services rendered in other capacity

The remuneration payable to the Directors shall be inclusive of any remuneration payable for services rendered by such director in any other capacity, unless:

a) The services rendered are of a professional nature; and
b) The NRC is of the opinion that the director possesses requisite qualification for the practice of the profession.

Policy implementation

The NRC is responsible for recommending Appointment/ Retirement and Remuneration policy to the Board. The Board is responsible for approving and overseeing implementation of this policy.

Annexure – II to the Directors' Report

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

i) The percentage increase in remuneration of each Director and KMP during the financial year 2018-19 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19 are as under:

Sr. No.	Name of Director/KMP	Designation/Category	Remuneration (₹ in Lacs)	% increase in remuneration	Ratio of remuneration of each Director to median remuneration of employees
1.	Mr. Shrinivas Dempo	Chairman – Non-Executive Director	1.75	(90.58)	0.34:1
2.	Mr. Dara Mehta	Independent - Non-Executive Director	1.90	(90.12)	0.37:1
3.	Mr. Keki Elavia	Independent - Non-Executive Director	2.60	(85.58)	0.51:1
4.	Mr. Raman Madhok	Independent - Non-Executive Director	2.00	(87.87)	0.39:1
5.	Ms. Kiran Dhingra	Independent - Non-Executive Director	2.30	(82.64)	0.45:1
6.	Mr. Rajesh Dempo	Non-Executive Director	1.80	(86.45)	0.35:1
7.	Mr. Jagmohan Chhabra	Executive Director	103.81	(25.06)	20.46:1
8.	Mr. K. Balaraman	Chief Financial Officer	49.61	0	Not applicable
9.	Mr. Pravin Satardekar	Company Secretary	25.39	#	Not applicable

Since the remuneration paid for FY2017-18 was for part of the year, the ratio of the remuneration paid for FY2018-19 to median remuneration/percentage increase in remuneration is not comparable and hence, not stated.

ii) The median remuneration of employees of the Company during the Financial Year was 5.07 lacs.

iii) The percentage increase in the median remuneration of employees for the Financial Year was 13.96%.

iv) The Company had 200 permanent employees on its rolls as on 31st March 2019.

v) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2018-19 was 7.10% whereas the increase in the managerial remuneration for the same financial year was (52.41)%.

vi) It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

For and on behalf of the Board of Directors

Shrinivas Dempo
Chairman
DIN: 00043413

Panaji-Goa
7th May 2019

Annexure – III to the Directors' Report

Particulars with respect to conservation of energy, etc. as per Companies (Accounts) Rules, 2014

(A) Conservation of Energy	Goa Plant	Bilaspur Plant	Paradeep Plant
(i) the steps taken or impact on conservation of energy	Total electrical units consumed during the year was 18,76,859 kwh units as against 9,65,544 kwh units of the previous year. Consumption of electrical energy per metric ton of Calcined Petroleum Coke (CPC) produced during the year was 34.44 kwh/MT of CPC as against 16.98 kwh/MT of previous year. This is due to additional electrical load of pollution control equipment installed and in operation during the year. A strict control on routinely maintaining power factor enabled the Company to get maximum rebate of ₹4,28,828/-. Furnace Oil consumption during the year was 27,390 litres (including heating & cooling of Kiln) as against 32,300 litres of previous year. Furnace Oil consumption per ton of CPC during the year was 0.50 litres/MT as against 0.57 litres/MT in the previous year due to better process control.	Electrical Energy consumption during the year has increased to 15.37 kwh/MT as compared to 14.81 kwh/MT of previous year. This has increased due to lower production running days. A vigilant control on periodically maintained power factor enabled the Company to minimize power consumption. Furnace Oil consumption per MT of CPC has increased from 0.38 litres/MT to 0.68 litres/MT for heating & cooling of the Kiln. Furnace Oil used for processing has decreased from 0.82 litres/MT to 0.07 litres/MT due to concerted efforts and continuous monitoring of process parameters.	The specific Electrical Energy consumption for the financial year 2018-19 was 32.00 kwh/MT. In comparison with the previous financial year 2017-18, the specific energy consumption is less by 0.19 kwh/MT of CPC produced. The false air entry at the Forced draft Coolers were arrested and hence we had run the ID Fan with less RMP and hence the power consumption was low. The average production per day was 333.30 MT during the year, which is a decrease by 21.63 MT/day of the previous year. The power cost per MT of CPC has increased by ₹44.49/ MT compared to previous year, this is due to partial operation of the Plant during the months of June and July 2018 and non-operation during the months of November and December 2018. In addition, the DG set had to be used due to frequent power outage.
(ii) the steps taken by the company for utilising alternate sources of energy	1) Replaced normal light fittings of 12,190 watts with LED light fittings of 2,900 watts 2) Conditioned monitoring of equipments & strict monitoring for efficient usage of equipment is being continued in all sections.	1) Additional transperant FRP sheets provided in CPC storage for using natural light. 2) Installed energy efficient luminaries. 3) Initiation to install energy efficient motors.	The consumption of Furnace oil for production was nil as in the previous year.
(iii) the capital investment on energy conservation equipments			

(B) Technology Absorption	
(i) the efforts made towards technology absorption. (ii) the benefits derived like product improvement, cost reduction, product development or import substitution.	The Company has been continuously making efforts to achieve reduction in energy consumption and higher product recovery with consistent reviews of all processes and operations and consequent improvement actions like recently installed bag filters. The Company is also making all round efforts to improve on the efficiency of the production of CPC quality by experimenting various specifications of raw materials and its blends.
(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)– (a) the details of technology imported; (b) the year of import; (c) whether the technology has been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	Not Applicable
(iv) the expenditure incurred on Research and Development.	

(C) Foreign Exchange Earnings and Outgo	
The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.	Foreign Exchange used for importing raw material, interest on foreign currency loans and travel expenses of employees for official work etc. were equivalent to ₹40,085.15 lakhs. Foreign Exchange earned during the year 2018-19 was Nil.

Annexure – IV to the Directors' Report

Annual Report on Corporate Social Responsibility (CSR) Activities

1. A brief outline of the Company's CSR Policy

Goa Carbon Ltd. (hereafter referred to as "the Company") is committed to fulfilling its responsibilities to society in a qualitative manner beyond statutory obligations in line with the time-honoured record of ethics and responsibility of the Dempo conglomerate, which it belongs to. The Company views compliance as the bare minimum in terms of its endeavour to be a good citizen in all three aspects of corporate life – environmental, social and economic.

The CSR vision of the Company is to become the most admired company of the region by doing business the ethical way and embed the ethos of a socially and environmentally responsible corporate citizen in its strategy and activities. Coupling its regular business with innovative and creative choices in CSR, the Company endeavours to contribute meaningfully to nation-building.

2. Average net profit of the Company for last three financial years: ₹3,358.42 Lakhs

3. Prescribed CSR expenditure (two percent of the amount as in item 2 above): ₹67.17 Lakhs

4. Details of CSR Spend during the financial year

a. Total amount spent during the financial year: ₹67.27 Lakhs

b. Amount unspent, if any: Not applicable

c. Manner in which the amount is spent during the financial year:

₹ lakhs

Sr. No.	CSR project/ activity	Sector	Locations - District (State)	Amount outlay (Budget) project or program wise	Amount spent (1) Direct expenditure (2) Overheads	Cumulative expenditure up to the reporting period	Direct or through implementing agency
1.	Brand Ambassador - Chess	Promoting Sports (Schedule VII – (vii) training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sport)	South Goa (Goa)	10.00	(1) 10.00 (2) Nil	10.00	Direct
2.	Upgradation/ Renovation of Government Primary School	Quality Education (Schedule VII – (ii) promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects)	North Goa (Goa)	9.12	(1) 9.12 (2) Nil	9.12	Direct
3.	Electrification of road from Dochhaki to Atharbanki	Rural Development (Schedule VII – (x) rural development projects)	Jagatsinghpur (Odisha)	1.20	(1) 1.20 (2) Nil	1.20	Direct
4.	Child (destitute/ orphaned / abandoned) guardianship program	Promoting Education (Schedule VII – (ii) promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects)	South Goa (Goa)	0.20	(1) 0.20 (2) Nil	0.20	Through implementing agency – Matruchhaya Trust, Ponda
5.	Contribution towards Group CSR initiatives in the field of education, arts and culture	Quality Education Promoting Arts and Culture (Schedule VII – (ii) promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects; (v) Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts)	North Goa (Goa), South Goa (Goa)	22.00	(1) 22.00 (2) Nil	22.00	Through implementing agency – Vasantrao Dempo Education & Research Foundation, Panaji
6.	Moving forward towards a better life: A social upliftment programme	Quality Education, Safe Drinking Water, Sanitation, Hygiene and Health (Schedule VII – (i) eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation, including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water; (ii) promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects)	Jagatsinghpur (Odisha)	18.26	(1) 16.97 (2)1.13	18.10	Through implementing agency – People's Forum, Bhubaneswar, Odisha

Sr. No.	CSR project/ activity	Sector	Locations - District (State)	Amount outlay (Budget) project or program wise	Amount spent (1) Direct expenditure (2) Overheads	Cumulative expenditure up to the reporting period	Direct or through implementing agency
7.	Moving forward towards a better life: A social upliftment programme	Women Safety, Safe Drinking Water, Sanitation, Hygiene and Health (Schedule VII – (i) eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation, including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water; (iii) promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups)	Bilaspur (Chhattisgarh)	6.74	(1) 6.26 (2) 0.39	6.65	Through implementing agency – Centre for Youth Development and Activities, Pune
	Total			**67.52**	**(1) 65.75** **(2) 1.52**	**67.27**	

Note: *As the completion of the projects (Sr. No. 6 & 7) have crossed into the next financial year, the payment of the balance amount of ₹0.25 lakhs shall be made upon completion of the said projects.*

5. Reasons for falling short of the required spend

Not Applicable.

6. Responsibility statement of the CSR committee:

The CSR Committee of the Company's Board states that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Jagmohan Chhabra
Executive Director
(DIN: 01007714)

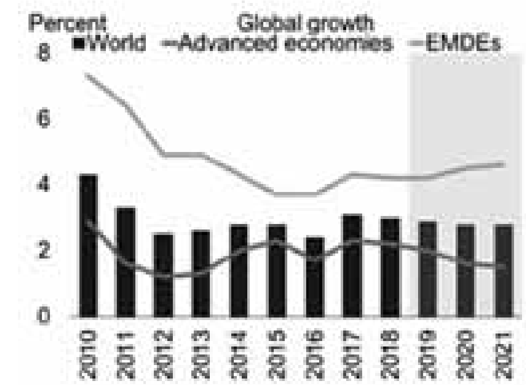
Shrinivas Dempo
Chairman
(DIN: 00043413)
Chairman CSR Committee

Panaji-Goa
7th May 2019

Management Discussion and Analysis

Global Economy

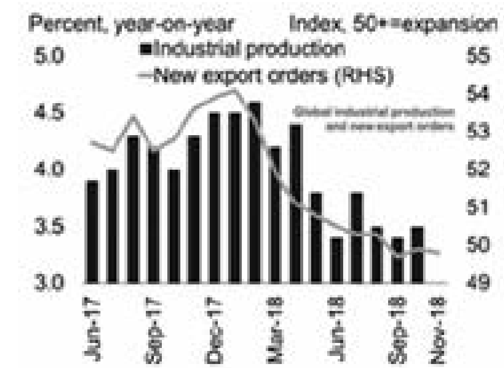
Global growth is moderating as the recovery in trade and manufacturing activity loses steam. Despite ongoing negotiations, trade tensions among major economies remain elevated. These tensions, combined with concerns about softening global growth prospects, have weighed on investor sentiment and contributed to declines in global equity prices. Energy prices have fluctuated markedly, mainly due to supply factors, with sharp falls toward the end of 2018. Other commodity prices—particularly metals—have also weakened, posing renewed headwinds for commodity exporters.



Source: World Bank Report

Economic activity in advanced economies has been diverging of late. Growth in the United States has remained solid, bolstered by fiscal stimulus. In contrast, activity in the Euro Area has been somewhat weaker than previously expected, owing to slowing net exports. While growth in advanced economies is estimated to have slightly decelerated to 2.2 percent last year, it is still above potential and in line with previous forecasts.

Emerging Market & Developing Economies (EMDE) growth edged down to an estimated 4.2 percent in 2018—0.3 percentage point slower than previously projected—as a number of countries with elevated current account deficits experienced substantial financial market pressures and appreciable slowdowns in activity. More generally, as suggested by recent high-frequency indicators, the recovery among commodity exporters has lost momentum significantly, largely owing to country-specific challenges within this group. Activity in commodity importers, while still robust, has slowed somewhat, reflecting capacity constraints and decelerating export growth. In low-income countries (LICs), growth is firming as infrastructure investment continues and easing drought conditions support a rebound in agricultural output. However, LIC metals exporters are struggling partly reflecting softer metals prices. Central banks in many EMDEs have tightened policy to varying degrees to confront currency and inflation pressures.



Source: World Bank Report

In all, global growth is projected to moderate from a downwardly revised 3 percent in 2018 to 2.9 percent in 2019 and 2.8 percent in 2020-21, as economic slack dissipates, monetary policy accommodation in advanced economies is removed, and global trade gradually slows. Softening global trade and tighter financing conditions will result in a more challenging external environment for EMDE economic activity. EMDE growth is expected to stall at 4.2 percent in 2019—0.5 percentage point below previous forecasts, partly reflecting the lingering effects of recent financial stress in some large economies (e.g., Argentina, Turkey), with a sharply weaker-than-expected pickup in commodity exporters accompanied by a deceleration in commodity importers.

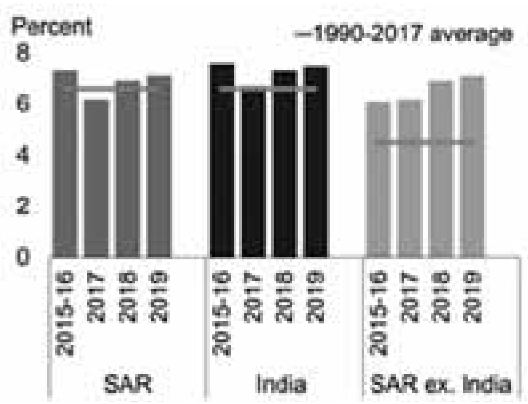
EMDE growth is projected to plateau at an average of 4.6 percent in 2020-21, as the recovery in commodity exporters levels off. Per capita growth will remain anaemic in several EMDE regions—most notably, in those with a large number of commodity exporters—likely impeding further poverty alleviation.

Indian Economy

The Indian economy started the fiscal year 2018-19 with a healthy 8.2 percent growth in the first quarter on the back of domestic resilience. Growth eased to 7.3 percent in the subsequent quarter due to rising global volatility, largely from financial volatility, normalized monetary policy in advanced economies, externalities from trade disputes, and investment rerouting. Further, the Indian rupee suffered because of the crude price shock, and conditions exacerbated as recovery in some advanced economies caused faster investment outflows.

Despite softer growth, the Indian economy remains one of the fastest growing and possibly the least affected by global turmoil.

In fact, the effects of the aforementioned external shocks were contained in part by India's strong macroeconomic fundamentals and policy changes (including amendments to the policy/code related to insolvency and bankruptcy, bank recapitalization, and foreign direct investment).



Source: World Bank Report

The Indian economy is likely to sustain the rebound in FY2018–19—growth is projected to be in the 7.2 percent to 7.5 percent range and is estimated to remain upward of 7 percent for the year ahead. These projections could be attributed to the sustained rise in consumption and a gradual revival in investments, especially with a greater focus on infrastructure development. The improving macroeconomic fundamentals have further been supported by the implementation of reform measures, which has helped foster an environment to boost investments and ease banking sector concerns. Together, these augur well for a healthy growth path for the economy. India has already surpassed France to become the sixth-largest economy. By 2019, it may become the fifth-largest economy, and possibly the third-largest in 25 years. (Source: Deloitte Insights)

Industry Overview

Rapid industrialisation and urbanisation are expected to boost the Global market for Calcined Petroleum Coke (CPC). Primarily developing countries are witnessing the growing demand. Countries like China and India are experiencing upsurge down the line. The most important factor that leads to the growth of CPC is the increasing production of aluminium, as 85% of CPC is used in the aluminium smelting process.

CPC has a sponge-like structure which plays a vital role in the making of anodes. The pores allow binding material to penetrate through the coke particles and form a solid carbon block, through which aluminium smelters conduct electricity into their smelting pots.

Many emerging and developed countries are taking initiatives to boost the power, construction and automobile projects in the world, which gives rise to demand for aluminium. According to S & P Global Platts, a World Aluminium Publications report, between January and October, Aluminium production in Western Europe was 6,64,000 MT up 0.3% year on year and higher 3.10% on the month, while North American output of 3,23,000 MT was down 3.60% on the year but up 4.20% month-on-month and the Middle East was 5.10% higher year-on-year at 4,50,000 MT and increased by 3.00% on the month from 4,37,000 MT in September. Through this, the demand for CPC is expected to increase.

Although the Hon'ble Supreme Court of India banned the import of Raw Petroleum Coke (RPC) in July 2018, which was later lifted in October 2018 by restricting the import quantity for Indian Calcination industry up to 14 lakh MT per year, the Indian CPC Industry is expected to have a steady growth in the coming years.

Company Overview

Established in 1967, Goa Carbon is engaged in processing and manufacture of Calcined Petroleum Coke (CPC). The company has three plants across India, i.e., Goa, Paradeep and Bilaspur and all the plants are ISO 9001 and ISO 14001 certified by Bureau Veritas. One of the leading producers and manufacturers, the Company possesses license capacity to manufacture CPC of 1.00 lakh MT for the Goa Unit, 1.68 lakh MT for Paradeep Unit and 0.40 lakh MT for Bilaspur Unit.

After the Supreme Court's ban on the import of RPC in July 2018, the company had to face many hardships. Despite a rough phase for almost half of the year, there was eventually a relief for the company in October when the ban was lifted. However, with a caveat that Directorate General of Foreign Trade (DGFT) will be the authority to allot quota for importing the RPC by the Indian calciners, the Company is expected to bounce back on the growth track in 2019 backed by the rising demand for aluminium and steel in the country. It is also pertinent to note that the Honourable Supreme Court has imposed a ban on import of CPC by the Indian Aluminium Industry beyond 0.50 MMT. Thus, the CPC demand of the Indian Aluminium Industry beyond 0.50 MMT should be met by the Indian Calciners.

The Company, in the domestic market, has been supplying to National Aluminium Co. Ltd., Hindalco Industries, Bharat Aluminium Co. Ltd., Vedanta Aluminium, Kerala Minerals and Metals Ltd., Steel Authority of India Ltd. and a number of steel plants located in the South-Western region and Odisha. The overseas clients to whom the Company had been supplying are Aluminium Pechiney – France, Aluminium of Greece (AOG), SABIC – Saudi Arabia, Dubai Aluminum (DUBAL), Sohar Aluminium Co. – Sultanate of Oman, ALUCAM – Cameroun etc.

Financial and Operational Review

The following operating and financial review are intended to convey the management's perspective on the operating and financial performance of the Company for the Financial Year 2018-19. This should be read in conjunction with the Financial Statements, the schedules and notes thereto and the other information included elsewhere in the Annual Report. The Financial Statements have been prepared in compliance with the requirements of the Companies Act, 2013, the guidelines issued by the Securities and Exchange Board of India ("SEBI"), in accordance with Indian Accounting Standards (Ind AS) and the other accounting principles generally accepted in India.

Some of the Key Financial ratios are given below in percentage, except for earning per share:

Particulars	As at 31.03.2019	As at 31.03.2018
PAT (Loss)/Sales	(1.48%)	9.18%
Return on Net Worth	(5.82%)	52.44%
Earnings per share (₹)	(8.21)	58.84

The net cash flow of the Company during the year ended 31.03.2019 is as follows:

(₹in Lacs)

Particulars	As at 31.03.2019	As at 31.03.2018
Cash from operations	10,953.76	2,678.06
Cash from/(used in) investing activities	6,096.39	190.27
Cash from/(used in) financial activities	(21,754.87)	2,000.84
Net increase/ (decrease) in cash	(4,704.72)	4,869.17

Details of Key Financial Ratios are given below:

Particulars	As at 31.03.2019	As at 31.03.2018	% Change over Previous Year
Debtors Turnover Ratio	7.81	15.05	48.11
Inventory Turnover Ratio	3.04	4.82	36.93
Interest Coverage Ratio	0.07	10.22	99.32
Current Ratio	1.26	1.37	8.03
Debt Equity Ratio	2.17	1.81	19.89
Operating Profit Margin%	0.17	16.65	98.98
Net Profit Margin%	(1.62)	9.04	-

The Company's operation and its results fluctuate from period to period on account of the delivery schedule of the customers which vary from time to time and the inability of the Company to always increase selling prices in line with cost of imported raw material, the FOB price which varies substantially from time to time; and the exchange fluctuations arising because of the Company's dependence on imports of raw materials.

The Hon'ble Supreme Court of India vide order dated 26.07.2018 had banned the import of petroleum coke if used as a fuel. Since the company uses petroleum coke only as "Feedstock" for producing calcined petroleum coke, the Company had filed an application with the Hon'ble Supreme Court of India representing that the Company uses Raw Petroleum Coke (RPC) as "Feedstock" and hence Calcination Industries should be allowed to import RPC. Based on the recommendations of Ministry of Environment/ Forest and Climate Change (MOE&CC) and Environment Pollution Control Authority (EPCA), the Hon'ble Supreme Court had passed an order dated 9.10.2018 by permitting the import of RPC up to 1.40 million metric tonnes per annum for the Indian calcination industry as a whole for feedstock.

On the basis of Court order dated 09.10.2018, the Director General of Foreign Trade (DGFT) vide Public Notice No. 50/2015-20 notified additional procedures for applying for quota and for granting the import license and further amended the import policy in this respect. Based on Company's application, DGFT allocated the quota for import of RPC and also granted the license to import RPC for the period from October 2018 to March 2019.

The above regulatory disruption, along with other business exigencies, adversely affected Company's operations and impacted the financial performance for the FY 2018-19. The import ban of RPC led to re-alignment of shipments and production schedule, ultimately resulting in lower volumes of CPC and higher costs during the current year under review. However, with the Hon'ble Supreme Court lifting of the ban on imports of RPC, and government authorities putting in place the mechanism to regulate the import of RPC into India, things are expected to streamline and bring in smoothness in planning of sourcing of raw materials and operation of the Plants.

Business Challenges

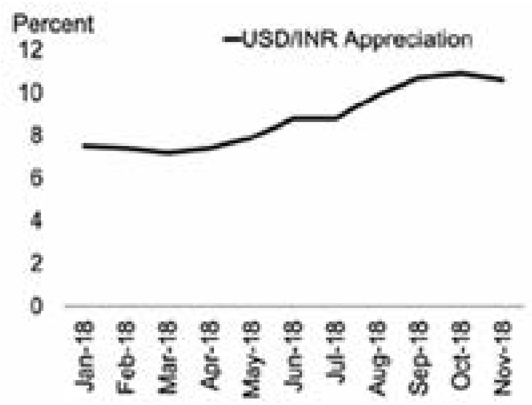
At Goa Carbon, we ensure to work towards addressing the potential threats and challenges and thereby minimising the losses. The Company has identified some of the critical business challenges and their mitigation plans include:

- **Aluminium Industry**

  There could be variations in the demand and supply of aluminium and steel, which could impact the demand for CPC. Due to the high cost of production in the West, aluminium production is going to shift to the East, and this is expected to boost demand for CPC manufacturing and thus likely to increase the business for the Company.

- **Foreign Exchange and Interest Rate**

  A sharper-than-expected tightening of global financing conditions, or a renewed rapid appreciation of the U.S. Dollar against Indian Rupee, could exert further downward pressure on countries like India that have large current account deficits financed by portfolio and bank flows.



Source: World Bank Report

- **Supply of Raw materials**

  It is essential for our Company to source the appropriate raw material with the right price and at the right time, without which the production and quality would be impacted. Since the Company has been in the industry for decades, and have long-term relationships with refineries and suppliers, raw materials are obtained from different sources at competitive prices.

  The Company has put forward a team to monitor the production planning and inventory control systems, which improves control over raw materials planning.

- **Environment & Regulations**

  Aluminium is the second most used metal in the world after steel, and approximately 0.4 tonnes of CPC is required in the production of every tonne of aluminium produced. Any regulations that impact either import or production of CPC will directly impact the aluminium industry in India. Thus, it is a critical and strategic part of the economic growth of India and occupies a due position in the global economy.

  The Environmental Protection Agency (EPA) does not classify RPC as hazardous. EPA has surveyed the potential human health and environmental impacts of RPC through its High Production Volume (HPV) challenge program and found the material to be highly stable and non-reactive at ambient environmental conditions. Most toxicity analysis of coke finds that it has a low potential to cause adverse effects on aquatic or terrestrial environments as well as a low health hazard potential in human, with no observed carcinogenic, reproductive, or developmental effects. However, Aluminium and Steel production create immense pollution and can have an adverse impact on our environment. To curb the extensive production of aluminium and steel, the Hon'ble Supreme Court of India banned the import of RPC but eventually lifted it in later half of the year, permitting the import of RPC by the Indian calciners to be within 14 lakh MT/year.

- **Trade Wars**

  Escalating trade tensions are another major downside risk to the global outlook. If all tariffs currently under consideration were implemented, they would affect about 5 percent of global trade flows and could dampen growth in the economies involved, leading to negative global spillovers. While some countries could benefit from trade diversion in the short run, rising trade protectionism would stifle investment and severely disrupt global value chains, contributing to higher prices and lower productivity.

- **Working Capital Requirements**

  The Company mainly avails non-fund-based facilities from Indian Banks in the form of Letter of Undertaking (LOU) to avail Buyer's credit facilities from overseas banks at a lower interest rate. Recently, the Reserve Bank of India has vide Circular No. RBI/2017-18/139 dated 13.03.2018, barred the issue of Letter of Undertaking by banks for trade credits. This has compelled the Company to borrow expensive fund-based facilities like overdraft from its bankers which are sanctioned strictly based on the working capital cycle. Instead of procuring the raw material in bulk at competitive prices considering the ocean freight, now the Company is constrained to limit the procurement of raw material based on working capital cycle at the higher interest rate applicable to overdraft facility till RBI lifts the ban on issue of LOUs by banks. However, efforts have been made to explore the possibilities of newer ways of financing the working capital requirements and the commercial contracts are being negotiated to contain the finance cost impact.

Human Resources

Human Resources is the Company's most valuable asset and Goa Carbon Limited ensures to periodically conduct skill development training programmes for the employees from time to time for a continuous growth in their competencies and to keep them updated on new technical developments resulting in optimum capacity utilization and cost-effectiveness. In order to boost employee morale and motivate them to perform the best, the Company also provides a safe and healthy work environment.

As of 31st March 2019, the Company had 200 employees consisting of 21 managerial personnel and 179 other employees. These employees provide an excellent combination of experienced workforce and talented technical managers.

Internal Control System

The Company's internal control is commensurate with the size of its business and the nature of industry it operates in. The Internal Auditor ensures prompt recording of transactions and their adherence to the applicable laws, statutes as well as internal policies and procedures. Internal Audit is conducted regularly and the reports are submitted to the Audit Committee at their quarterly meetings.

Statutory Compliance

All declarations and compliances with respect to the applicable statutes, enactments and guidelines are submitted at every meeting of the Board of Directors of the Company. The Company Secretary who is also the Compliance Officer gives a declaration of compliance to the Board with respect to the applicable provisions of Companies Act, 1956/2013 and SEBI Regulations.

Cautionary Statement

Some of the statements given in the above management discussion and analysis about the Company's projections, objectives, estimates, expectations and predictions may be 'forward looking statements' within the meaning of applicable securities laws and regulations. The actual results may differ substantially from those expressed or implied statements. Significant factors that could make a difference to the company's operations including domestic and global economic conditions affecting demand and supply and price conditions in the industry, changes in Government laws, tax regime and other statutory changes, environmental laws and labour relations. The Company undertakes no obligation to periodically revise any such forward looking statement to reflect future events or circumstances.

Report On Corporate Governance for the Year 2018-19

[As required under Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)]

Introduction

Your Company has complied in all material respects with the requirements of the corporate governance provisions as specified in chapter IV of the Listing Regulations.

A report on the implementation of the corporate governance provisions of the Listing Regulations by the Company is given below:

1. Company's philosophy on code of governance

The Company's philosophy on the code of governance is to observe the highest level of ethics in all its dealings, to ensure efficient conduct of the Company and help the Company achieve its goal in maximizing value for all its stakeholders as well as in achieving the objectives of the principles as mentioned in Regulation 4(2) of the Listing Regulations.

2. Board of Directors ("Board")

The Board of Directors along with its Committees provide leadership and guidance to the Company's management as also direct, supervise and control the performance of the Company. The Board currently comprises of 7 Directors out of which 6 Directors are Non-Executive Directors. As at 31st March 2019, the Company had a Non-Executive Chairman and 4 Independent Directors. All the concerned Independent Directors have confirmed that they meet the 'independence' criteria as mentioned under Regulation 16(1)(b) of the amended SEBI Listing Regulations and Section 149 of the Companies Act, 2013 ("Act").

All the Directors have made necessary disclosures regarding their directorships as required under Section 184 of the Act and on the Committee positions held by them in all the companies. None of the Directors on the Company's Board hold the office of Director in more than 20 companies, including maximum 10 public companies and except Mr. Shrinivas Dempo and Mr. Rajesh Dempo who are cousins, none of the other Directors of the Company are related to each other. In accordance with Regulation 26 of the Listing Regulations, none of the Directors are members in more than 10 committees or act as chairperson of more than 5 committees [the committees being, Audit Committee and Stakeholders' Relationship Committee]. All Non-Executive Directors who are not Independent Directors, are liable to retire by rotation. The appointment of the Executive Director, including the tenure and terms of remuneration is also approved by the members at the first meeting after the said appointment.

The required information, including information as enumerated in Regulation 17(7) read together with Part A of Schedule II of the Listing Regulations is made available to the Board of Directors, for discussions and consideration at Board Meetings. The Board reviews the declaration made by the Executive Director regarding compliance with all applicable laws on a quarterly basis, as also steps taken to remediate instances of non-compliance, if any.

Pursuant to Regulation 27(2) of the Listing Regulations, the Company also submits a quarterly compliance report on Corporate Governance to the Stock Exchanges where its shares are listed, within 15 days from the close of every quarter. The Executive Director and the Chief Financial Officer ("CFO") have certified to the Board on inter-alia, the accuracy of the financial statements and adequacy of internal controls for financial reporting, in accordance with Regulation 17(8) read together with Part B of Schedule II of the Listing Regulations, pertaining to CEO and CFO certification for the Financial Year ended 31st March 2019.

2.1 Number of Board Meetings

During the Financial Year 2018-19, Four Board Meetings were held on 11th April 2018, 17th July 2018, 5th October 2018 and 10th January 2019. The gap between any two Meetings did not exceed 120 days.

2.2 Composition, Attendance and Shareholding of Directors

The composition of the Board, attendance at Board Meetings held during the Financial Year under review and at the last Annual General Meeting (AGM) and their shareholding as at 31st March 2019 in the Company are as follows:

Name	Category	Board Meetings during FY 2018-19		Whether attended last AGM held on 17th July 2018	Number of shares held as on 31st March 2019
		Eligible to Attend	Attended		
Mr. Shrinivas Dempo (Chairman) DIN: 00043413	Promoter Non-Executive	4	4	Yes	3,95,939
Mr. Dara Mehta* DIN: 00041164	Independent Non-Executive	4	3	Yes	4,000
Mr. Keki Elavia DIN: 00003940	Independent Non-Executive	4	4	Yes	Nil
Mr. Raman Madhok DIN: 01798377	Independent Non-Executive	4	3	No	Nil
Ms. Kiran Dhingra DIN: 00425602	Independent Non-Executive	4	4	Yes	Nil
Mr. Rajesh Dempo DIN: 05143106	Non-Independent Non-Executive	4	4	Yes	Nil
Mr. Nagesh Pinge** DIN: 00062900	Additional Director Independent Non-Executive	N.A.	N.A.	N.A.	N.A.
Mr. Jagmohan Chhabra DIN: 01007714	Executive Director	4	4	Yes	Nil

* Mr. Dara Mehta ceased to be a Director of the Company with effect from 1st April 2019 on account of age limit of 75 years set for the Independent Directors.

** Mr. Nagesh Pinge was appointed as an Additional Director (Independent) with effect from 6th May 2019.

2.3 Other Directorships

The number of directorships (including Goa Carbon Limited), memberships/chairmanships of the Board and Committees of public companies and details of directorships in listed entities for each director of the Company are as follows:

Name	Directorships°	Committee positions		Name of the other Listed Companies in which Directors of the Company are Directors	Category of directorship in the listed entity
		Member#	Chairperson		
Mr. Shrinivas Dempo	12	1	1	Automobile Corporation of Goa Ltd.	Independent, Non-Executive
				Hindustan Foods Ltd.	Non-Independent, Non-Executive
Mr. Dara Mehta*	7	3	3	Insilco Ltd.	Independent, Non-Executive
Mr. Keki Elavia	13	10	5	The Bombay Dyeing and Manufacturing Co. Ltd.	Independent, Non-Executive
				Grindwell Norton Ltd.	Independent, Non-Executive
				Dai-ichi Karkaria Ltd.	Independent, Non-Executive
				Britannia Industries Ltd.	Independent, Non-Executive
				Godrej Industries Ltd.	Independent, Non-Executive
Mr. Raman Madhok	2	2	1	CMI FPE Ltd.	Independent, Non-Executive
Ms. Kiran Dhingra	4	2	0	Zuari Agro Chemicals Ltd.	Independent, Non-Executive
Mr. Rajesh Dempo	7	2	1	Hindustan Foods Ltd.	Non-Independent, Non-Executive
Mr. Nagesh Pinge**	6	5	2	Arvind Fashions Ltd.	Independent, Non-Executive
Mr. Jagmohan Chhabra	1	1	-	-	-

° Includes directorships in private limited companies and Section 8 (Not for profit) companies and excludes directorships in foreign companies.

\# Includes the chairmanship, if any.

* Mr. Dara Mehta ceased to be a Director of the Company with effect from 1st April 2019 on account of age limit of 75 years set for the Independent Directors.

** Mr. Nagesh Pinge was appointed as an Additional Director (Independent) with effect from 6th May 2019 and his respective details are provided as on 6th May 2019.

2.4 Independent Directors' Meeting

As per Regulation 25(1) of the Listing Regulations, none of the Directors serves as Independent Director in more than 7 listed entities and in case of whole-time director in any listed entity, then they do not serve as Independent Director in more than 3 listed entities.

An Independent Directors meeting in accordance with the provisions of Section 149(8) read with Schedule IV of the Act and Regulation 25(3) and 25(4) of the Listing Regulations was convened on 21st April 2019, to review the performance of the Non-Independent, Non-Executive Directors including the Chairman of the Board and performance of the Board as a whole for the FY 2018-19. For FY 2017-18, the meeting of Independent Directors was convened on 11th April 2018.

2.5 Confirmation as regards independence of Independent Directors

In the opinion of the Board of Directors of the Company, the existing Independent Directors fulfil the conditions specified in the SEBI Listing Regulations and are independent of the Management.

2.6 Reasons for resignation of Independent Director before the expiry of term, if any

Mr. Dara Mehta, Independent Director of the Company ceased from the Directorship of the Company with effect from 1st April 2019 on account of age limit of 75 years set for the Independent Directors. Mr. Mehta has confirmed to the Company that there are no other material reasons other than as stated above for his cessation.

2.7 Board Effectiveness Evaluation

Pursuant to provisions of Regulation 17(10) of the Listing Regulations and the provisions of the Act, Board evaluation involving evaluation of the Board of Directors, its Committees and individual Directors, including the role of the Board Chairman, was conducted for the FY 2018-19. For details pertaining to the same kindly refer to the Board's Report.

2.8 Familiarization Programme for Independent Directors

The Executive Director of the Company provides a brief of the industry and business of the Company to the new Independent Directors (ID) and also has a discussion to familiarize the ID with the Company's operations. The appointment letter issued to the ID *inter-alia* includes the role, functions, duties and responsibilities expected of him/her as a director of the Company. The Company also from time to time familiarizes the IDs about the Company, its product, business and the on-going events relating to the Company through presentations. The details on the Company's Familiarization Programme for IDs can be accessed at: http://www.goacarbon.com/downloads/Familiarization_Programmes_for_IDs_NEW.pdf

2.9 Board of Directors skills/expertise/competence matrix

Pursuant to provisions in sub-para 2(h) of Part C of Schedule V of the Listing Regulations given below is the list of core skills/expertise/competencies that the Company's Board has identified as particularly valuable to the effective oversight and functioning of the Company:

Skill/Experience	Competency	Available with the Board
Board Experience	Experience as a director of a company, preferably of a listed company.	Yes
General/Business Management	Managing people and achieving change including experience as either a CEO or senior member of a management team in a similar or larger sized organisation.	Yes
Business/Corporate Planning Experience	Experience in business/corporate planning for public or private sector boards.	Yes
Leadership Experience	Experience serving as a Chairperson of a Corporate/Committee, or in other positions of leadership.	Yes
Financial and Accounting Expertise	Qualifications and experience in accounting and/or finance and the ability to comprehend company accounts, financial material presented to the board, financial reporting requirements and an understanding of corporate finance.	Yes
Risk Assessment	Experience in the process of identifying principal corporate risks and to ensure that management has implemented the appropriate systems to manage risk.	Yes
Industry (Manufacturing) Experience	Experience in and knowledge of the industry in which the Company operates or experience in the production, marketing and sales of manufactured goods.	Yes
Legal, Regulatory and Compliance	Experience in law and compliance with a publically listed company or major organization and/or experience providing legal/regulatory advice and guidance within a complex regulatory regime.	Yes
Technical Skills	Technical/professional skills and specialist knowledge to assist with ongoing aspects of the board's role.	Yes
Strategy	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies for the Company.	Yes
Commercial experience	A broad range of commercial/business experience.	Yes

3. Committees of the Board

The Board has constituted a set of Committees with specific terms of reference/scope to focus effectively on the issues and ensure expedient resolution of diverse matters. The Committees operate as empowered agents of the Board as per their terms of reference. The Board of Directors and the Committees also take decisions by circular resolutions which are noted at the next meeting. The minutes of the meetings of all Committees of the Board are placed before the Board for discussions/noting.

3.1 Audit Committee (Mandatory Committee)

Details of the composition of the Audit Committee, meetings and attendance of the members are as follows:

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of the Listing Regulations read with Section 177 of the Companies Act, 2013.

The Statutory Auditors, the Internal Auditors, Executive Director and the Chief Financial Officer are permanent invitees to the Meetings.

Mr. Pravin Satardekar, Company Secretary, functions as the Secretary to all the Committees of the Board.

The Committee meets at least once a quarter. The terms of reference of the Audit Committee are as per the guidelines set out in Part C of Schedule II of the Listing Regulations. The primary objective of the Committee is to monitor and provide an effective supervision of the Management's financial process, to ensure accurate and timely disclosures with the highest level of transparency, integrity and quality of financial reporting. The Committee oversees the work carried out in the financial reporting process by the management, the internal auditor and the statutory auditor and notes the processes and safeguards employed by each of them. The Chairman of the Audit Committee briefs the Board on significant discussions at Audit Committee meetings.

A brief gist of the responsibilities of the Audit Committees is given below;

i) Reviewing with the management, quarterly/annual financial statements before submission to the Board, focusing primarily on:
   - The Company's financial reporting process and the disclosure of its financial information, including earnings, press release, to ensure that the financial statements are correct, sufficient and credible;
   - Reports on the Management Discussion and Analysis of financial condition, results of operations and the Directors' Responsibility Statement;
   - Major accounting entries involving estimates based on exercise of judgment by Management;
   - Compliance with accounting standards and changes in accounting policies and practices as well as reasons thereof;
   - Draft Audit Report, qualifications, if any and significant adjustments arising out of audit;
   - Scrutinise inter corporate loans and investments;
   - Disclosures made under the CEO and CFO certification; and
   - Approval or any subsequent modification of transactions with related parties, including omnibus related party transactions.

ii) Reviewing with the management, external auditor and internal auditor, adequacy of internal control systems and recommending improvements to the management.

iii) Review Management letters/Letters of internal control weakness issued by the statutory auditors.

iv) Recommending the appointment/removal of the statutory auditor, cost auditor, fixing audit fees and approving non-audit/consulting services provided by the statutory auditors' firms to the Company and its subsidiaries; evaluating auditors' performance, qualifications, experience, independence and pending proceedings relating to professional misconduct, if any.

v) Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the chief internal auditor, coverage and frequency of internal audit, appointment, removal, performance and terms of remuneration of the chief internal auditor.

vi) Discussing with the internal auditor and senior management, significant internal audit findings and follow-up thereon.

vii) Reviewing the findings of any internal investigation by the internal auditor into matters involving suspected fraud or irregularity or a failure of internal control systems of a material nature and report the matter to the Board.

viii) If required, discussing with the statutory auditor before the audit commences, the nature and scope of audit, as well as conduct post-audit discussions to ascertain any area of concern.

ix) Establish and review the functioning of the Vigil Mechanism under the Whistle-Blower Policy of the Company.

x) Reviewing the financial statements and investments made by subsidiary companies, if any and subsidiary oversight, relating to areas such as adequacy of the internal audit structure and function of the subsidiaries, their status of audit plan and its execution, key internal audit observations, risk management and the control environment.

xi) Look into the reasons for any substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors, if any.

xii) Reviewing the effectiveness of the system for monitoring compliance with laws and regulations.

xiii) Approving the appointment of CFO after assessing the qualification, experience and background etc. of the candidate.

xiv) Review the system of storage, retrieval, display or printout of books of accounts maintained in electronic mode during the required period under law.

xv) Approve all or any subsequent modification of transactions with related parties.

xvi) To approve policies in relation to the implementation of the Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices ("Code") and to supervise implementation of the Code.

xvii) To note and take on record the status reports, detailing the dealings by Designated Persons in Securities of the Company, as submitted by the Compliance Officer on a quarterly basis and to provide directions on any penal action to be initiated, in case of any violation of the Code, by any person.

During the Financial Year 2018-19, Four Meetings were held on 10th April 2018, 16th July 2018, 4th October 2018 and 9th January 2019. The gap between no two meetings exceeded 120 days. The quorum was present for all the above four Meetings.

The present composition of the Committee and the attendance details of the members are given below:

Name of Member	Profession	Category	No. of meetings during FY 2018-19	
			Eligible to Attend	Attended
Mr. Nagesh Pinge * – *Chairman*	Chartered Accountant	ID	N.A.	N.A.
Mr. Raman Madhok#	Corporate Consultant	ID	4	3
Mr. Dara Mehta$ *Chairman*	Solicitor	ID	4	3
Mr. Keki Elavia	Chartered Accountant	ID	4	4
Ms. Kiran Dhingra@	Retired IAS Officer	ID	3	3

ID – Independent Director

* Mr. Nagesh Pinge was appointed as Chairman of the Committee with effect from 6th May 2019.

Mr. Raman Madhok was designated as Chairman of the Committee from 1st April 2019 up to 5th May 2019.

$ Mr. Dara Mehta ceased to be the Chairman and Member of the Committee with effect from 1st April 2019.

@Ms. Kiran Dhingra was appointed as Member of the Audit Committee with effect from 12th April 2018

The then Chairman of the Audit Committee, Mr. Dara Mehta was present at the 50th Annual General Meeting of the Company held on 17th July 2018.

3.2 Nomination and Remuneration Committee (Mandatory Committee)

Details of the composition of the Nomination and Remuneration Committee and attendance of the members are as follows:

The Nomination and Remuneration Committee (NRC) of the Company is constituted in line with the provisions of Regulation 19(1) and (2) of the Listing Regulations read with Section 178 of the Companies Act, 2013. The broad terms of reference of the NRC are as follows.

- Recommend to the Board the set up and composition of the Board and its Committees. The Committee periodically reviews the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- Recommend to the Board the appointment or reappointment of Directors, including Independent directors, on the basis of the performance evaluation report of Independent Directors.
- Support the Board in matters related to set-up, review and refresh of the Committees.
- Recommend to the Board on voting on resolutions for appointment and remuneration of Directors on the Boards of its material subsidiary companies, if any and provide guidelines for remuneration of Directors on material subsidiaries.
- Identify and recommend to the Board appointment of Key Managerial Personnel ("KMP" as defined by the Act) and senior executive team members of the Company (as defined by this Committee). The Committee shall consult the Audit Committee before recommending the appointment of the CFO.
- Carry out evaluation of every Director's performance and support the Board, its Committees and individual Directors, including "formulation of criteria for evaluation of Independent Directors and the Board".
- Oversee the performance review process for the KMP and the senior executive team of the Company with a view that there is an appropriate cascading of goals and targets across the Company and on an annual basis, recommend to the Board the remuneration payable to the Directors, KMP and senior executive team of the Company.
- Recommend the Remuneration Policy for Directors, KMP, senior executive team and other employees.
- Review matters related to voluntary retirement and early separation schemes for the Company.
- Oversee familiarization programmes for Directors.
- Oversee HR philosophy, HR and people strategy and efficacy of HR practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the Board, KMP and senior executive team).
- Performing such other duties and responsibilities as may be consistent with the applicable provisions.

During the Financial Year 2018-19, two Meetings were held on 10th April 2018 and 10th January 2019.

The present composition of the Committee and the attendance details of the members are given below:

Name of Member	Category	No. of meetings during FY 2018-19	
		Eligible to Attend	Attended
Mr. Keki Elavia – *Chairman*	ID	2	2
Mr. Shrinivas Dempo@	NED	1	1
Mr. Raman Madhok#	ID	1	1
Mr. Dara Mehta*	ID	1	1
Ms. Kiran Dhingra$	ID	1	1

ID – Independent Director; NED – Non-Executive Director

@ Mr. Shrinivas Dempo was appointed as a member of the Committee with effect from 12th April 2018.

Mr. Raman Madhok ceased to be a member of the Committee with effect from 12th April 2018.

* Mr. Dara Mehta was appointed as a member of the Committee with effect from 12th April 2018 and ceased to be a Director of the Company with effect from 1st April 2019.

$ During the FY 2018-19, Ms. Kiran Dhingra was a member of the Committee for the period 1.04.2018 up to 11.04.2018. Subsequently, she was reappointed as a member of the Committee with effect from 1st April 2019.

The Chairman of the Nomination and Remuneration Committee was present at the 50th Annual General Meeting of the Company held on 17th July 2018.

3.2.1 Remuneration Policy

The Company has in place a Remuneration Policy for Directors, KMP and others in accordance with the provisions of the Act and the Listing Regulations. For details on Remuneration Policy for Directors, KMP and others, kindly refer to the Board's Report and the website of the Company – www.goacarbon.com. The salient features of the NRC policy is annexed to the Directors Report (kindly refer Annexure I).

Remuneration of Directors

The Non-Executive Directors are paid Sitting Fees for attending the Board and Committee Meetings. The remuneration by way of commission to the Non-Executive

Directors is decided by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee and distributed to them based on their participation and contribution at the Board and certain Committee meetings as well as time spent on matters other than at meetings. The Members had, at the Annual General Meeting held on 30th June 2017, approved the payment of remuneration by way of commission to the Non-Executive Directors of the Company, of a sum not exceeding 1% per annum of the net profits of the Company, calculated in accordance with the provisions of the Act.

The details of remuneration paid to all the Non-Executive Directors for the year ended 31st March 2019 are as follows:

Name of Director	Sitting Fees paid for Board Meetings (₹)	Sitting Fees paid for Committee Meetings (₹)	Commission (₹)
Mr. Shrinivas Dempo	1,60,000	15,000	Nil
Mr. Dara Mehta*	1,20,000	70,000	Nil
Mr. Keki Elavia	1,60,000	1,00,000	Nil
Mr. Raman Madhok	1,20,000	80,000	Nil
Ms. Kiran Dhingra	1,60,000	70,000	Nil
Mr. Rajesh Dempo	1,60,000	20,000	Nil
Total	**8,80,000**	**3,55,000**	**Nil**

* Mr. Dara Mehta ceased to be a Director of the Company with effect from 1st April 2019 on account of age limit of 75 years set for the Independent Directors.

The Non-Executive Directors have no material pecuniary relationships or transactions with the Company in their personal capacity.

The details of Remuneration paid to the Executive Director for the year ended 31st March 2019 is as follows:

Name of Director	Salary (₹)	Value of Perquisite & Allowance (₹)	Performance Linked Bonus (₹)	Contribution to Retiral Funds (₹)	Service Contract/ Notice Period/ Severance Fees
Mr. Jagmohan Chhabra	72,00,000	20,71,337	Nil	11,09,308	31st March 2019/ 4 months period/No severance fees. A new term of further 3 years has been proposed to the Members in the Notice of the 51st AGM

The Company does not have any Employee Stock Option Scheme.

Retirement Policy for Directors

As per the retirement age policy adopted by the Board of Directors of the Company, the Managing and Executive Directors retire at the age of 60 years, the Independent Directors at the age of 75 years and the Non-Executive-Non-Independent Directors at the age of 80 years. Section 149 of the Act provides that an Independent Director shall hold office for a term of upto 5 consecutive years on the Board of a Company and would not be liable to retire by rotation. An Independent Director would be eligible to be re-appointed for another 5 years on passing of a Special Resolution by the Company. However, no Independent Director shall hold office for more than 2 consecutive terms, but would be eligible for appointment after the expiration of 3 years of ceasing to become an Independent Director. Provided that, during the said period of 3 years, he/she is not appointed in or associated with the Company in any other capacity, either directly or indirectly. The retirement age for Independent Directors is 75 years as per the Company's Policy. Accordingly, all Independent Directors have a tenure of 5 years each or upon attaining the retirement age of 75 years, whichever is earlier, as approved by the Members at the respective Annual General Meetings.

3.3 Stakeholders Relationship Committee (Mandatory Committee)

Details of the composition of the Stakeholders Relationship Committee, meetings and attendance of the members are as follows:

The existing Share Transfer, Investors' Grievance and Stakeholders Relationship Committee has been renamed as Stakeholder Relationship Committee in lieu of the amended provisions of SEBI (LODR) Regulations, 2015. The Stakeholder Relationship Committee of the Company is headed by a NED. During the Financial Year 2018-19, four Meetings were held on 11th April 2018, 17th July 2018, 5th October 2018 and 10th January 2019.

The Committee is empowered to consider and approve the physical transfer/transmission/transposition of shares, issue of new/duplicate share certificates and oversees and reviews all matters connected with securities transfer. The Committee also specifically looks into the redressal of shareholders' and investors' complaints/grievances pertaining to transfer/transmission of shares, non-receipt of share certificates, non-receipt of annual report and non-receipt of dividend warrants etc., and such other matters as may be stipulated in the regulations from time to time.

The present composition of the Committee and the attendance details of the members are given below:

Name of Member	Category	No. of meetings during FY 2018-19	
		Eligible to Attend	Attended
Mr. Rajesh Dempo – *Chairman*	NED	4	4
Mr. Raman Madhok*	ID	1	1
Mr. Jagmohan Chhabra#	ED	3	3

ID – Independent Director; NED – Non-Executive Director; ED – Executive Director

* During the FY 2018-19, Mr. Raman Madhok was a Chairman and member of the Committee for the period 1.04.2018 up to 11.04.2018. Subsequently, he was reappointed as a member of the Committee with effect from 1st April 2019.

Mr. Jagmohan Chhabra was appointed as a member of the Committee with effect from 12th April 2018.

3.3.1 Details of Shareholders' complaints

During the year under review, the Company received fifteen complaints of which all complaints were resolved including one complaint that was pending as on 31st March 2018. No complaints remained pending as on 31st March 2019.

3.3.2 Compliance Officer

Name, designation and address of the present Compliance Officer under Regulation 6(1) of the Listing Regulations:

Pravin Satardekar,
Company Secretary
Goa Carbon Limited
Dempo House, Campal, Panaji-Goa 403001
Tel.: (0832) 2441300 Fax: (0832) 2427192
Email: legal@goacarbon.com

3.4 Corporate Social Responsibility (CSR) Committee (Mandatory Committee)

Details of the composition of the CSR Committee, meetings and attendance of the members are as follows:

In terms of Section 135 of the Companies Act, 2013, the Board has constituted a Corporate Social Responsibility (CSR) Committee to:

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act;
- Recommend the amount of expenditure to be incurred on the activities referred to in above clause and
- Monitor the Corporate Social Responsibility Policy of the Company from time to time.

The CSR Policy is uploaded on the Company's website as required under the provisions of Section 135 of the Act and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014.

During the Financial Year 2018-19, the Committee met once on 29th March 2019.

The present composition of the Committee and the attendance details of the members are given below:

Name of Member	Category	No. of meetings during FY 2018-19	
		Eligible to Attend	Attended
Mr. Shrinivas Dempo – *Chairman*	NED	1	1
Mr. Raman Madhok	ID	1	1
Mr. Jagmohan Chhabra	ED	1	1
Ms. Kiran Dhingra*	ID	1	-

NED – Non-Executive Director; ID – Independent Director; ED – Executive Director

* Ms. Kiran Dhingra was appointed as a member of the Committee with effect from 12th April 2018.

3.5 Project Review Committee (Non-mandatory Committee)

Details of the composition of the Project Review Committee, meetings and attendance of the members are as follows:

The Project Review Committee was constituted to review new projects and monitor the progress of the projects. The Committee comprises of 4 directors namely Mr. Shrinivas Dempo, Chairman, Mr. Keki Elavia, Mr. Raman Madhok and Mr. Jagmohan Chhabra. No meeting of the Committee was held during the Financial Year 2018-19.

3.6 Resources Raising Committee (Non-mandatory Committee)

Details of the Composition of the Resources Raising Committee, meetings and attendance of the members are as follows:

Constituted to review the proposal of raising equity/ preference capital, considering the Company's overseas project as well as other projects in India, the Committee comprises of 4 directors namely Mr. Shrinivas Dempo, Chairman, Mr. Dara Mehta*, Mr. Keki Elavia and Mr. Raman

Madhok. No meeting of the Committee was held during the Financial Year 2018-19.

* Mr. Dara Mehta ceased to be a Director of the Company with effect from 1st April 2019 on account of age limit of 75 years set for the Independent Directors.

4 General Meetings and Postal Ballot

4.1 Location and time, where last three AGMs were held:

Financial Year Ended	Date & Time	Venue
31st March 2016	6th July 2016 at 10.30 a.m.	Dempo House, Campal, Panaji- Goa – 403001
31st March 2017	30th June 2017 at 10.30 a.m.	
31st March 2018	17th July 2018 at 10.30 a.m.	

The following is/are the special resolution(s) passed at the previous three AGMs:

AGM held on	Special Resolution passed	Summary
6th July 2016	Yes	1. Ratification of remuneration of ₹114.83 lacs paid to Mr. Jagmohan Chhabra, Executive Director during the period from 1st April 2015 to 31st March 2016. 2. Re-appointment and payment of remuneration to Mr. Jagmohan Chhabra as a Whole-time Director with designation *"Executive Director"* of the Company with effect from 1st April 2016 for a period of 3 years.
30th June 2017	Yes	1. Revision in remuneration of Mr. Jagmohan Chhabra, Executive Director for the remaining period of his tenure i.e. up to 31st March 2019. 2. Approval of payment of commission to Non-Executive Directors of the Company from FY 2017-18 and thereafter.
17th July 2018	Yes	1. Increase in the Borrowing Limit u/s 180(1)(c) of the Companies Act, 2013. 2. Create charge on the Assets of the Company.

4.2 Postal Ballot

All resolutions moved at the last AGM were passed by means of electronic and physical voting by the requisite majority. There were no resolutions passed by Postal Ballot by the Company during the year under review.

5 Means of Communication

All important information relating to the Company, its financial performance, shareholding pattern, quarterly results, other information as per the Listing Regulations are regularly posted on Company's website. The quarterly, half-yearly and annual financial results of the Company are published in newspapers such as Financial Express/ Economic Times/Navhind Times (English Dailies) and Navprabha (Marathi Daily). These results are also available on the websites of the Company, BSE Limited and National Stock Exchange of India Limited. No presentations have been made to institutional investors/analysts during the financial year.

The Annual Report, Quarterly Results, Shareholding Pattern, Intimation of Board Meetings and other relevant information of the Company are posted through BSE Listing Centre and NSE Electronic Application Processing System (NEAPS) portals for investor information.

5.1 Green Initiative

In support of the "Green Initiative" undertaken by the Ministry of Corporate Affairs, the Company had during FY 2018-19 sent various communications including intimation of dividend and IEPF Communiqué by email to those shareholders whose email addresses were registered with the depositories or the Registrar and Transfer Agents.

In line with the SEBI Listing Regulations, the Company has emailed soft copies of its Annual Report to all those shareholders who have registered their email address for the said purpose. We would greatly appreciate and encourage more Members to register their email address with their Depository Participant or the Registrar and Transfer Agent of the Company, to receive soft copies of the Annual Report, Postal Ballot Notices and other information disseminated by the Company, on a real-time basis without any delay.

6 General Shareholder Information:

6.1 Annual General Meeting

Date and Time : Monday, 8th July 2019 at 10.30 a.m.
Venue : Dempo House, Campal, Panaji, Goa – 403001

6.2 Financial Year Calendar for the year 2019-20

Publication of Unaudited results for the quarter ending June 2019	July/August 2019
Publication of Unaudited results for the quarter ending September 2019	October/November 2019
Publication of Unaudited results for the quarter ending December 2019	January/February 2020
Publication of Audited results for the year ending March 2020	April/May 2020
Annual General Meeting for the year ending March 2020	June to September 2020

6.3 Book Closure Date

The Company's Share Transfer Books and Register of Members of equity shares shall remain closed from Tuesday, 2nd July, 2019 to Monday, 8th July 2019 (both days inclusive).

6.4 Listing of Equity Shares

The Company's shares are listed on BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE).

The address of BSE and NSE are as follows:

Name of Stock Exchange	Address & Contact details
BSE Ltd.	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 Tel.: (022) 22721233/4; Fax: (022) 22721919 Website: www.bseindia.com
National Stock Exchange of India Ltd.	Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 Tel.: (022) 26598100 - 8114; Fax: (022) 26598120 Website: www.nseindia.com

The Annual Listing Fees for 2019-2020 have been paid to BSE and NSE.

6.5 Stock Codes

Name of Stock Exchange	Scrip Code/ Symbol
BSE Ltd.	509567
National Stock Exchange of India Ltd.	GOACARBON

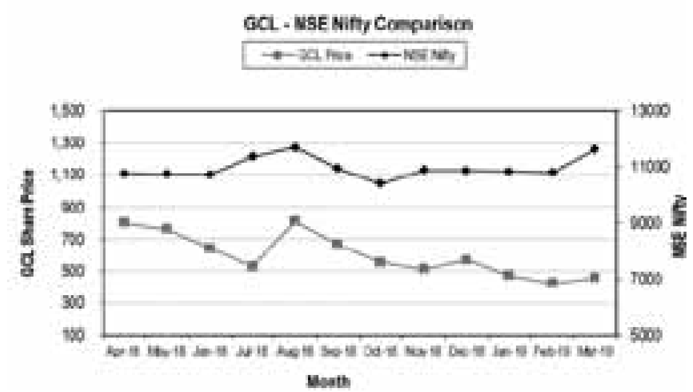
International Securities Identification Number (ISIN)
INE426D01013

6.6 Market Price Data (In ₹)

Month	BSE			NSE		
	High	Low	Volume	High	Low	Volume
April 2018	1,078.60	795.00	9,52,996	1,079.00	796.00	57,37,054
May 2018	810.95	661.50	5,87,175	815.00	660.05	34,90,953
June 2018	760.00	608.70	3,01,391	758.85	610.30	20,01,234
July 2018	670.00	455.00	3,55,306	669.95	456.00	23,52,244
August 2018	875.10	543.50	11,73,103	874.00	543.45	72,03,782
September 2018	825.90	562.00	3,83,013	825.20	576.95	18,62,450
October 2018	780.20	399.80	18,70,325	783.00	396.55	1,07,65,614
November 2018	584.05	505.00	4,05,175	586.00	505.00	18,46,930
December 2018	623.70	452.00	5,97,163	624.40	450.00	32,03,231
January 2019	592.90	427.00	5,48,968	593.45	428.70	26,34,401
February 2019	495.30	402.00	3,23,325	495.45	401.00	13,47,156
March 2019	495.55	426.00	5,22,418	496.75	427.00	21,42,975

(Source: The information is compiled from the data available on the BSE and NSE websites)

6.7 Share price performance in comparison to broad based indices – BSE Sensex and NSE Nifty



6.8 Registrar and Share Transfer Agent

Link Intime India Pvt. Ltd.
C 101, 247 Park,
LBS Marg, Vikhroli (West), Mumbai 400083
Ph.: (022) 49186270 Fax: (022) 49186060
Email: rnt.helpdesk@linkintime.co.in

6.9 Share Transfer System

Share Transfers in physical form can be lodged with the Company's Registrar and Share Transfer Agents. The Board of Directors have delegated powers to the Registrar and Share Transfer Agents for effecting share transfers, splits, consolidation, sub-division, issue of duplicate share certificates, rematerialization and dematerialization etc., as and when such requests are received. Shares held in dematerialized form are traded electronically in the Depositories. As at 31st March 2019 no equity shares were pending for transfer.

As per the requirement of Regulation 40(9) of the Listing Regulations, the Company has obtained the half yearly certificates from a Company Secretary in Practice for due compliance of share transfer formalities.

The Company conducts a Reconciliation of Share Capital Audit on a quarterly basis in accordance with the Securities and Exchange Board of India (SEBI) requirements. The audit reports for the financial year under report have been filed with the stock exchanges within one month of the end of each quarter.

6.10 Shares in Unclaimed Suspense Account (Demat)

The details of the shares lying in the Unclaimed Suspense Account (Demat) is as follows:

Particulars	Number of shareholders	Number of Equity shares
Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the beginning of the year i.e. 1st April 2018.	924	31,334
Number of shareholders who approached the Company/RTA for transfer of shares from Unclaimed Suspense Account during the year ended 31st March 2019.	4	230
Number of shareholders to whom shares were transferred from Unclaimed Suspense Account during the year ended 31st March 2019.	4	230
Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year i.e. as on 31st March 2019.	920	31,104

The voting rights in respect of outstanding shares lying in the Unclaimed Suspense Account (Demat) shall remain frozen till the rightful owner of such shares claims the shares.

6.11 Distribution of Shareholding

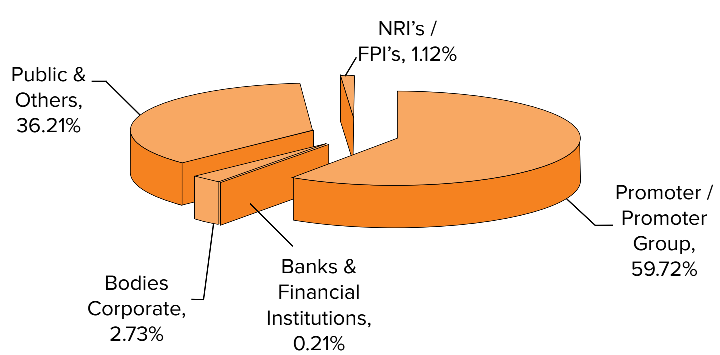
Distribution Schedule as on 31st March 2019

No. of Shares	No. of Shareholders	% of Shareholders	No. of Shares	% to Total
Up to 500	31,611	97.11	20,38,373	22.27
501 to 1000	550	1.69	4,19,428	4.58
1001 to 2000	220	0.68	3,19,398	3.49
2001 to 3000	60	0.18	1,51,823	1.66
3001 to 4000	49	0.15	1,76,664	1.93
4001 to 5000	20	0.06	92,035	1.01
5001 to 10000	28	0.09	1,93,817	2.12
10001 and above	14	0.04	57,59,514	62.94
TOTAL	**32,552**	**100.00**	**91,51,052**	**100.00**

Distribution of Shareholding (Category-wise) as on 31st March 2019

Category	No. of Share-holders	No of Shares held	% of Share-holding
Promoters/Promoter Group	5	54,64,989	59.72
NBFC's Registered with RBI	5	3,945	0.04
Banks & Indian Financial Institutions	11	15,599	0.17
Bodies Corporate	273	2,50,061	2.73
Non-Resident Indians (NRI's)	399	1,02,656	1.12
Foreign Institutional/Portfolio Investors	1	167	0.01
Public	31,559	31,06,646	33.95
Clearing Members	297	1,10,000	1.20
Directors & their relatives	1	4,000	0.04
Investor Education and Protection Fund (IEPF)	1	92,989	1.02
TOTAL	**32,552**	**91,51,052**	**100.00**

Shareholding Pattern as on 31st March 2019



6.12 Dematerialisation of shares and Liquidity

The details of Equity Shares dematerialised and those held in physical form as on 31st March 2019 are given hereunder:

Particulars of Equity Shares	Equity Shares of ₹10/- each		Shareholders	
	Number	% of total	Number	% of total
Dematerialized form				
NSDL	76,19,830	83.27	15,559	47.80
CDSL	12,84,798	14.04	14,146	43.45
Sub-total	**89,04,628**	**97.31**	**29,705**	**91.25**
Physical form	2,46,424	2.69	2,847	8.75
Total	**91,51,052**	**100.00**	**32,552**	**100.00**

Effective 1st April 2019, transfer of shares of the Company can be done only in the dematerialised form. However, shareholders' are not barred from holding shares in the physical form. As per the decision of SEBI, "any investor who is desirous of transferring shares (which are held in physical form) after 1st April 2019 can do so only after the shares are dematerialised," This decision "is not applicable for demat of shares, transmission (i.e. transfer of title of shares by way of inheritance/succession) and transposition (i.e. re-arrangement/interchanging of the order of name of shareholders) cases."

In view of the above, shareholders still holding shares in physical form are requested to dematerialise their shares at the earliest. For further information/clarification/assistance in this regard, please contact Link Intime India Pvt. Ltd., Registrar and Share Transfer Agent.

6.13 Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity

The Company has not issued any such securities.

6.14 Credit Rating

SMERA Ratings Limited – the credit rating agency, has assigned the credit rating of "SMERA BBB" to the long-term Bank facilities availed by the Company and credit rating of "SMERA A3+" to the short-term Bank facilities availed/proposed by the Company. The outlook mentioned is negative.

6.15 Plant Locations

Goa Plant	St. Jose de Areal, Salcete, Goa 403709
Bilaspur Plant	34-40, Sector B, Sirgitti Industrial Area, Bilaspur 495004, Chattisgarh
Paradeep Plant	Vill. Udayabata, P.O. Paradeepgarh, Dist. Jagatsinghpur, Odisha 754142

6.16 Address for correspondence

Investor correspondence for transposition/transmission/deletion of name/dematerialisation of shares, queries relating to payment/revalidation of dividend on shares and any other query relating to the shares of the Company should be addressed to –

Link Intime India Pvt. Ltd.
C 101, 247 Park,
LBS Marg, Vikhroli (West), Mumbai-400083
Ph.: (022) 49186270 Fax: (022) 49186060
Email: rnt.helpdesk@linkintime.co.in

Investor complaints, if any, may be addressed to –

Pravin Satardekar, *Company Secretary*
Goa Carbon Limited
Dempo House, Campal,
Panaji, Goa-403001
Tel.: (0832) 2441300 Fax: (0832) 2427192
Email: investorrelations@goacarbon.com

6.17 Status of compliance with discretionary requirements

The Listing Regulations requires disclosures of adoption by the Company of discretionary requirements as specified in Part E of Schedule II of the said regulations, which as the name suggests, the implementation of which is discretionary on the part of the Company. Accordingly, the adoption of the discretionary requirements is given below:-

(a) The Board:

An office with required facilities for the non-executive Chairman is not provided/maintained by the Company. However, the Company reimburses the expenses incurred by the non-executive Chairman in the performance of his duties.

(b) Shareholders Rights:

The quarterly financial results are published in the newspapers of wide circulation and not sent to individual shareholders on a half-yearly basis. Financial Results are also available on the website of the Company and of Stock Exchanges where the Equity shares of the Company are listed. Further, significant events are informed to the Stock Exchanges from time to time and then the same is also posted on the website of the Company under the 'Investors' section.

(c) Modified opinion(s) in audit report:

The Auditors' have expressed an unmodified opinion on the Financial Statements.

(d) Separate posts of Chairperson and Chief Executive Officer:

Mr. Shrinivas Dempo is the Chairman of the Company and Mr. Jagmohan Chhabra is the Whole-time Director of the Company designated as "Executive Director".

(e) Reporting of Internal Auditor:

The Company has outsourced the Internal Audit function to M/s. BDO India LLP who acts as the Internal Auditor of the Company pursuant to Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014. The Internal Auditors directly present their report to the Audit Committee for their consideration.

7 Other Disclosures

7.1 Related Party Transactions/Materially significant related party transactions

Details of relevant Related Party Transactions entered into by the Company are included in the Board's Report and in the Notes to Accounts. The Company has in place a policy on dealing with related party transactions and the same has been uploaded and available on the Company's website (http://www.goacarbon.com/downloads/Related%20

Party%20Transaction%20Policy_GOA%20CARBON%20LIMITED.pdf).

All transactions entered into with related parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulations during the year were at an arm's length price basis and in the ordinary course of business. The same are placed periodically before the Audit Committee for review and approval.

The Company has not entered into any transaction of a material nature with the Promoters, Directors or Management, their subsidiaries or relatives, etc. that may have a potential conflict with the interests of the Company at large.

Transaction(s) with person or entity belonging to the Promoter/Promoter Group which hold(s) 10% or more shareholding in the Company is/are disclosed in the Notes to Accounts in the Annual Report.

7.2 Code of Conduct for Prohibition of Insider Trading

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has, inter-alia, adopted a Code of Conduct for Prohibition of Insider Trading (Code) duly approved by the Board of Directors of the Company.

7.3 Statutory Compliance, Penalties and Strictures

There were no instances of non-compliance or penalties, strictures imposed on the Company by Stock Exchanges or Securities and Exchange Board of India (SEBI) or any other statutory authority, on any matter related to capital markets, during the last three years.

7.4 Compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company confirms that it has complied with all mandatory requirements prescribed in the Listing Regulations. The Company has partially adopted the non-mandatory requirements. Disclosures of the extent to which the discretionary requirements have been adopted are given in Item No. 6.17 of this report.

7.5 Policy for Determining Material Subsidiaries

In terms of Regulation 16(1)(c) of the Listing Regulations, the Company has formulated a Policy for Determining Material Subsidiaries and the same is available on the Company's website. The Policy can be accessed at: http://www.goacarbon.com/downloads/Policy%20for%20determining%20material%20subsidiaries_GOA%20CARBON%20LIMITED.pdf

7.6 Whistle Blower Policy

The Company has in place a Vigil Mechanism/Whistle Blower Policy. The policy provides a channel to the employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the code of conduct policy. The mechanism provides for adequate safeguards against victimization of employees to avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee.

7.7 Commodity price risks or foreign exchange risks and hedging activities

The Company does not have any exposure to commodity price risk. The Company manages commodity and foreign exchange risk as per its policies. The Company uses forward contracts and options to manage foreign exchange risk and futures to manage commodity risk. The Company does not undertake any derivative transaction for pure trading in foreign exchange markets or for speculative purposes.

7.8 Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A)

The Company has not raised any funds through preferential allotment or qualified institutions placement during the year under review.

7.9 Certificate from PCS under sub-para 10(i) of Part C of Schedule V of the Listing Regulations

A Certificate from a Practicing Company Secretary stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Company by SEBI or Ministry of Corporate Affairs or any such statutory authority is enclosed to this report.

7.10 Confirmation by the Board of Directors' acceptance of recommendation of mandatory committees

In terms of the amended SEBI Listing Regulations, the Board of Directors of the Company, confirm that during the year under review, it has accepted all recommendations received from its mandatory committees.

7.11 Details of total fees paid to the Statutory Auditors of the Company

The details of the total fees paid to B S R & Co. LLP, Chartered Accountant, Statutory Auditors of the Company during the Financial Year ended 31st March 2019 is given below:

Sr. No.	Description of fees paid	Amount (₹ lakhs)
1.	Statutory Audit fees paid for Audit of the Company	16.00
2.	Fees paid for Limited review of the Company	9.00
3.	Reimbursement of expenses	0.68
Total		**25.68**

7.12 Disclosures under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

a.	Number of complaints filed during the period 1st April 2018 to 31st March 2019	Nil
b.	Number of complaints disposed of during the period 1st April 2018 to 31st March 2019	Nil
c.	Number of complaints pending as on 31st March 2019	Nil

8 Details of non-compliance with requirements of corporate governance report

The Company has complied with all the requirements of the corporate governance report as specified in sub-paras (2) to (10) of Part C of Schedule V of the Listing Regulations.

9 Details of compliance with corporate governance requirements

The Company has complied with the applicable corporate governance requirements as stipulated in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations.

10 Certificate on corporate governance

As required by the Listing Regulations, the compliance certificate from the Practicing Company Secretary regarding compliance of conditions of corporate governance is annexed to the directors' report.

11 Compliance Certificate from CEO & CFO

The Executive Director and CFO have certified to the Board in accordance with Regulation 17(8) read with Part B of Schedule II of the Listing Regulations pertaining to CEO & CFO certification for the Financial Year ended 31st March 2019.

12 Code of Conduct

A Code of Conduct has been formulated for the Directors and Senior Management Personnel of the Company and the same is available on the Company's website www.goacarbon.com. The Company has received confirmations from all Directors and Senior Management of the Company regarding compliance with the Code of Conduct for the Financial Year ended 31st March 2019, as applicable to them. A certificate from Mr. Jagmohan Chhabra, Executive Director, to this effect, is given below. The duties of the Independent Directors as laid down in the Companies Act, 2013 has been suitably incorporated in the Code of Conduct, as necessary.

Declaration by the Executive Director under Schedule V to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding compliance with Code of Conduct

In accordance with Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that all the Directors and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the Financial Year ended 31st March 2019.

Jagmohan J. Chhabra
Executive Director
DIN: 01007714

Place: Panaji, Goa
Date: 22nd April 2019

Practicing Company Secretary's Certificate Under Sub-Para 10(I) of Part C of Schedule V of SEBI (LODR), Regulations, 2015

To,
The Members of
Goa Carbon Limited
Dempo House, Campal,
Panaji Goa, 403001

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Goa Carbon Limited having CIN: L23109GA1967PLC000076 and having registered office at Dempo House, Campal, Panaji Goa, 403001 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Keki Manchersha Elavia	00003940	22/01/2001
2.	Mr. Shrinivas Vasudeva Dempo	00043413	01/04/2006
3.	Ms. Kiran Dhingra	00425602	16/03/2015
4.	Mr. Jagmohan Jagdishlal Chhabra	01007714	09/04/2010
5.	Mr. Raman Madhok	01798377	28/01/2010
6.	Mr. Rajesh Soiru Dempo	05143106	08/01/2016
7.	*Mr. Dara Mehta	00041164	25/09/1978

* Mr. Dara Mehta ceased to be a Director w.e.f. 01.04.2019.

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sadashiv V. Shet
Practicing Company Secretary
CP No.: 2540; Membership No.: 2477

Date : 22nd April 2019
Place : Panaji, Goa

Practicing Company Secretary's Certificate on Compliance of Conditions of Corporate Governance

To,
The Members
Goa Carbon Limited

I have examined the compliance of conditions of Corporate Governance by GOA CARBON LIMITED (the Company), for the financial year ended on 31st March 2019, as stipulated under the relevant clauses of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and based on the representations made by the Directors & the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sadashiv V. Shet
Practicing Company Secretary
CP No.: 2540; Membership No.: 2477

Date: 22nd April 2019
Place: Panaji, Goa

Secretarial Audit Report for the Financial Year ended 31st March 2019

FORM NO. MR- 3

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Goa Carbon Limited
Dempo House, Campal,
Panaji, Goa, 403001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by GOA CARBON LIMITED, (hereinafter called the "company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the GOA CARBON LIMITED'S books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2019 and according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; .... **Not applicable to the Company during the period under review.**

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; .... **Not applicable to the Company during the period under review.**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities), 2008; .... **Not applicable to the Company during the period under review.**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; .... **Not applicable to the Company during the period under review.**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; .... **Not applicable to the Company during the period under review.**

(vi) Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

The following other Laws as may be applicable specifically to the Company are:

The Petroleum Act, 1934 and the Petroleum Rules, 2002.

I further report that, based on the information provided by the Company, its officers, authorised representatives during the conduct of the audit and also on the review of quarterly compliance report by the respective departmental heads/ Company Secretary/Executive Director/Internal Auditor, taken on record by the Board of Directors of the Company, in my opinion, adequate systems and processes and control mechanism exist in the Company to monitor compliance with applicable general laws like Labour laws, Environment laws and other legislations.

I further report that the Compliance by the Company of applicable Financial laws like Direct & Indirect tax laws, GST and others detailed under Tax Legislations, have not been reviewed and I have relied on the representations made by the Company, its Officers and Reports issued by the Statutory Auditors.

I have also examined compliance with the applicable clauses of the:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the Board duly recorded and signed by Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there are no instances of major bearing on the company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc. during the year under review.

Sadashiv V. Shet
Practicing Company Secretary
CP No.: 2540
Membership No.: 2477

Date: 22nd April 2019
Place: Panaji, Goa

Independent Auditors' Report

To the Members of Goa Carbon Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Goa Carbon Limited ("the Company"), which comprise the balance sheet as at 31st March 2019, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2019, and loss and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matter

The key audit matter	How the matter was addressed in our audit
Carrying value of inventories As at 31st March 2019, inventory of finished goods of ₹7,382 lacs is held across multiple locations. The write down of inventories to net realisable value during the year amounts to ₹736 lacs (refer note 10). Inventory should be recorded at the lower of cost and net realisable value, being selling price less estimated selling costs. A risk exists that inventories may need to be sold at a price which is below the cost of production. As gross margins on sale of Calcinated Petroleum Coke (CPC) can be low and inventory can sometimes be sold at a loss, provisions are recorded against inventory to write it down to management's best estimate of its recoverable amount. Recoverable amount estimated by management is subject to various key assumptions such as the length of time required to sell inventories, the price level at which inventory will be sold in future and whether inventories will need to be valued below their cost price.	In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: – understood business processes surrounding management's review for the valuation of the inventory; – tested the design, implementation and operating effectiveness of controls around inventory provisioning; – selected a sample of inventory items and agreed key input in relation to expected sales price of the inventory to supporting documentation; and – performed a retrospective review of prior year provision for indications that current year provision may be materially misstated.
Revenue Recognition The Company's revenue is derived from the sale of Calcinated petroleum coke (CPC). The Company recognises revenue when the control is transferred to the customer. The terms set out in the Company's sales contracts relating to goods acceptance by customers are varied. Accordingly, the terms and conditions of sales contracts may affect the timing of recognition of sales to customers as each sales contract could have different terms relating to customer acceptance of the goods sold. We identified the recognition of revenue as a key audit matter because revenue is one of the key performance indicators of the Company and is, therefore, subject to an inherent risk of misstatement to meet targets or expectations and because errors in the recognition of revenue could have a material impact on the Company.	Our audit procedures to assess the recognition of revenue included the following: – evaluating the design, implementation and operating effectiveness of key internal controls over the existence, accuracy and timing of revenue recognition; – performed substantive test of details over revenue recognised throughout the period by selecting a sample of transactions to ensure that the samples selected meet the revenue recognition criteria and are appropriately recorded; – tested sample transactions around the period end to ensure they were recorded in the correct period; and – tested journal entries posted to revenue accounts focusing on unusual or irregular items, if any.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account;

   d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.

   e) On the basis of the written representations received from the directors as on 31st March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2019 from being appointed as a director in terms of Section 164(2) of the Act; and

   f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

   g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations as at 31st March 2019 on its financial position in its financial statements – Refer Note 31 to the financial statements;

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and

      iv. The disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from 8th November 2016 to 30th December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31st March 2019.

   h) With respect to the matter to be included in the Auditors' Report under Section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provisions of Section 197 and Schedule V of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 and Schedule V of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

Swapnil Dakshindas
Partner
Membership No. 113896

Place : Panaji
Date : 22nd April 2019

Annexure A to the Independent Auditors' Report – 31 March 2019

With reference to the Annexure referred to in paragraph 1 in Report on Other Legal and Regulatory Requirements of the Independent Auditors' Report to the members of the Company on the Ind AS financial statements for the year ended 31 March 2019, we report that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular program of physical verification of its fixed assets by which its fixed assets are verified in a phased manner every year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its fixed assets. No material discrepancies were noticed on such verification.

(c) Immovable properties of land and buildings whose title deeds have been pledged as security for facilities taken from banks are held in the name of the Company based on the confirmations directly received by us from banks. In respect of immovable properties of land that have been taken on lease and disclosed as fixed asset in the financial statements and the buildings constructed on such leasehold land, whose lease deeds have been pledged as security for facilities taken from banks, the lease agreements are in the name of the Company, where the Company is the lessee in the agreement based on the confirmations directly received by us from banks.

(ii) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and there were no material discrepancies noted during such verification.

(iii) The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, paragraph 3(iii) of the Order is not applicable to the Company.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in respect of investment made. The Company has not granted any loans or provided any guarantees and security to which the provisions of Section 185 of the Companies Act, 2013 apply.

(v) The Company has not accepted any deposits in accordance with the provisions of Section 73 to 76 of the Act and the rules framed thereunder.

(vi) The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act, for the goods manufactured by the Company.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Duty of Customs, Goods and Service Tax, and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities, except in connection with certain employee related dues as more fully described in note 31 to the financial statements and for Goa Green Cess. As explained to us, the Company do not have dues on account of Sales Tax, Service Tax, Value Added Tax and Duty of Excise.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Duty of Customs, Goods and Service Tax and other material statutory dues were in arrears as at 31 March 2019, for a period of more than six months from the date they became payable, except in connection with certain employee related dues as more fully described in note 31 to the financial statements and Goa Green Cess. The arrears of 'Goa Green Cess' outstanding for more than six months as at 31 March 2019 amounts to ₹316 lakhs.

(b) According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Goods and Service Tax and Value Added Tax which have not been deposited by the Company with appropriate authorities on account of any disputes except for the following:

Name of the statute	Nature of dues	Amount (₹ lakhs)	Amount paid under protest (₹ lakhs)	Period to which the amount relates (Assessment Year)	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	901	901	1995-96 to 2003-04	Supreme Court of India
Income Tax Act, 1961	Income Tax	237	237	2009-10	Bombay High Court
Income Tax Act, 1961	Income Tax	247	247	1994-95	Assistant Commissioner of Income Tax
Income Tax Act, 1961	Income Tax	*-	-	2016-17	Commissioner of Income Tax (Appeals), Panaji

* The Commissioner of Income Tax (Appeals), Panaji has partially allowed the grounds of appeal and the revised order from the Assistant Commissioner of Income Tax is awaited.

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to the banks. The Company did not have any loan or borrowings from financial institutions, government or any debentures outstanding during the year.

(ix) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) or term loans during the year. Accordingly, reporting under this clause is not applicable to the Company.

(x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

(xi) In our opinion and according to the information and explanations given to us, the managerial remuneration is paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with schedule V to the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company as per the Act. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.

(xiii) In our opinion and according to the information and explanations given to us, all transactions with related parties are in compliance with Section 177 and 188 of the Act and the details, as required by the applicable accounting standards have been disclosed in the Ind AS financial statements.

(xiv) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partially convertible debentures during the year. Accordingly, reporting under this clause is not applicable to the Company.

(xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them during the year. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.

(xvi) In our opinion and according to the information and explanations given to us, the Company is not required to register under Section 45-IA of the Reserve Bank of India Act, 1934.

For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No: 101248W/ W-100022

Swapnil Dakshindas
Partner
Membership No: 113896

Date : 22 April 2019
Place : Panaji

Annexure B to the Independent Auditors' report on the Financial Statements of Goa Carbon Limited for the period ended 31 March 2019

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Goa Carbon Limited ("the Company") as of 31 March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2019, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No: 101248W/ W-100022

Swapnil Dakshindas
Partner
Membership No: 113896

Place : Panaji
Date : 22 April 2019

Balance Sheet As At 31st March 2019

₹in lacs

Particulars	Note	As at 31st March 2019	As at 31st March 2018
I. ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	4	**2,731.55**	2,384.82
(b) Capital work in progress		-	364.40
(c) Intangible assets	5	**10.55**	16.54
(d) Financial assets			
(i) Investments	6	**296.33**	206.67
(ii) Loans	7	**72.34**	72.07
(e) Income tax assets (net)	8	**1,247.03**	1,126.88
(f) Other non-current assets	9	**404.32**	409.16
		4,762.12	4,580.54
(2) Current assets			
(a) Inventories	10	**16,641.41**	9,342.81
(b) Financial assets			
(i) Trade receivables	11	**6,198.29**	5,620.96
(ii) Cash and cash equivalents	12	**44.52**	4,710.27
(iii) Bank balances other than (ii) above	13	**3,405.76**	9,487.81
(iv) Others	14	**31.68**	130.56
(c) Current tax assets (net)		-	10.92
(d) Other current assets	15	**3,148.04**	1,664.80
		29,469.70	30,968.13
TOTAL ASSETS		**34,231.82**	35,548.67
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity share capital	16	**915.11**	915.11
(b) Other equity	17	**9,843.73**	11,624.43
		10,758.84	12,539.54
(2) Non-current liabilities			
(a) Deferred tax liabilities (net)	18	**85.26**	342.12
		85.26	342.12
(3) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	**43.22**	19,487.65
(ii) Trade payables	20		
(A) total outstanding dues of micro enterprises and small enterprises; and		-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.		**21,428.00**	1,412.63
(iii) Others	21	**1,027.84**	391.07
(b) Other current liabilities	22	**855.62**	1,338.25
(c) Provisions	23	**33.04**	37.41
		23,387.72	22,667.01
TOTAL EQUITY AND LIABILITIES		**34,231.82**	35,548.67
Summary of significant accounting policies	2 - 3		
The accompanying notes to the financial statements.	4 - 47		

The notes referred to above form an integral part of financial statements.

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No. 101248W/W-100022

Swapnil Dakshindas
Partner
Membership No. 113896

Panaji, Goa: 22nd April 2019

For and on behalf of the Board of Directors of
Goa Carbon Limited
(CIN: L23109GA1967PLC000076)

Shrinivas V. Dempo
Chairman
DIN:00043413

Jagmohan J. Chhabra
Executive Director
DIN:01007714

K. Balaraman
Chief Financial Officer
M.No.: ACA - 029283

Pravin R. Satardekar
Company Secretary
M.No.: ACS - 24380

Statement of Profit and Loss for the Year Ended 31st March 2019

₹in lacs

Particulars	Note	Year ended 31st March 2019	Year ended 31st March 2018
I. Revenue from operations (net)	24	**46,178.80**	58,724.64
II. Other income	25	**224.81**	874.14
III. Total income (I+II)		**46,403.61**	59,598.78
IV. Expenses:			
(a) Cost of materials consumed	26	**43,547.43**	41,236.44
(b) Changes in inventories of finished goods	27	**(4,023.39)**	247.85
(c) Excise duty on sale of products		-	1,095.38
(d) Employee benefit expense	28	**1,814.59**	1,864.14
(e) Finance cost	29	**1,161.86**	970.73
(f) Depreciation and amortisation expenses	4-5	**203.92**	185.83
(g) Other expenses	30	**4,782.29**	5,046.32
Total expenses (IV)		**47,486.70**	50,646.69
V. Profit/(Loss) before tax (III-IV)		**(1,083.09)**	8,952.09
VI. Tax expense:			
(a) Current tax	18	**13.22**	3,586.81
(b) Deferred tax	18	**(344.87)**	(19.57)
VII. Profit for the period (V-VI)		**(751.44)**	5,384.85
VIII. Other comprehensive income:			
(i) Items that will not be reclassified to profit and loss:			
(a) Remeasurements of the defined benefit plans		**(24.14)**	(18.50)
(b) Equity instruments through other comprehensive income		**89.66**	19.80
(ii) Tax relating to items that will not be reclassified to profit and loss		**8.43**	6.41
IX. Total comprehensive income for the period (VII+VIII)		**(677.49)**	5,392.56
X. Earnings per equity share of ₹10 each (in ₹)			
(1) Basic	42	**(8.21)**	58.84
(2) Diluted	42	**(8.21)**	58.84
Summary of significant accounting policies	2-3		
The accompanying notes to the financial statements.	4-47		

The notes referred to above form an integral part of financial statements.

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No. 101248W/W-100022

Swapnil Dakshindas
Partner
Membership No. 113896

Panaji, Goa: 22nd April 2019

For and on behalf of the Board of Directors of
Goa Carbon Limited
(CIN: L23109GA1967PLC000076)

Shrinivas V. Dempo
Chairman
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Executive Director
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K. Balaraman
Chief Financial Officer
M.No.: ACA - 029283

Pravin R. Satardekar
Company Secretary
M.No.: ACS - 24380

Cash Flow Statement for The Year Ended 31st March 2019

₹ in lacs

	Particulars	Year ended 31st March 2019	Year ended 31st March 2018
A.	**CASH FLOWS FROM OPERATING ACTIVITIES**		
	Profit/(Loss) before tax	**(1,083.09)**	8,952.09
	Adjustments for :		
	Depreciation and amortisation expenses	**203.92**	185.83
	Finance cost	**1,161.86**	970.73
	Assets written off	**9.41**	19.96
	Bad debts written off	**6.04**	19.40
	Interest income from others	**(153.46)**	(609.10)
	Interest income from income tax	**-**	(5.02)
	Provision for doubtful debts	**27.54**	-
	Sundry credit balances written back	**(16.99)**	(4.59)
	Net gain on disposal of property, plant and equipment	**(33.26)**	(2.55)
	Exchange gain on disposal of subsidiary	**-**	(146.35)
	Exchange Loss/(gain) - (net)	**(608.50)**	176.57
	Dividend income	**(1.11)**	(1.69)
		595.45	603.19
	Operating Profit/(loss) before working capital changes	**(487.64)**	9,555.28
	Changes in working capital		
	Adjustments for (increase) / decrease in operating assets:		
	Loans	**(0.27)**	3.86
	Other non-current assets	**(0.13)**	(2.52)
	Inventories	**(7,298.60)**	(1,024.07)
	Trade receivables	**(610.91)**	(3,457.19)
	Other current financial assets	**98.88**	123.63
	Other current assets	**(1,507.38)**	(640.69)
	Adjustments for increase / (decrease) in operating liabilities:		
	Trade payables	**20,640.88**	510.50
	Other current financial liabilities	**631.94**	0.86
	Other current liabilities	**(482.63)**	546.16
	Provisions	**(4.37)**	0.11
		11,467.41	(3,939.35)
	Cash generated from operating activities	**10,979.77**	5,615.93
	Income tax paid (net of refunds, if any)	**(26.01)**	(2,937.87)
	Net cash from operating activities (A)	**10,953.76**	2,678.06
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Acquisition of property, plant and equipment, intangibles and capital work-in-progress	**(195.72)**	(507.02)
	Proceeds from sale of property, plant and equipments	**44.28**	0.83
	Margin money and bank deposits realised	**5,902.76**	(632.54)
	Proceeds from sale of investment in GCL Global	**-**	1,082.16
	Interest received	**343.96**	457.69
	Tax on interest income	**-**	(212.54)
	Dividend received	**1.11**	1.69
	Net cash from investing activities (B)	**6,096.39**	190.27
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Proceeds/(Repayment) of current borrowings (net)	**(19,483.42)**	3,753.99
	Interest paid	**(1,168.24)**	(885.22)
	Dividends paid	**(915.11)**	(718.89)
	Dividend distribution tax paid	**(188.10)**	(149.04)
	Net cash from / (used in) financing activities (C)	**(21,754.87)**	2,000.84
	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A + B + C)	**(4,704.72)**	4,869.17

Cash Flow Statement for The Year Ended 31st March 2019 (Contd.)

Particulars	Year ended 31st March 2019	Year ended 31st March 2018
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	**4,706.04**	(163.09)
Effect of exchange differences on restatement of foreign currency cash and cash equivalents	**(0.02)**	(0.04)
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	**1.30**	4,706.04
Reconciliation of Cash and cash equivalents with the Balance Sheet:		
Cash and cash equivalents as per Balance Sheet (refer Note 12 and Note 13)	**3,450.28**	14,198.08
Less: Bank balances not considered as Cash and cash equivalents:		
Earmarked unpaid dividend account	**(57.70)**	(46.49)
Bank deposits having original maturity more than 3 months but not more than 12 months (including interest accrued thereon)	**-**	(2,037.45)
Margin money deposits and security against borrowings (including interest accrued thereon)	**(3,348.06)**	(7,403.87)
Add: Bank overdraft balances, being part of cash management policy		
Cash credit, repayable on demand	**(43.22)**	(4.23)
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR *	**1.30**	4,706.04

* Comprises of	As at 31st March 2019	As at 31st March 2018
Cash on hand	**1.31**	3.82
Balances with banks in current accounts	**43.21**	30.74
Deposits with original maturity less than 3 months (including interest accrued thereon)	**-**	4,675.71
Cash credit, repayable on demand used for cash management purpose	**(43.22)**	(4.23)
Total	**1.30**	4,706.04
Reconciliation of liabilities arising from financing activities as required under amendment to IND AS 7:		
Particulars		Amount
Short-term borrowings as at beginning of the period	**19,487.65**	15,869.64
Less: Cash credit as at beginning of the period	**(4.23)**	(316.74)
Add: Cash inflows/(outflows) [proceeds/(repayment) of current borrowings from Banks (net)]	**(19,483.42)**	3,753.99
Add: Non cash changes (Effects of unrealised foreign exchange)	**-**	176.53
Add: Cash credit as at end of the period	**43.22**	4.23
Short-term borrowings as at end of the period	**43.22**	19,487.65

Summary of significant accounting policies 2 -3

The accompanying notes to the financial statements. 4 - 47

The notes referred to above form an integral part of financial statements.

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No. 101248W/W-100022

Swapnil Dakshindas
Partner
Membership No. 113896

Panaji, Goa: 22nd April 2019

For and on behalf of the Board of Directors of
Goa Carbon Limited
(CIN: L23109GA1967PLC000076)

Shrinivas V. Dempo
Chairman
DIN:00043413

Jagmohan J. Chhabra
Executive Director
DIN:01007714

K. Balaraman
Chief Financial Officer
M.No.: ACA - 029283

Pravin R. Satardekar
Company Secretary
M.No.: ACS - 24380

Statement of Changes in Equity

for The Year Ended 31st March 2019

A. Equity share capital

	Note	Number of shares	₹ in lacs
Balance as at 1st April 2017		9,151,052	915.11
Changes in equity share capital during 2017-18	16 B	-	-
Balance as at 31st March 2018		9,151,052	915.11
Changes in equity share capital during 2018-19	16 B	-	-
Balance as at 31st March 2019		9,151,052	915.11

B. Other equity

As at 31st March 2018 ₹ in lacs

Particulars	Attributable to the owners of the company						
	Reserves and surplus				Items of OCI		
	Securities premium	Amalgamation reserve	General reserve	Retained earnings	Remeasurement of employee benefit obligation	Equity instruments through other comprehensive income	Total
Balance as at 1st April 2017	3,131.01	475.38	1,803.05	1,558.75	(38.03)	182.83	7,112.99
Total comprehensive income for the year ended 31st March 2018							
Profit for the year	-	-	-	5,384.85	-	-	5,384.85
Other comprehensive income for the year, net of deferred tax	-	-	-	-	(12.09)	19.80	7.71
	-	-	-	5,384.85	(12.09)	19.80	5,392.56
Transactions with owners, recorded directly in equity							
Dividends including dividend distribution tax	-	-	-	881.12	-	-	881.12
Balance as at 31st March 2018	3,131.01	475.38	1,803.05	6,062.48	(50.12)	202.63	11,624.43
As at 31st March 2019							
Balance as at 1st April 2018	3,131.01	475.38	1,803.05	6,062.48	(50.12)	202.63	11,624.43
Total comprehensive income for the year ended 31st March 2018							
Loss for the year	-	-	-	(751.44)	-	-	(751.44)
Other comprehensive income for the year, net of deferred tax	-	-	-	-	(15.71)	89.66	73.95
	-	-	-	(751.44)	(15.71)	89.66	(677.49)
Transactions with owners, recorded directly in equity							
Dividends including dividend distribution tax							
Dividends including tax	-	-	-	1,103.21	-	-	1,103.21
Balance as at 31st March 2019	3,131.01	475.38	1,803.05	4,207.83	(65.83)	292.29	9,843.73
Summary of significant accounting policies	2 - 3						
The accompanying notes to the financial statements.	4 - 47						
The notes referred to above form an integral part of financial statements.							

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No. 101248W/W-100022

Swapnil Dakshindas
Partner
Membership No. 113896

Panaji, Goa: 22nd April 2019

For and on behalf of the Board of Directors of
Goa Carbon Limited
(CIN: L23109GA1967PLC000076)

Shrinivas V. Dempo
Chairman
DIN:00043413

Jagmohan J. Chhabra
Executive Director
DIN:01007714

K. Balaraman
Chief Financial Officer
M.No.: ACA - 029283

Pravin R. Satardekar
Company Secretary
M.No.: ACS - 24380

Notes to the Financial Statements

for the year ended 31st March 2019

1 Company overview

Goa Carbon Limited is a public limited company incorporated and domiciled in India and has its registered office at Panaji-Goa, India.

The Company is in the business of manufacture and sale of Calcined Petroleum Coke from its manufacturing facilities at Goa, Paradeep and Bilaspur.

2 Basis of preparation of financial statements

a. Basis of preparation and compliance with Ind AS

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The financial statements were authorized for issue by the Company's Board of Directors on 22nd April 2019.

Details of the Company's significant accounting policies are included in Note 3.

b. Basis of measurement

The financial statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial instruments and defined benefit plans which have been measured at fair value as required by the relevant Ind AS. Refer note 3(d) and 3(h) below.

c. Functional and presentation currency

The financial statements are prepared in Indian Rupees, which is the Company's functional and presentation currency. All financial information presented in Indian Rupees has been rounded to the nearest Lacs with two decimals.

d. Current and non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is classified as current when it satisfies any of the following criteria:

– it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle.

– it is held primarily for the purpose of being traded;

– it is expected to be realized within 12 months after the reporting date; or

– it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

A liability is classified as current when it satisfies any of the following criteria:

– it is expected to be settled in the Company's normal operating cycle;

– it is held primarily for the purpose of being traded;

– it is due to be settled within 12 months after the reporting date; or

– the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current assets/liabilities include current portion of non-current financial assets/liabilities respectively. All other assets/liabilities are classified as non-current. Deferred tax liabilities are classified as non-current liabilities.

Operating cycle:

Based on the nature of the operations and the time between the acquisition of assets for processing and their realization in cash or cash equivalents, the Company has ascertained its operating cycle less than twelve months for the purpose of current non-current classification of assets and liabilities.

3A Significant accounting policies

The Company has applied the following accounting policies to all periods presented in the financial statements.

a. Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer. Consideration is allocated to each performance obligation specified in the contract. The Company recognise revenue pertaining to each performance obligation when it transfers control over a product to a customer, which is adjusted for expected refunds, which are estimated based on the historical data, adjusted as necessary.

In the comparative period, revenue was measured at the fair value of the consideration received or receivable. Revenue from the sale of goods was recognised when the significant risks and rewards of ownership had been transferred to the customer, recovery of the consideration was probable, the associated costs and possible return of goods could be estimated reliably, there was no continuing management involvement with the goods and the amount of revenue could be measured reliably.

b. **Property, plant and equipment**

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses if any. The initial cost of property, plant and equipment comprises its purchase price, including non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are normally charged to the Statement of Profit and Loss in the period in which the costs are incurred. Major inspection and overhaul expenditure is capitalised. The identified components are depreciated over their useful lives, the remaining asset is depreciated over the life of the principal asset.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Gains and losses arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset, and are recognised in the Statement of Profit and Loss.

Major machinery spares parts are capitalized when they meet the definition of property, plant and equipment.

Capital work-in-progress:

Assets in the course of construction are capitalized in capital work in progress account. At the point when an asset is capable of operating in the manner intended by management, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs associated with the commissioning of an asset are capitalised until the period of commissioning has been completed and the asset is ready for its intended use.

Depreciation:

Depreciation commences when the assets are ready for their intended use. Assets in the course of development or construction and freehold land are not depreciated.

Depreciation is provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of following categories of assets, in whose case the useful life of the assets has been assessed by the Management as under.

– Mobile phones - One year.

– Assets costing less than ₹5,000 each are fully depreciated in the year of acquisition.

– Depreciation on additions and deletions during the year are charged on pro-rata basis.

The residual value and the useful life of an asset is reviewed at each financial year end and if expectations differ from previous estimates, the change(s) shall be accounted for as a change in an accounting estimate in accordance with Ind AS 8, 'Accounting Policies, Accounting Estimates and Errors'.

c. **Intangible assets**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and impairment if any. Intangible assets are amortised over their estimated useful life on straight-line basis. The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any. Estimated useful of intangible assets (ERP software) is 3 years.

For transition to Ind AS, the Company has elected to continue with the carrying value of all its intangible assets recognised as of 1st April 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

d. **Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i) **Financial assets**

Initial recognition

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement financial assets are classified in three broad categories:

a. **Financial assets at amortised cost**

A financial asset is measured at amortised cost if both the following conditions are met:

– The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows.

– The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

– After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

b. **Financial assets at fair value through other comprehensive income (FVOCI)**

A financial asset is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss if both the following conditions are met:

– The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.

– The contractual assets cash flows represent SPPI.

c. **Financial assets at fair value through profit and loss (FVTPL)**

FVTPL is a residual category. Any instrument, which does not meet the criteria for categorisation as at amortised cost or as FVOCI is classified as at FVTPL.

In addition, even if an instrument meets the requirements for measurement at amortised cost or fair value through other comprehensive income, a financial asset is measured at fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency (sometimes referred to as an 'accounting mismatch') that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

All other financial assets are measured at fair value through profit or loss.

All equity investments are measured at fair value in the Balance Sheet, with fair value changes recognised in the Statement of Profit and Loss, except for those equity investments for which the Company has elected to present fair value changes in 'other comprehensive income'. If an equity investment is not held for trading, an irrevocable election is made at initial recognition to measure it at fair value through other comprehensive income with only dividend income recognised in the Statement of Profit and Loss.

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred.

d. **Financial instruments**

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets:

– Financial assets that are measured at amortised cost e.g., loans, deposits and trade receivables.

– Financial assets that are measured as at FVOCI e.g. derivatives designated as hedges.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the Statement of Profit and Loss. In the Balance Sheet, for financial assets measured as at amortised cost, ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the Balance Sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

ii) **Financial liabilities**

Initial recognition

Financial liabilities are classified, at initial recognition, as financial liabilities at amortised cost or at fair value through profit or loss. All financial liabilities are recognised initially at fair value and, in the case of financial liabilities at amortised cost, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables and borrowings including bank overdrafts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below

a. Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and designated upon initial recognition as at fair value through profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

b. Financial liabilities at amortised cost (Loans & Borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

iii) **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

iv) **Derivative financial instruments**

Initial recognition and subsequent measurement

In order to hedge its exposure to foreign exchange, the Company enters into forward contracts. The Company does not hold derivative financial instruments for speculative purposes. Such derivative financial instruments are initially recognised at fair value on the date on which a forward contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss.

v) **Income/Loss recognition**

Interest income:

Interest income is accrued on time basis, by reference to the principal outstanding and at the effective interest rate applicable.

Dividends:

Dividend income from investments is recognised when the right to receive it is established.

Borrowing costs:

Borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of cost of such asset till such time as the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use. All other borrowing costs are recognised as expenses in the Statement of Profit and Loss in the period in which they are incurred. Borrowing cost includes interest expense as per effective interest rate (EIR) and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest costs.

e. **Impairment of non-financial assets**

Impairment charges and reversals are assessed at the level of cash-generating units. The carrying values of assets/cash generating units are reviewed at each Balance Sheet date for any indication of impairment based on internal/external factors.

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash inflows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of the asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset or the CGU is reduced to its recoverable amount. An impairment loss is recognised in the income statement.

f. **Inventories**

Inventories are stated at the lower of cost (net of GST where applicable) and the net realisable value. Cost of inventories includes cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. In respect of raw materials, cost is determined on specific identification method, while cost of stores and spares is determined on First-in First-out basis.

Finished goods include all direct costs and apportionment of production overheads.

Net realisable value is estimated selling price in the ordinary course of business less estimated cost of completion and selling expenses.

g. **Taxation**

Tax expense comprises current tax and deferred tax. Tax expense is recognised in the income statement except when they relate to items that are recognised outside profit or loss (whether in other comprehensive income or directly in equity), in which case tax is also recognised outside the Statement of Profit and Loss.

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws that have been enacted or substantively enacted by the reporting date and includes any adjustments to tax payable in respect of previous years.

Deferred tax is recognised, using the balance sheet method on temporary differences as at Balance Sheet date between the carrying amounts of assets and liabilities in the financial statements and corresponding tax bases used in the computation of current tax.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

The carrying amount of deferred tax assets (including MAT credit receivable) is reviewed at each Balance Sheet date and is adjusted to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Company has a legally enforceable right for such set off.

h. **Employee benefits**

Short term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, performance incentives and compensated absences which are expected to occur in next twelve months. The undiscounted amount of short term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

Long term employee benefits:

i) **Defined contribution plans**

a. **Superannuation**

Fixed contributions to the superannuation fund, which is administered by Life Insurance Corporation of India and ICICI Prudential Life Insurance Company Limited, are charged to the Statement of Profit and Loss as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

b. **Provident fund**

The Company contributes to a Government administered provident/pension fund.

The fixed contributions to these funds are charged to the Statement of Profit and Loss.

ii) **Defined benefit plans**

a. **Gratuity**

The Company offers its employees defined benefit plan, in the form of Gratuity Plan. The plan provides for a lump-sum payment to vested employees at retirement, death, while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The plan covers all employees as statutorily required under the Payment of Gratuity Act, 1972. The Company makes annual contributions to gratuity funds maintained with Life Insurance Corporation of India and ICICI Prudential Life Insurance Company Limited which are irrevocable. The liability of gratuity benefits payable in the future is based on an independent actuarial valuation as at the end of the year. The actuarial valuation is done based on the "Projected Unit Credit" method.

Remeasurements, comprising of actuarial gains and losses and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are recognised immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation in the Statement of Profit and Loss:

– Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and

– Net interest expense or income

iii) **Compensated absences:**

The employees of the Company are entitled to encashment of unavailed leave. The employees can carry forward a portion of the unutilized leave and receive cash compensation at retirement or termination of employment. The Company contributes to the fund maintained with Life Insurance Corporation of India for this, which is irrevocable. The Company records an obligation for encashment of unavailed leave in the period in which the employee renders the services, based on an actuarial valuation at the Balance Sheet date carried out by an independent actuary less the fair value of the plan assets. Non-accumulating compensated absences are recognized in the period in which the absences occur. The Company recognizes actuarial gains and losses immediately in the statement of profit and loss.

i. Provisions and contingencies

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Contingent liability is disclosed for (i) possible obligation which will be confirmed only by future events not wholly within the control of the Company or (ii) present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefits is probable.

j. Foreign currency transactions

Transactions in currencies other than the Company's functional currency (foreign currencies) are recognised at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction. Foreign currency monetary assets and liabilities outstanding at the Balance Sheet date are restated at the year end rates. Non-monetary assets and liabilities denominated in foreign currencies and measured at historical cost or fair value are translated at the exchange rates prevailing on the dates on which such values were determined.

All Exchange differences arising on settlement/ restatement are charged to the Statement of Profit and Loss in the period in which they arise.

k. Earnings per share

The Company presents basic and diluted earnings per share (“EPS”) data for its equity shares. Basic EPS is calculated by dividing the profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

l. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

m. Cash flow statement

Cash flows are reported using indirect method as set out in Ind AS-7 "Statement of cash flows" whereby profit/ (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

n. Leases

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term unless the same is in line with inflation.

o. Use of estimates and judgments

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates under different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are included in the following accounting policies and/or notes.

Critical estimates and judgments in applying accounting policies

The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Information about estimates and judgments made in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

i) **Accounting policy on impairment of assets**

In assessing the property, plant and equipment for impairment, factors leading to significant reduction in profits such as reduction in CPC prices and increase in RPC prices, the Company's business plans and changes in regulatory environment are taken into consideration. The carrying value of the assets of a cash generating unit (CGU) is compared with the recoverable amount of those assets, that is, the higher of fair value less costs of disposal and value in use.

ii) **Provisions and contingencies**

The assessments undertaken in recognising provisions and contingencies have been made in accordance with the applicable Ind AS.

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of past events, it is probable that the Company will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Guarantees are also provided in the normal course of business. There are certain obligations which management has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Company is involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

iii) **Accounting policy on taxation**

In preparing financial statements, the Company recognises income taxes of the jurisdiction in which it operates. There are certain transactions and calculations for which the ultimate tax determination is uncertain. The Company recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. The uncertain tax positions are measured at the amount expected to be paid to taxation authorities when the Company determines that the probable outflow of economic resources will occur. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

iv) **Defined benefit plans**

A liability in respect of defined benefit plans is recognised in the balance sheet, and is measured as the present value of the defined benefit obligation at the reporting date less the fair value of the plan's assets. The present value of the defined benefit obligation is based on expected future payments which arise from the fund at the reporting date, calculated annually by independent actuaries. Consideration is given to expected future salary levels, experience of employee departures and periods of service. Refer note 33 for details of the key assumptions used in determining the accounting for these plans.

v) **Provision against obsolete and slow-moving inventories**

The Company reviews the condition of its inventories and makes provision against obsolete and slow-moving inventory items which are identified as no longer suitable for sale or use. Company estimates the net realizable value for such inventories based primarily on the latest invoice prices and current market conditions. The Company carries out an inventory review at each balance sheet date and makes provision against obsolete and slow-moving items. The Company reassesses the estimation on each balance sheet date.

vi) **Measurement of fair values**

A number of the accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values which is overseen by the Chief Financial Officer (CFO).

Significant valuation issues are reported to the Company's audit committee.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

– Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

– Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

– Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as a lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

vii) **Operating segments**

The Company is engaged in manufacture and sale of Calcined Petroleum Coke which constitutes single business segment. Further all the commercial operations of the Company are based in India. Performance is measured based on the management accounts as included in the internal management reports that are reviewed by the Company's Executive Director. Accordingly, there are no separate reportable segments.

3B Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective from 01 April, 2019:

Ind AS - 116

Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17. The amendment is effective for annual periods beginning on or after 01 April 19. The Company is in the process of evaluating the impact of this amendment on the financial statements.

Ind AS 12 Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Company does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Company does not expect any significant impact of the amendment on its financial statements.

Ind AS 109 – PREPAYMENT FEATURES WITH NEGATIVE COMPENSATION

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The Company does not expect this amendment to have any impact on its financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Company does not expect this amendment to have any significant impact on its financial statements.

Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any impact from this amendment.

Ind AS 28 – Long-term Interests in Associates and Joint Ventures

The amendments clarify that an entity applies Ind AS 109 Financial Instruments, to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied. The Company does not currently have any long-term interests in associates and joint ventures and hence does not expect any impact from this amendment.

Ind AS 103 – Business Combinations and Ind AS 111 – Joint Arrangements

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. The Company does not have control/joint control/joint control of a business that is a joint operation and hence does not expect any impact from this amendment.

4 Property, plant and equipment

A. Reconciliation of carrying amount

Year ended 31st March 2018

₹ in Lacs

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK
	As at 01.04.2017	Additions	Disposals	As at 31.03.2018	As at 01.04.2017	Charge for the year	On disposals	As at 31.03.2018	As at 31.03.2018
Land	13.58	-	-	13.58	-	-	-	-	13.58
Buildings	632.74	-	-	632.74	30.54	30.31	-	60.85	571.89
Plant and equipment	1,902.19	32.71	23.42	1,911.48	128.19	128.49	3.61	253.07	1,658.41
Furniture and fixtures	5.00	0.76	0.22	5.54	1.26	1.39	0.10	2.55	2.99
Vehicles	89.04	80.23	6.86	162.41	17.59	18.87	1.73	34.73	127.68
Office equipments	17.37	5.97	0.12	23.22	7.70	5.33	0.08	12.95	10.27
TOTAL	**2,659.92**	**119.67**	**30.62**	**2,748.97**	**185.28**	**184.39**	**5.52**	**364.15**	**2,384.82**

Year ended 31st March 2019

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK
	As at 01.04.2018	Additions	Disposals	As at 31.03.2019	As at 01.04.2018	Charge for the year	On disposals	As at 31.03.2019	As at 31.03.2019
Land	13.58	-	-	13.58	-	-	-	-	13.58
Buildings	632.74	-	11.36	621.38	60.85	30.14	0.61	90.38	531.00
Plant and equipment	1,911.48	536.80	13.68	2,434.60	253.07	133.88	4.39	382.56	2,052.04
Furniture and fixtures	5.54	0.20	0.48	5.26	2.55	0.66	0.44	2.77	2.49
Vehicles	162.41	17.02	3.00	176.43	34.73	25.54	2.77	57.50	118.93
Office equipments	23.22	11.07	0.84	33.45	12.95	7.71	0.72	19.94	13.51
TOTAL	**2,748.97**	**565.09**	**29.36**	**3,284.70**	**364.15**	**197.93**	**8.93**	**553.15**	**2,731.55**

B. Security

Refer note 19 for details of assets mortgaged.

5 Intangible assets

Software	
a. Year ended 31st March 2018	
Opening gross carrying amount	-
Additions	17.98
Disposals	-
Closing Gross Carrying Value	**17.98**
Opening accumulated amortisation	-
Amortisation charge for the year	1.44
On disposal	-
Closing accumulated amortisation	**1.44**
Net carrying amount	**16.54**
b. Year ended 31st March 2019	
Opening gross carrying amount	17.98
Additions	-
Disposals	-
Closing Gross Carrying Value	**17.98**
Opening accumulated amortisation	1.44
Amortisation charge for the year	5.99
On disposal	-
Closing accumulated amortisation	**7.43**
Net carrying amount	**10.55**

₹ in Lacs

6 Non-current financial assets - Investments	As at 31st March 2019	As at 31st March 2018
Investments in equity instruments at FVOCI		
Quoted (Non Trade):		
74,250 (31st March 2018: 74,250) fully paid up equity shares of ₹2 each in ICICI Bank Limited	**296.33**	206.67
	296.33	206.67
Aggregate book value of quoted investment	**296.33**	206.67
Aggregate market value of quoted investment	**296.33**	206.67

The Company designated the investments shown below as equity shares at FVOCI because these equity shares represents investments that the Company intends to hold for long term.

	Fair value at As at 31st March 2019	Dividend income 2018-19	Fair value at 31st March 2018	Dividend income 2017-18
Investments in ICICI Bank Limited	**296.33**	**1.11**	206.67	1.69

No investments were disposed off during the year as well as the previous year, and there were no transfer of any cumulative gain or loss within equity relating to this investment.

7 Non-current financial assets - Loans	As at 31st March 2019	As at 31st March 2018
(Unsecured considered good, unless otherwise specified)		
Security deposits	**72.34**	72.07
	72.34	72.07
Break-up of security details		
Loans considered good - Secured	-	-
Loans considered good - Unsecured	**72.34**	72.07
Loans which have significant increase in credit risk	-	-
Loans - credit impaired	-	-
Total	**72.34**	72.07
Less: Loss allowance	-	-
Total loans	**72.34**	72.07

8 Income tax assets (net)	As at 31st March 2019	As at 31st March 2018
Advance tax (net of provision)	**205.36**	85.21
Taxes paid in dispute	**1,041.67**	1,041.67
[Net of provision ₹444.51 lacs (31st March 2018 ₹444.51 lacs)]		
	1,247.03	1,126.88

9 Other non-current assets	As at 31st March 2019	As at 31st March 2018
(Unsecured considered good, unless otherwise specified)		
Capital advances	**328.81**	333.78
Others		
- Prepaid expenses	**2.28**	0.95
- Leasehold land prepayments (refer note below)	**73.23**	74.43
	404.32	409.16

Represents prepayments in respect of land taken under operating leases, being amortised equally over the period of the lease.

₹ in Lacs

10 Inventories	As at 31st March 2019	As at 31st March 2018
Raw materials	9,000.88	5,710.49
Finished goods	7,381.51	3,358.12
Stores and spares	259.02	274.20
	16,641.41	9,342.81
Carrying amount of inventories (included above) hypothecated (refer note 19)	16,641.41	9,342.81

The write down of inventories to net realisable value during the year amounted to ₹ 735.54 lacs (31st March 2018: ₹ 40.83 lacs). These were recognised as an expense during the year and included in cost of material consumed or changes in inventories of finished goods in statement of profit and loss.

For mode of valuation of inventories, please refer Note 3f.

11 Current financial assets - Trade receivables	As at 31st March 2019	As at 31st March 2018
Unsecured		
- Considered good	6,225.83	5,620.96
- Considered doubtful	19.64	19.64
	6,245.47	5,640.60
Less : Allowances for doubtful trade receivables	(47.18)	(19.64)
	6,198.29	5,620.96
Break-up of security details		
Trade receivables considered good - Secured	-	-
Trade receivables considered good - Unsecured	6,225.83	5,620.96
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	19.64	19.64
Total	6,245.47	5,640.60
Less: Loss allowance	(47.18)	(19.64)
Total trade receivables	6,198.29	5,620.96

Trade receivables with a carrying value of ₹6,198.29 lacs and ₹5,620.96 lacs have been given as collateral towards borrowings as at 31st March 2019 and 31st March 2018 respectively (refer note 19 on borrowings).

The credit period given to customers ranges from 7 days to 45 days. For the existing customers based on their past records, the Company fixes the credit limit as well as credit period. For new customers, Company generally supplies the goods against advances.

Of the trade receivables balance as at 31st March 2019, ₹5,450.56 lacs (31st March 2018: ₹5,182.84 lacs) is due from Aluminum Smelters in India. Hence, the credit risk concentration is limited to the large Aluminum Smelters in India.

In accordance with Ind-AS 109, the Company applies expected credit loss ("ECL") model for measurement and recognition of impairment loss. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Age of receivables	As at 31st March 2019	As at 31st March 2018
Within the credit period	5,801.11	3,900.88
1-30 days past due	317.31	548.25
31-60 days past due	-	566.54
61-90 days past due	-	130.27
more than 90 days past due	79.87	475.02
	6,198.29	5,620.96
Movement in expected credit loss allowance		
Balance at the beginning of the year	19.64	19.64
Movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit loss	27.54	-
Balance at end of the year	47.18	19.64

₹ in Lacs

12 Current financial assets - Cash and cash equivalents	As at 31st March 2019	As at 31st March 2018
Balances with banks in current accounts	43.21	30.74
Deposits with original maturity of less than 3 months (including interest accrued thereon)	-	4,675.71
Cash on hand	1.31	3.82
	44.52	4,710.27

13 Current financial assets - Other bank balances	As at 31st March 2019	As at 31st March 2018
Bank deposits having original maturity more than 3 months but not more than 12 months (including interest accrued thereon)	-	2,037.45
Margin money deposits and security against borrowings (including interest accrued thereon)	3,348.06	7,403.87
Earmarked unpaid dividend accounts	57.70	46.49
	3,405.76	9,487.81

14 Current financial assets - Others	As at 31st March 2019	As at 31st March 2018
(Unsecured considered good, unless otherwise specified)		
Advances to PF Trust	19.75	19.75
Derivative financial asset (refer note 35)	-	104.60
Other receivables	11.93	6.21
	31.68	130.56

15 Other current assets	As at 31st March 2019	As at 31st March 2018
(Unsecured considered good, unless otherwise specified)		
Advances to suppliers	170.16	128.44
Prepaid expenses	166.90	153.23
Balances with government authorities including GST balance	2,804.59	1,349.96
Other receivables	5.19	31.97
Leasehold land prepayment (refer note 9)	1.20	1.20
	3,148.04	1,664.80

16	Equity share capital	As at 31st March 2019 Number of shares	As at 31st March 2019 ₹ in Lacs	As at 31st March 2018 Number of shares	As at 31st March 2018 ₹ in Lacs
A	Authorised share capital				
	Equity shares of ₹10 each with voting rights				
	Balance as at beginning and as at the end of the year	**22,000,000**	**2,200.00**	22,000,000	2,200.00
	Preference shares of ₹100/- each				
	Balance as at beginning and as at the end of the year	**300,000**	**300.00**	300,000	300.00
B	Issued, subscribed and fully paid-up				
	Equity shares of ₹10 each with voting rights				
	Balance as at beginning and as at the end of the year	**9,151,052**	**915.11**	9,151,052	915.11
C	Shares held by holding Company				
	V. S. Dempo Holdings Private Limited				
	Balance as at beginning and as at the end of the year	**5,069,040**	**506.90**	5,069,040	506.90
D	Details of shareholders holding more than 5% shares in the Company		**% of Holding**		% of Holding
	V. S. Dempo Holdings Private Limited				
	Balance as at beginning and as at the end of the year	**5,069,040**	**55.40**	5,069,040	55.40
E	Terms/rights attached to equity shares: The Company has only one class of issued equity shares having a face value of ₹10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.				

17 Other equity*

Nature and purpose of other reserves

General reserve

Under the erstwhile Companies Act, 1956, a general reserve was created through an annual transfer on net income at a specified percentage in accordance with the applicable regulations. Consequent to introduction of the Companies Act, 2013, the requirement to mandatorily transfer a specified percentage of net profit to general reserve has been withdrawn. The balances in the general reserve as determined in accordance with applicable regulations is ₹1,803.05 lacs as at 31st March 2018 and 31st March 2019.

Equity instruments through other comprehensive income

The Company has elected to recognise changes in the fair value of certain investment in equity securities in other comprehensive income. These changes are accumulated within the FVOCI equity investments within equity. The Company transfers amounts from such component of equity to retained earnings when the relevant debt instruments are derecognised.

Securities premium

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Act.

* Refer Statement of Changes in Equity

₹ in Lacs

18	Deferred tax liabilities (net)	As at 31st March 2019	As at 31st March 2018
	Deferred tax liabilities (refer footnote (d) for breakdown)	**606.85**	600.13
	MAT credit entitlement	**-**	(96.44)
	Deferred tax assets (refer footnote (d) for breakdown)	**(521.59)**	(161.57)
		85.26	342.12
a)	Amount recognised in Statement of Profit and Loss		
	Particulars	**For the year ended 31st March 2019**	**For the year ended 31st March 2018**
	Current tax on profit for the year	**-**	3,142.30
	Charge in respect of current tax for earlier years	**13.22**	444.51
	Total current tax expense (i)	**13.22**	3,586.81
	Origination and reversal of temporary differences	**(349.19)**	(19.57)
	Effect of change in tax rate	**4.32**	-
	Total deferred tax expense (ii)	**(344.87)**	(19.57)
	Tax expense for the year (i+ii)	**(331.65)**	3,567.24
b)	Amount recognised in other comprehensive income		
	Deferred tax credit on:		
	Re-measurement of defined benefit obligation	**(8.43)**	(6.41)
		(8.43)	(6.41)
c)	Reconciliation of tax expense and accounting profit multiplied by prevailing tax rate		
	Accounting (loss)/profit before tax	**(1,083.09)**	8,952.09
	Indian tax rate as applicable to the company	**34.944%**	34.608%
	Tax on profit at statutory tax rate	**(378.47)**	3,098.14
	Non deductible expenses	**25.08**	49.52
	Non-taxable income	**(0.39)**	(0.58)
	Other items	**4.59**	68.00
	Allowable expenses	**-**	(92.35)
	Effect of change in tax rate	**4.32**	-
	Adjustments in respect of earlier years	**13.22**	444.51
	Tax charge for the year	**(331.65)**	3,567.24

₹ in Lacs

d) Reconciliation of deferred tax (assets)/liabilities

Particulars	Balance as at 1st April 2017	Charged/ (credited) to Statement of income	Charged/ (credited) to OCI	Others	Balance as at 31st March 2018
Property, plant and equipment	600.13	**(37.71)**	-	-	562.42
Provision for doubtful debts/advances	(6.80)	**-**	-	-	(6.80)
Provision for employee benefits	(17.51)	**(0.10)**	(6.41)	-	(24.02)
Fair valuation of forward contracts	(16.39)	**16.39**	-	-	-
MAT credit entitlement	(96.44)	**-**	-	-	(96.44)
Others	(94.89)	**1.85**	-	-	(93.04)
	368.10	**(19.57)**	(6.41)	-	342.12

Particulars	Balance as at 1st April 2018	Charged/ (credited) to Statement of income	Charged/ (credited) to OCI	Others	Balance as at 31st March 2019
Property, plant and equipment	562.42	**44.43**	-	-	606.85
Unabsorbed depreciation/carry forward business loss	-	**(350.06)**	-	-	(350.06)
Provision for doubtful debts	(6.80)	**(9.69)**	-	-	(16.49)
Provision for employee benefits	(24.02)	**1.61**	(8.43)	-	(30.84)
MAT credit entitlement	(96.44)	**-**	-	96.44	-
Others	(93.04)	**(31.16)**	-	-	(124.20)
	342.12	**(344.87)**	(8.43)	96.44	85.26

Significant estimate

The ultimate utilisation of the carry forward business loss is dependent upon the generation of future taxable income as per the provisions of Income Tax Act, 1961, before the expiry of period over which the said carry forward business loss can be utilised. Management considers the scheduled reversals of deferred tax liabilities, projected future taxable income and tax planning strategy in making this assessment. Based on the historical details of the taxable income, book profit and projections of future taxable income over the periods in which the carry forward business loss is available for utilisation, Management believes that the Company will be able to realise/utilise the carry forward business loss. However, the utilisation could be reduced in the near term if the future taxable income undergoes any change as compared to the estimates made by the management as at reporting date.

₹ in Lacs

19 Current financial liabilities - Borrowings	As at 31st March 2019	As at 31st March 2018
Secured:		
From banks		
Loans repayable on demand		
Cash credit	**43.22**	4.23
Buyers credit	**-**	19,483.42
	43.22	19,487.65

Notes: 1) The cash credit and buyer's credit facilities are secured by first and equitable mortgage on pari-passu basis of all immovable properties and by hypothecation of all movable properties, plant and equipments, inventories, trade receivables and other receivables of the Company.

2) Cash credit facilities availed from banks is payable on demand and carries interest rate ranging between 9.35% p.a. to 11.30% p.a. (31st March 2018: 12% p.a. to 12.50% p.a., computed on a daily basis on the actual amount utilised. Buyer's credit availed during FY 2017-18 was repaid during the year with interest rate ranging between LIBOR +25 bps to LIBOR + 30 bps.

₹ in Lacs

20 Current financial liabilities - Trade payables	As at 31st March 2019	As at 31st March 2018
Total outstanding dues of micro enterprises and small enterprises (refer note 32)	-	-
Related parties (refer note 40)	**5.39**	44.18
Others*	**21,422.61**	1,368.45
	21,428.00	1,412.63

* Includes payable due to credit extended by suppliers amounting to ₹19,918.73 lacs (31st March 2018: Nil).

Trade Payables are normally settled within 7 to 180 days. The Company's imports of raw materials are based on the letter of credit issued/suppliers credit availed.

The company's exposure to currency and liquidity risk related to trade payables is disclosed in note 35.

21 Current financial liabilities - Others	As at 31st March 2019	As at 31st March 2018
Interest accrued but not due on borrowings		
On banks	-	137.34
On credit from suppliers	**130.96**	-
Interest accrued and due on unsecured loan from a related party (refer note 40)	**181.01**	181.01
Unclaimed dividends (refer footnote below)	**57.70**	46.49
Employee recoveries	**3.01**	0.84
Others	**31.40**	25.39
Derivative financial liability (refer note 35)	**623.76**	-
	1,027.84	391.07

There are no dues outstanding which are to be transferred to Investor Education and Protection Fund.

22 Other current liabilities	As at 31st March 2019	As at 31st March 2018
Statutory remittances (refer footnote below)	**420.28**	588.04
Contract liabilities (advance from customer)	**8.57**	45.10
Export obligation payable	**426.77**	705.11
	855.62	1,338.25

Statutory remittances include payable for PF, ESIC, GST, TDS, etc.

23 Current liabilities - Provisions	As at 31st March 2019	As at 31st March 2018
Provisions for employee benefits - compensated absences	**33.04**	37.41
	33.04	37.41

24 Revenue from operations (net) (refer note 44)	Year ended 31st March 2019	Year ended 31st March 2018
Sale of products (refer footnote below)	**46,136.52**	58,717.02
Other operating revenues		
- Sale of scrap	**27.06**	7.62
- Others	**15.22**	-
	46,178.80	58,724.64

In accordance with the requirements of Ind AS, revenue for period 1st April 2017 to 30th June 2017 in respect of previous year is inclusive of excise duty.

₹ in Lacs

25 Other income	Year ended 31st March 2019	Year ended 31st March 2018
Interest income from financial assets at amortised cost		
- Banks deposits	**149.18**	604.76
- Others	**4.28**	4.34
	153.46	609.10
Interest income from income tax refunds	-	5.02
Dividend income from non-current investments measured at FVOCI	**1.11**	1.69
Net gain on foreign currency transactions and translation	**19.99**	250.95
Net gain on disposal of property, plant and equipment	**33.26**	2.55
Liabilities no longer required written back	**16.99**	4.59
Other non-operating income	-	0.24
	224.81	874.14

26 Cost of material consumed	**43,547.43**	41,236.44

27 Changes in inventories of finished goods	Year ended 31st March 2019	Year ended 31st March 2018
Inventories of finished goods at the end of the year	**7,381.51**	3,358.12
Inventories of finished goods at the beginning of the year	**3,358.12**	3,605.97
	(4,023.39)	247.85

28 Employee benefit expense	Year ended 31st March 2019	Year ended 31st March 2018
Salaries, wages, bonus and allowances	**1,482.42**	1,545.50
Contribution to provident and other funds (refer note 34)	**128.42**	133.80
Staff welfare expenses	**203.75**	184.84
	1,814.59	1,864.14

29 Finance cost	Year ended 31st March 2019	Year ended 31st March 2018
Interest expense on financial liabilities at amortised cost		
- Borrowings/credit from suppliers	**589.09**	541.37
- Others	**45.28**	2.30
	634.37	543.67
Other borrowing costs (letter of credit/bank charges etc.)	**527.49**	320.25
Net gain on foreign currency transactions and translation (net)	-	106.81
	1,161.86	970.73

₹ in Lacs

30 Other expenses	Year ended 31st March 2019	Year ended 31st March 2018
Excise duty on stock differential	-	(503.18)
Fuel and power	**431.98**	427.76
Repairs and maintenance		
- Buildings	**177.50**	175.26
- Plant and machinery	**314.43**	257.38
- Others	**50.03**	45.20
	541.96	477.84
Rent	**50.35**	51.97
Rates and taxes	**65.89**	91.10
Insurance	**50.27**	39.18
Processing/labour charges	**1,101.08**	1,068.54
Travelling expenses	**122.81**	113.40
Packing expenses	**403.07**	442.34
Freight expense (net)	**933.95**	881.52
Bad debts written off	**6.04**	19.40
Provision for doubtful debts	**27.54**	-
Payments to auditors (excluding service tax or goods and services tax)		
- Audit fees	**16.00**	15.50
- Other services	**9.00**	4.50
- Reimbursement of expenses	**0.68**	2.88
	25.68	22.88
Directors' sitting fees and commission	**12.35**	105.55
Assets written off	**9.41**	19.96
Corporate social responsibility (refer note 38)	**67.27**	10.60
Amortisation of leasehold land prepayments	**1.19**	1.19
Export obligation expense	**136.97**	705.11
General expenses (refer note 41)	**794.48**	1,071.16
	4,782.29	5,046.32

₹ in Lacs

31 Contingent Liabilities and capital commitment: (Claims against the Company not acknowledged as debts)	As at 31st March 2019	As at 31st March 2018
i) Income tax demands under appeal	**247.44**	247.44
ii) The Company's appeal to the High Court of Bombay at Goa against the order of the Income Tax Appellate Tribunal which had confirmed the disallowance of the deduction under Section 80HHC of the Income Tax Act, 1961 for Assessment Years 1993-94 to 2004-05 was allowed by the High Court vide its order dated October 21, 2010. The income tax department has filed a Special Leave petition before the Honorable Supreme Court. The petition has been admitted and is pending for hearing.	-	-
The amounts mentioned against (i) above are based on the notice of demand or the assessment orders issued by the relevant authorities, as the case may be. The Company is contesting these demands with the relevant appellate authorities. Outflows, if any, arising out of these demands would depend on the outcome of the decisions of the appellate authorities and the Company's rights for future appeals before the Judiciary. However, the Company is hopeful of successful outcome in the appellate proceedings.		
iii) There are numerous interpretative issues relating to the Supreme Court (SC) judgement dated 28th February, 2019, relating to components/allowances paid that need to be taken into account while computing an employer's contribution of provident fund under the Employees' Provident Funds and Miscellaneous Provident Act, 1952. The Company has also obtained a legal opinion on the matter and basis the same there is no material impact on the financial statements as at 31st March 2019. The Company would record any further effect on its financial statements, on receiving additional clarity on the subject.		
iv) Capital commitment.	-	-

32 The information as required under Section 22 of Micro, Small and Medium Enterprises Development Act, 2006 as received by the Company and relied upon by Auditors is as follows:–

₹ in Lacs

Particulars	As at 31st March 2019	As at 31st March 2018
Principal amount & interest due thereon (separately) payable to any supplier (under MSMED) at the end of each accounting year.		
- Principal amount	-	-
- Interest due thereon	-	-
Amount of interest paid and payments made to the supplier beyond the appointed day during each accounting year.		
- Principal amount	**1.86**	53.97
- Interest due thereon	-	-
Amount of interest due and payable for delay in payment (which have been paid but beyond the appointed day during the year) but without adding the interest under this Act.	**0.01**	0.22
Amount of interest accrued and remaining unpaid at the end of each accounting year.	**0.23**	0.22
Amount of further interest remaining due and payable even in the succeeding years, till actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under the Income Tax Act, 1961.	-	-

Note: The information has been given in respect of such suppliers to the extent they could be identified as Micro and Small enterprises on basis of information available with the Company.

₹ in Lacs

33 Leases

The company has taken the corporate office on lease under operating lease. The lease typically run for a period of 5 years with an option to renew the lease after that period. The future minimum lease payments to be made under non cancellable operating lease as on 31st March 2019 are as under.

Particulars	As at 31st March 2019	As at 31st March 2018
i) Due within 12 Months	**23.60**	22.51
ii) Due between 12 - 60 Months	**94.38**	94.38
iii) Due beyond 60 Months	-	-
Total Amount Due	**117.98**	116.89

Amount recognised in Statement of Profit and Loss for lease expense is ₹50.35 lacs (31st March 2018 ₹51.97 lacs)

34 Employee benefit plans

a) Defined benefit plans:

i) The following table sets out the status of the gratuity plan (included as part of "Contribution to provident and other funds" in Note 28 Employee benefit expense) as required under Ind AS 19:

Particulars	As at 31st March 2019	As at 31st March 2018
i) Change in present value of obligation		
Defined benefit obligation at the beginning of the year	**483.21**	434.72
Current service cost	**28.36**	23.36
Past service cost	-	26.22
Interest cost	**34.88**	30.98
Actuarial (gain)/loss due to financial assumption	**9.63**	(3.89)
Actuarial losses due to experience	-	10.58
Benefits paid	**(47.37)**	(38.76)
Defined benefit obligation at the end of the year	**508.71**	483.21
ii) Change in fair value of plan assets		
Fair value of plan assets at the beginning of the year	**519.81**	491.10
Adjustment to opening fair value of plan assets	**7.07**	7.50
Interest income	**40.28**	37.22
Re-measurement gain/(loss) arising from return on plan assets	**(14.51)**	(16.67)
Contributions received	**55.00**	39.42
Benefit paid	**(47.37)**	(38.76)
Fair value of plan assets at the end of the year	**560.28**	519.81
iii) Net assets/(liability) recognised in the Balance Sheet		
Defined benefit obligation at the end of the year	**508.71**	483.21
Fair value of the plan assets at the end of the year	**560.28**	519.81
Excess of plan asset over obligation	**51.57**	36.60

₹ in Lacs

	Particulars	As at 31st March 2019	As at 31st March 2018
iv)	**Expenses recognised in the Statement of Profit and Loss**		
	Current service cost	**28.36**	23.36
	Past service cost	**-**	26.22
	Net Interest	**(5.40)**	(6.24)
	Net cost recognised in the Statement of Profit and Loss	**22.96**	43.34
v)	**Expenses recognised in Other Comprehensive Income**		
	Actuarial losses on obligation	**9.63**	6.69
	Re-measurement (gain)/loss arising from return on plan assets	**14.51**	16.67
	Total actuarial losses recognised in OCI	**24.14**	23.36
vi)	**Return on plan assets**		
	Expected return on plan assets	**40.28**	37.22
	Re-measurement gain/(loss) arising from return on plan assets	**(14.51)**	(16.67)
	Actual return on plan assets	**25.77**	20.55

vii) The projected service cost for the financial year ended 31st March 2020 is ₹28.44 lacs (Previous year: 28.36 lacs.)

The Company aim to eliminate any deficit in gratuity plan. Funding levels are assessed by LIC and ICICI on annual basis and the company makes contribution as per the instructions received from them. The Company compares the expected contribution to the plan as provided by actuary with the instruction from LIC and ICICI and assesses whether any additional contribution may be required. The Company considers the future expected contribution will not be significantly increased as compared to actual contribution.

viii) **Asset Information**

Allocation of plan assets	LIC*		ICICI Prudential Life Insurance Co. Ltd.	
	As at 31st March 2019	As at 31st March 2018	As at 31st March 2019	As at 31st March 2018
Gratuity fund	**170.51**	115.11	**-**	-
Growth fund - Equity	**-**	-	**29.29**	-
Debt fund	**-**	-	**192.55**	-
Debt security - Government Bond	**-**	-	**-**	30.99
Equity securities - Corporate debt securities	**-**	-	**-**	210.57
Balance fund			**167.85**	-
Other insurance contracts	**-**	-	**-**	163.05
Property/Other	**-**	-	**0.08**	0.09
Total itemized assets	**170.51**	115.11	**389.77**	404.70

* The category wise details of the plan assets maintained by LIC is not available.

ix) **Assumption**

Rate of Mortality	IALM (2006-08) Ult	
Discount rate	7.72%	7.59%
Expected salary increase rate	5.35%	5.35%
Attrition rate	1.00%	1.00%

The estimates of future salary increases considered in the actuarial valuation, take into account inflation, seniority, promotions, increments and other related factors such as supply and demand in the employment market.

₹ in Lacs

x) **Sensitivity Analysis**

	31st March 2019		31st March 2019	
	DR - Discount Rate		ER - Salary Escalation Rate	
Present value of obligation ('PVO')	PVO DR +1%	PVO DR -1%	PVO ER +1%	PVO ER -1%
	479.48	541.32	541.30	479.02
	31st March 2018		31st March 2018	
	DR - Discount Rate		ER - Salary Escalation Rate	
Present value of obligation ('PVO')	PVO DR +1%	PVO DR -1%	PVO ER +1%	PVO ER -1%
	428.95	488.44	483.33	432.18

xi) **Asset liability comparisons**

Year	31.03.2015	31.03.2016	31.03.2017	31.03.2018	31.03.2019
PVO at end of period	336.51	340.64	434.72	483.21	**508.71**
Plan assets	408.62	425.56	491.09	519.81	**560.28**
Surplus/(deficit)	72.11	84.92	56.37	36.60	**51.57**
Experience adjustments on plan assets	21.30	(18.46)	9.28	(16.67)	**(14.51)**

ii) **Risk analysis**

Company is exposed to a number of risks in the defined benefit plan. Most significant risks pertaining to defined benefits plan and management estimation of the impact of these risks are as follows:

a. Investment risk

The gratuity plan is funded with Life Insurance Corporation of India (LIC) and ICICI Prudential Life (ICICI). Company does not have any liberty to manage the fund provided to LIC and ICICI prudential.

The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to Government of India bonds. If the return on plan asset is below this rate, it will create a plan deficit.

b. Interest risk

A decrease in the interest rate on plan assets will increase the plan liability.

c. Longevity risk/Life expectancy

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and at the end of the employment. An increase in the life expectancy of the plan participants will increase the plan liability.

d. Salary growth risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. An increase in the salary of the plan participants will increase the plan liability.

b) **Defined contribution plans:**

A sum of ₹105.46 lacs (Previous year ₹103.18 lacs) has been charged to the Statement of Profit and Loss in respect of Company's contribution to superannuation fund, provident and pension fund.

₹ in Lacs

35 Financial instruments - Fair value and risk management

i Financial risk management objective and policies

This section gives an overview of the significance of financial instruments for the Company and provides additional information on the balance sheet. Details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset and financial liability are disclosed in Note 3d.

ii Accounting classification and fair value

The accounting classification of each category of financial instruments, and their carrying amounts, are set out below:

Financial Assets	Note	Fair value through profit or loss	Fair value through other comprehensive income	Amortised cost	Total carrying value	Total fair value
As at 31st March 2018						
Financial assets measured at fair value						
Non-current investments - Equity Shares in ICICI Bank Limited	6	-	206.67	-	206.67	206.67
Derivative financial asset	14	104.60	-	-	104.60	104.60
*Financial assets not measured at fair value **						
Other non-current financial assets	7	-	-	72.07	72.07	
Trade receivables	11	-	-	5,620.96	5,620.96	
Cash and cash equivalents	12	-	-	4,710.27	4,710.27	
Other bank balances	13	-	-	9,487.81	9,487.81	
Other current financial assets	14	-	-	25.96	25.96	
Total		**104.60**	**206.67**	**19,917.07**	**20,228.34**	**311.27**
As at 31st March 2019						
Financial assets measured at fair value						
Non-current investments - Equity Shares in ICICI Bank Limited	6	-	296.33	-	296.33	296.33
*Financial assets not measured at fair value **						
Other non-current financial assets	7	-	-	72.34	72.34	
Trade receivables	11	-	-	6,198.29	6,198.29	
Cash and cash equivalents	12	-	-	44.52	44.52	
Other bank balances	13	-	-	3,405.76	3,405.76	
Other current financial assets	14	-	-	31.68	31.68	
Total		**-**	**296.33**	**9,752.59**	**10,048.92**	**296.33**

₹ in Lacs

Financial Liabilities	Note	Fair value through profit or loss	Fair value through other comprehensive income	Amortised cost	Total carrying value	Total fair value
As at 31st March 2018						
*Financial liabilities not measured at fair value **						
Borrowings	19	-	-	19,487.65	19,487.65	-
Trade payables	20	-	-	1,412.63	1,412.63	-
Other current financial liabilities	21	-	-	391.07	391.07	-
Total		**-**	**-**	**21,291.35**	**21,291.35**	**-**
As at 31st March 2019						
Financial liabilities measured at fair value						
Derivative financial liability	21	623.76	-	-	623.76	623.76
*Financial liabilities not measured at fair value **						
Borrowings	19	-	-	43.22	43.22	
Trade payables	20	-	-	21,428.00	21,428.00	
Other current financial liabilities	21	-	-	404.08	404.08	
Total		**623.76**	**-**	**21,875.30**	**22,499.06**	**623.76**

* Financial assets and liabilities such as trade receivables, cash and cash equivalents, bank balance other than cash and cash equivalents, loans, advances, borrowings, trade payables, interest accrued but not due on borrowings, unclaimed dividends, security deposits and others are largely short term in nature. The fair value of these financial assets and liabilities approximate there carrying amount due to the short term nature of such assets and liabilities.

iii) **Valuation techniques used to determine fair value**

a) The fair value of forward exchange contract is determined using forward exchange rate at the balance sheet date. The fair value of equity shares in ICICI Bank Limited is determined basis the quoted market price.

b) The finance department of the Company performs the valuation of financial assets and liabilities required for financial reporting purposes. The finance department reports directly to the Chief Financial Officer (CFO). Discussions of valuation processes and results are held between the CFO and the finance department at least once every three months, in line with the Company's quarterly reporting periods.

iv) **Fair value hierarchy**

The table shown below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined below:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

₹ in Lacs

As at 31st March 2018	Level 1	Level 2	Level 3
Financial assets			
Non-current investments - Equity Shares in ICICI Bank Limited	206.67	-	-
Other current financial assets - Derivative financial assets	-	104.60	-
Total	**206.67**	**104.60**	**-**
As at 31st March 2019	Level 1	Level 2	Level 3
Financial assets			
Non-current investments - Equity Shares in ICICI Bank Limited	296.33	-	-
Financial liabilities			
Other current financial liability - Derivative financial liability	-	(623.76)	-
Total	**296.33**	**623.76**	**-**

v) **Risk management framework**

a. **Risk management**

The Company's business is subject to several risks and uncertainities including financial risks. The Company's documented risk management policies act as an effective tool in mitigating the various financial risks to which the business is exposed to in the course of their daily operations. The risk management policies cover areas such as liquidity risk, commodity price risk, foreign exchange risk, interest rate risk, counterparty and concentration of credit risk and capital management. Risks are identified through a formal risk management programme with active involvement of senior management personnel and business managers at both the corporate and plant level. Each significant risk has a designated 'owner' within the Company at an appropriate senior level. The potential financial impact of the risk and its likelihood of a negative outcome are regularly updated.

The risk management process is co-ordinated by the Management Assurance functions and is regularly reviewed by the Company's Audit Committee. The Audit Committee meets regularly to review risks as well as the progress against the planned actions. Key business decisions are also discussed at the periodic meetings of the Audit committee and the Board of Directors. The overall internal control environment and risk management programme including financial risk management is reviewed by the Audit Committee and the Board.

The risk management framework aims to:

improve financial risk awareness and risk transparency

identify, control and monitor key risks

identify risk accumulations

provide management with reliable information on the Company's risk situation

improve financial returns

b. **Treasury management**

The Company's treasury function provides services to the business, co-ordinates access to domestic financial markets, monitors and manages the financial risks relating to the operations of the Company through internal reports which analyses exposures by degree and magnitude of risks. These risks include market risk (currency risk, interest rate risk and price risk), credit risk, liquidity risk and cash flow interest rate risk.

The Company uses derivative instruments (forward contracts) as part of its management of exposure to fluctuations in foreign currency exchange rates. The Company does not acquire or issue derivative financial instruments for trading or speculative purposes.

c. **Price risk on raw materials and finished goods i.e. RPC and CPC**

The Company imports raw material only based on the confirmed orders in hand and indicated orders placed by the reputed aluminum smelters. The Company enters into contract with the major aluminum smelters for the supply of CPC on quarterly basis with the agreed selling price.

d. **Financial risk**

The Company avails credit from overseas suppliers for a period of 180 days. The Company collects dues from the customers within a period of 30 days. The Company places fixed deposits with the Company Bankers and the Company's liquid assets like trade receivables, finished goods and raw material which has been procured based on the confirmed orders/indicated orders will be sufficient enough to repay the outstanding payables. The management regularly monitors the liquid assets value vis-a-vis outstanding balance of payables.

e. **Liquidity risk**

The Company remains committed to maintaining a healthy liquidity, gearing ratio, deleveraging and strengthening its balance sheet. The maturity profile of the Company's financial liabilities based on the remaining period from the date of balance sheet to the contractual maturity date is given in the table below. The figures reflect the contractual undiscounted cash obligation of the company.

₹ in Lacs

Financial liabilities	<1 Year	1-3 Years	3-5 Years	> 5 Years	Total
As at 31st March 2018					
Borrowings	19,487.65	-	-	-	19,487.65
Trade payables	1,412.63	-	-	-	1,412.63
Other financial liabilities	391.07	-	-	-	391.07
Total	**21,291.35**	**-**	**-**	**-**	**21,291.35**

Financial liabilities	<1 Year	1-3 Years	3-5 Years	> 5 Years	Total
As at 31st March 2019					
Borrowings	43.22	-	-	-	43.22
Trade payables	21,428.00	-	-	-	21,428.00
Other financial liabilities	1,027.84	-	-	-	1,027.84
Total	**22,499.06**	**-**	**-**	**-**	**22,499.06**

As at 31st March 2019, the Company had access to funding facilities (both fund based and non-fund based) of ₹28,000 lacs, of which ₹7,000 lacs was yet not drawn, as set out below:

Funding facility	Total Facility	Drawn	Undrawn
	As at 31st March 2019		
Less than 1 year			
Fund Based Limit	7,000.00	-	7,000.00
Non-fund Based Limit	21,000.00	21,000.00	-
1-5 years and above	-	-	-
Total	**28,000.00**	**21,000.00**	**7,000.00**

As at 31st March 2018, the Company had access to funding facilities of ₹27,300 lacs, of which ₹7,812.35 lacs was yet not drawn, as set out below:

Funding facility	Total Facility	Drawn	Undrawn
	As at 31st March 2018		
Less than 1 year	27,300.00	19,487.65	7,812.35
1-5 years and above	-	-	-
Total	**27,300.00**	**19,487.65**	**7,812.35**

Collateral

The Company has pledged its trade receivables and cash and cash equivalents in order to fulfill the collateral requirements for the financial facilities in place. There are no other significant terms and conditions associated with the use of collaterals.

f. **Foreign exchange risk**

The Company's business activities include import of raw materials like Raw Petroleum Coke, which are linked to international price in dollar terms. As a result the Company is exposed to exchange rate fluctuation on its imports.

g. **Interest rate risk**

Erstwhile the Company used to avail foreign currency loan in the form of Buyers credit facilities with overseas banks with tenure of 180 days at an interest rate of 6 months LIBOR with certain agreed additional basis points. Since the rate was fixed and agreed well in advance, the Company was not exposed to interest-rate risk due to adverse movement in interest rates. In the current period, the Company has availed credit upto 180 days from its overseas suppliers. The cost for extending credit is fixed with suppliers upfront and hence the Company is not exposed to interest rate risk.

h. **Derivative financial instruments**

The Company enters into forward contracts which are not intended for trading or speculative purposes, but for hedging.

a) Forward Exchange Contracts outstanding at the year end:

	As at 31st March 2019				As at 31st March 2018			
	Buy-Sell	No. of Contracts	US Dollars	₹in Lacs	Buy-Sell	No. of Contracts	US Dollars	₹in Lacs
	Buy	**16**	**28,800,937**	**20,137.26**	Buy	2	11,795,388	7,588.67

b) The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

	As at 31st March 2019		As at 31st March 2018	
	US Dollars	₹in Lacs	US Dollars	₹in Lacs
Amount payable in foreign currency				
Buyers credit	-	-	18,096,342	11,795.20
Interest accrued but not due on borrowings/credit from suppliers	**189,352**	**130.96**	212,748	138.67

36 Capital management

The Company's objectives when managing capital is to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth. The Company's overall strategy remains unchanged from previous year.

The Company sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments.

The funding requirements are met through a mixture of equity, internal fund generation and other non-current borrowings. The Company's policy is to use current and non-current borrowings to meet anticipated funding requirements.

The Company monitors capital on the basis of the net debt to equity ratio. The Company is not subject to any externally imposed capital requirements.

Net debt are non-current and current debts as reduced by cash and cash equivalents, other bank balances and current investments. Equity comprises all components excluding other components of equity (which comprise non-current financial investments measured through OCI).

37 Segment reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses including revenues and expenses that relate to transactions with any of the Company's other components and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Company's Executive Director (ED) to make decisions about resources to be allocated to the segments and assess their performance.

The principle business of the Company is manufacture and sale of Calcined Petroleum Coke. The chief operating decision maker of the Company monitors the operating results of the Company's business as a single segment. Accordingly in context of Ind AS 108 "Operating Segments", the principle business of the Company constitutes a single reportable segment and all the revenue is generated from external customers. As per Management's perspective, the risk and returns from its sales do not materially vary geographically. Accordingly there are no other business/geographical segments to be reported under Ind AS 108.

38 Corporate social responsibility expense

Particulars	31st March 2019 ₹in lacs	31st March 2018 ₹in lacs
a) Amount required to be spent	**67.17**	7.56
b) Amount spent during the year (in cash)		
i) Construction/acquisition of any assets	-	6.75
ii) On purpose other than (i) above *	**67.27**	3.85
Total (b)	**67.27**	10.60

* Additional amount committed ₹25,280/- and payable subject to the completion of project.

39 The Hon'ble Supreme Court of India vide order dated 26.07.2018 had banned the import of petroleum coke if used as a fuel. Since the company uses petroleum coke only as "Feedstock" for producing calcined petroleum coke, the Company had filed an application with the Hon'ble Supreme Court of India representing that the Company uses raw petroleum Coke (RPC) as "Feedstock" and hence Calcination Industries should be allowed to import RPC.

Based on the recommendations of Ministry of Environment/Forest and Climate Change (MOE&CC) and Environment Pollution Control Authority (EPCA), the Hon'ble Supreme Court has passed the order dated 9.10.2018 by permitting the import of RPC up to 1.40 million metric tonnes per annum for the calcination industry as a whole for feedstock.

On the basis of Court order dated 09.10.2018, the Director General of Foreign Trade (DGFT) vide Public Notice No. 50/2015-20 notified additional procedures for applying for quota and for granting the import license and further amended the import policy in this respect. Based on Company's application, DGFT allocated the quota for import of RPC and also granted the license to import RPC for the period from October 2018 to March 2019. The quota for the F.Y. 2019-20 is expected to be announced by DGFT during April 2019.

40 Disclosures in respect of Related Parties pursuant to Ind AS 18

i) **List of related parties:**

Names of the related parties and nature of relationship

a Holding Company:

V. S. Dempo Holdings Private Limited

b Fellow Subsidiaries (with whom transactions have taken place during the year):

Dempo Industries Pvt. Ltd.

Dempo Travels Pvt. Ltd.

Dempo Sports Club Pvt. Ltd.

c Individual who is able to exercise significant influence:

Mr. Shrinivas V. Dempo (Chairman)

d Enterprises over which Mr. Shrinivas V. Dempo is able to exercise significant influence (with whom transactions have taken place during the year):

Vasantrao Dempo Education and Research Foundation

Vassudeva Dempo Family Private Trust

Matruchhaya Trust

e Key Management Personnel:

Mr. Shrinivas V. Dempo (Chairman)

Mr. Dara P. Mehta (Independent Director) (till 31st March 2019)

Mr. Keki M. Elavia (Independent Director)

Mr. Raman Madhok (Independent Director)

Ms. Kiran Dhingra (Independent Director)

Mr. Rajesh S. Dempo (Non-Executive Director)

Mr. Jagmohan J. Chhabra (Executive Director)

Mr. P. S. Mantri (Company Secretary) - (up to 06.01.2018)

Mr. Pravin Satardekar (Company Secretary) -(from 07.01.2018)

Mr. K. Balaraman (Chief Financial Officer)

₹ in Lacs

	Year ended 31st March 2019	Year ended 31st March 2018
ii) Disclosure of transactions with Related Parties.		
a Expenses incurred		
Dempo Industries Pvt. Ltd.	**5.60**	3.76
Dempo Travels Pvt. Ltd.	**60.58**	22.91
b Rent paid		
V. S. Dempo Holdings Private Limited	**27.84**	27.69
c Recovery of expenses		
V. S. Dempo Holdings Private Limited	**-**	3.83
d Sponsorship		
Dempo Sports Club Pvt. Ltd.	**37.00**	109.00
e Corporate social responsibility expense		
Vasantrao Dempo Education & Research Foundation #	**22.00**	-
Matruchhaya Trust #	**0.20**	-
f Remuneration		
Short term employee benefit and post employment benefits		
i) Salary and other employee benefits :		
Mr. Jagmohan J. Chhabra (Executive Director)	**103.65**	138.51
Mr. P. S. Mantri (Company Secretary) (up to 06.01.2018)	**-**	42.44
Mr. Pravin Satardekar (Company Secretary) (from 07.01.2018)	**25.39**	5.91
Mr. K. Balaraman (Chief Financial Officer)	**49.61**	49.61
ii) Commission and other benefits paid/payable to Non-Executive and Independent Directors*		
a. Commission	**-**	90.00
b. Sitting fees	**12.35**	15.55

* As compensated absences are computed for all the employees in aggregate, the amounts relating to the Key Managerial Personnel cannot be individually identified.
# The amounts will be utilised by the related party for the purpose of corporate social expense.

	As at 31st March 2019	As at 31st March 2018
iii) Outstanding (receivable)/payable as at year end		
V. S. Dempo Holdings Private Limited	**181.01**	181.01
Dempo Industries Pvt. Ltd.	**0.49**	0.08
Dempo Sports Club Pvt. Ltd.	**4.90**	44.10
iv) Guarantee given on behalf of the Company		
Vassudeva Dempo Family Private Trust	**7,000.00**	-
All transactions with the related party are priced on an arm's length basis and resulting outstanding balances are to be settled in cash within one to six months of the reporting period.		

41 General expenses include donations to given to Political Parties as under :

₹ in Lacs

Name of the Political Party	Year ended 31st March 2019	Year ended 31st March 2018
1 Bhartiya Janata Party	**-**	5.00
2 Goa Pradesh Congress Party	**2.00**	5.00
3 Orissa Pradesh Congress Committee	**-**	3.00
	2.00	13.00

42 Earnings per share:

	Year ended 31st March 2019	Year ended 31st March 2018
i) Profit/(loss) after tax as per the Statement of Profit and Loss (₹in lacs)	**(751.44)**	5,384.85
ii) Number of equity shares	**9,151,052**	9,151,052
iii) Basic and diluted earnings per share of ₹10 each (₹)	**(8.21)**	58.84

43 Distributions made and proposed

	Year ended 31st March 2019	Year ended 31st March 2018
Cash dividends on equity shares declared and paid		
i) Interim dividend for the current year ₹Nil (previous year ₹5 per share)	**-**	457.55
ii) Final dividend paid in the current year ₹10 (previous year ₹3 per share)	**915.11**	274.53
iii) Dividend distribution tax paid on above	**188.10**	149.03
Cash dividends proposed on equity shares		
i) Final dividend for the year ₹Nil (previous year ₹10 per share)	**-**	915.10
ii) Dividend distribution tax on above	**-**	186.30

44 Contracts with customer

Particulars	Year ended 31st March 2019
Revenue recognised from contracts with customers	**46,178.80**
Disaggregation of revenue	
Based on type of goods	
- Sale of calcined petroleum coke	**46,136.52**
- Sale of scrap	**27.06**
- Others	**15.22**
Based on market	
- Aluminum smelters	**38,498.86**
- Others	**7,679.94**
Impairment losses recognised on receivables or contract assets arising from an entity's contracts with customers	**27.54**

₹ in lacs

Details of contact balances:

Particulars	Year ended 31st March 2019
Opening balance of receivables	**5,620.96**
Closing balance of receivables	**6,198.29**
Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period	**45.10**
Revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods	-

There is no significant change in the contract asset and contract liabilities.

Performance obligations

The Company satisfies its performance obligations pertaining to the sale of calcined products at point in time when the control of goods is actually transferred to the customers. No significant judgment is involved in evaluating when a customer obtains control of promised goods. The contract is a fixed price contract subject to refund due to shortages during the mode of transportation and do not contain any financing component. The payment is generally due within 7-45 days. The Company is obliged for refunds due to shortages during the mode of transportation. There are no other significant obligations attached in the contract with customer.

Transaction price

There is no remaining performance obligation for any contract for which revenue has been recognised till period end. Further, the Company has not applied the practical expedient as specified in para 121 of Ind AS 115 as the Company do not have any performance obligations that has an original expected duration of one year or less or any revenue stream in which consideration from a customer corresponds directly with the value to the customer of the entity's performance completed to date.

Determining the timing of satisfaction of performance obligations

There is no significant judgements involved in ascertaining the timing of satisfaction of performance obligations, in evaluating when a customer obtains control of promised goods, transaction price and allocation of it to the performance obligations.

Determining the transaction price and the amounts allocated to performance obligations

The transaction price ascertained for the only performance obligation of the Company (i.e. Sale of goods) is agreed in the contract with the customer. There is no variable consideration involved in the transaction price except for refund due to shortages which is adjusted with revenue.

Reconciliation of contract price with revenue recognised in statement of profit and loss:

Particulars	Amount
Contract price	46,671.27
Less:	
Amount recognised as shortages/other claims	492.47
Revenue recognised in statement of profit and loss	46,178.80

Cost to obtain contract or fulfil a contract

There is no cost incurred for obtaining or fulfilling a contract and there is no closing assets recognised from the costs incurred to obtain or fulfil a contract with a customer.

45 Changes in accounting policies

Impact on the financial statements

Effective April 1, 2018, the Company has adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative effect method. The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information is not restated in the financial statements. The adoption of the standard did not have any material impact to the financial statements of the Company.

46 There are no amounts due and payable to Investor Education and Protection Fund as on Balance Sheet date.

47 The disclosures regarding details of specified bank notes held and transacted during 8th November 2016 to 30th December 2016 has not been made in these financial statements since the requirement does not pertain to financial year ended.

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No. 101248W/W-100022

Swapnil Dakshindas
Partner
Membership No. 113896

Panaji, Goa: 22nd April 2019

For and on behalf of the Board of Directors of
Goa Carbon Limited
(CIN: L23109GA1967PLC000076)

Shrinivas V. Dempo
Chairman
DIN:00043413

Jagmohan J. Chhabra
Executive Director
DIN:01007714

K. Balaraman
Chief Financial Officer
M.No.: ACA - 029283

Pravin R. Satardekar
Company Secretary
M.No.: ACS - 24380

FINANCIAL HIGHLIGHTS FOR LAST FIVE YEARS

Amount ₹ in lacs

		2018-19 *	2017-18 *	2016-17 *	2015-16	2014-15
Sales (net)		46,178.80	58,724.64	33,179.24	31,545.52	18,748.76
Other Income		224.81	874.14	902.62	617.33	845.75
	(A)	46,403.61	59,598.78	34,081.86	32,162.85	19,594.51
Raw materials & manufacturing expenses		46,120.92	49,490.13	31,464.49	30,904.11	18,583.93
Finance charges		1,161.86	970.73	854.30	1,521.44	842.96
	(B)	47,282.78	50,460.86	32,318.79	32,425.55	19,426.89
Gross (Loss)/Profit (A - B)	(C)	(879.17)	9,137.92	1,763.07	(262.70)	167.62
Depreciation		203.92	185.83	187.84	186.57	166.55
Other comprehensive income		(73.95)	(7.71)	10.89	-	-
Exceptional item			-	-	-	1,002.81
Provision for Tax		(331.65)	3,567.24	625.69	(141.62)	7.27
	(D)	(201.68)	3,745.36	824.42	44.95	1,176.63
Net (Loss)/Profit (C - D)		(677.49)	5,392.56	938.65	(307.65)	(1,009.01)
Dividend declared		-	150%	45%	-	10%
WHAT THE COMPANY OWNED						
Net Fixed Assets		2,742.10	2,765.76	2,474.64	2,646.36	2,586.00
Non-Current Investments		296.33	206.67	1,122.68	1,095.55	939.86
Non-Current Assets		1,723.69	1,608.11	2,035.81	2,032.04	2,727.30
Current Assets		29,469.70	30,968.13	20,659.04	24,209.64	18,989.91
		34,231.82	35,548.67	26,292.17	29,983.59	25,243.07
WHAT THE COMPANY OWED						
Secured Loans		43.22	19,487.65	15,869.64	20,541.29	15,569.78
Deferred tax liability		85.26	342.12	368.10	174.68	318.33
Current Liabilities & Provisions		23,344.50	3,179.36	2,026.33	2,012.96	1,948.34
		23,472.98	23,009.13	18,264.07	22,728.93	17,836.45
NET WORTH OF THE COMPANY						
Equity Share Capital		915.11	915.11	915.11	915.11	915.11
Other Equity		9,843.73	11,624.43	7,112.99	6,339.55	6,491.51
		10,758.84	12,539.54	8,028.10	7,254.66	7,406.62

*As per Ind AS Financial Statements

Glimpses of our CSR Initiatives

Education, Environmental Conservation, Health & Sanitation

The Company's upcountry CSR Programs - Moving forward towards a better life: A social upliftment programme at Paradeep Plant - Odisha and Bilaspur Plant - Chhattisgarh.

Sports Promotion

The Company has been supporting its very own sports brand ambassador and India's chess sensation Ms. Bhakti Kulkarni, a Woman Grand Master. She was recently ranked 1st among women in Prague International Women Championship held in January, 2019 and was also selected to represent India in World Chess Championship.

- 2nd among Women in Dubai International Open
- 2nd among Women in Vaujany International Open (France)
- 1st among Women in Anogia International Open (Greece)
- Bronze Plus IM Norm in Fisher Memorial Grand Master (Greece)
- Champion & Qualified for World Cup in National Women Championship (Rajasthan)
- 1st among Women in Cracovia International Open (Poland & Blitz)
- 1st among Women in Prague International Open

For further details, kindly refer our report on CSR Activities annexed to Directors Report for FY 2018-19

Registered Office:
Dempo House, Campal, Panaji, Goa - 403 001
Tel. No.: (91) (832) 2441300
Fax: (91) (832) 2427192
E-mail: goacarbon@gmail.com

Goa Plant:
St. Jose De Areal, Salcete, Goa - 403 709
Tel. No.: (91) (832) 2860336, 2860363, 2860367
Fax: (91) (832) 2860364
E-mail: head_works@goacarbon.com

Bilaspur Plant:
34-40, Sector B, Sirigiti Industrial Area, Bilaspur - 495 004 (Chhattisgarh)
Tel. No.: (91) (07752) 650720, 650730
E-mail: bsp@goacarbon.com

Paradeep Plant:
Vill. Udayabata, P.O. Paradeepgarh, Dist. Jagatsinghpur, Odisha - 754 142
Tel. No.: 07894462761, 09238110372
Fax: (91) (06722) 211450
E-mail: pclvpster@gmail.com

GOA CARBON LIMITED **ATTENDANCE SLIP**

(CIN: L23109GA1967PLC000076)

Registered Office: Dempo House, Campal, Panaji, Goa – 403 001

Email: investorrelations@goacarbon.com, Website: www.goacarbon.com, Phone: 0832-2441300, Fax: 0832-2427192

FIFTY FIRST ANNUAL GENERAL MEETING

Monday, 8th July 2019 at 10.30 a.m.

Folio No./DP ID/Client ID

Name and address of the Member

I/We hereby record my/our presence at the 51st Annual General Meeting of the Company at the Registered Office of the Company at Dempo House, Campal, Panaji-Goa 403001 on Monday, the 8th July 2019 at 10.30 a.m.

________________________ ______________________

Member's/Proxy's in Block Letters Member's/Proxy's Signature

Note: Please complete the Folio No./DP ID-Client No. and name, sign this Attendance Slip and handover at the Meeting Hall.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL.

GOA CARBON LIMITED **PROXY FORM**

(CIN: L23109GA1967PLC000076)

Registered Office: Dempo House, Campal, Panaji, Goa – 403 001

Email: investorrelations@goacarbon.com, Website: www.goacarbon.com, Phone: 0832-2441300, Fax: 0832-2427192

FIFTY FIRST ANNUAL GENERAL MEETING

Monday, 8th July 2019 at 10.30 a.m.

Name of the Member:

Folio No./DP ID/Client ID:

Email ID:

I/We, being the member(s) of .... shares of the Company, hereby appoint

(1) Name : .... Address: ....

E.mail ID: ....Signature: .... or failing him

(2) Name : .... Address: ....

E.mail ID: ....Signature: .... or failing him

(3) Name : .... Address: ....

E.mail ID: ....Signature: ....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 51st Annual General Meeting of the Company, to be held on Monday, the 8th July 2019 at 10.30 a.m. at the Registered Office of the Company at Dempo House, Campal, Panaji, Goa 403001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional©	
Ordinary Business		For	Against
1.	Adoption of Audited Financial Statements, Directors' Report & Auditors' Report for the financial year ended 31st March 2019.		
2.	Re-appointment of Mr. Shrinivas Dempo (DIN: 000043413) as Director, who retires by rotation.		
Special Business			
3.	Appointment of Mr. Nagesh Pinge (DIN: 00062900) as an Independent Director.		
4.	Special Resolution for re-appointment of Mr. Keki Elavia (DIN: 00003940) as an Independent Director.		
5.	Special Resolution for re-appointment of Mr. Raman Madhok (DIN: 01798377) as an Independent Director.		
6.	Special Resolution for re-appointment of Mr. Jagmohan Chhabra (DIN: 01007714) as a Whole-time Director designated "Executive Director" of the Company for a further period of 3 (three) years effective from 1st April 2019 and payment of remuneration.		

Signed this.......................day of ...., 2019

Affix ₹ 1/- Revenue Stamp

Signature of Shareholder ……………….………………..…… Signature of Proxy holder(s)……………………………

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

© 2. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

3. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of the 51st Annual General Meeting.

ELECTRONIC VOTING PARTICULARS

EVENT NO.	USER ID	*DEFAULT PAN / SEQUENCE NO.
190062		

* Only Members who have not updated their PAN with the Company / Depository Participant shall use the default PAN in the PAN Field.