

Goa Carbon Limited



Registered & Corporate Office:

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



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

Ref. No.: 2016VIII121

Date: July 11, 2016

<p>The General Manager Department of Corporate Services Bombay Stock Exchange Ltd., Thru' Listing Centre 25th Floor, P. J. Towers, Dalal Street, Mumbai 400001</p>	<p>The Listing Department National Stock Exchange of India Ltd., Thru' NEAPS Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400051</p>
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Sub.: Submission of Annual Report for the year 2015-16

Dear Sir/Madam,

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the 48th Annual Report of our Company for the year 2015-16 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 March 31, 2016 which were approved and adopted at the Annual General Meeting of the Company held on July 6, 2016.

Kindly take the same on record and oblige.

Thanking you,

Yours faithfully,
For Goa Carbon Limited

P. S. Mantri
Company Secretary

Encl.: as above.

Plants :

GOA : Tel.: 0832-2860363 to 68, 2860336, 2861052
Fax: 2860364 E-mail: head_works@goacarbon.com

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

CHANDER : Tel: 07752126122, 650720 Fax: +91 (07752) 261115





*GOD
CARBON
LIMITED*

A thick, black, curved line that starts under the 'L' of 'LIMITED' and arches upwards and to the right, ending under the 'D' of 'GOD'.

**48th
ANNUAL REPORT
2015-16**



Late Vasantha S. Dempo
Founder Chairman



Late Vasudeva V. Dempo
Former Chairman

Board of Directors



Mr. Shrinivas V. Dempo
Chairman - Promoter



Mr. Dara P. Mehta
Independent Director



Mr. Keki M. Elavia
Independent Director



Mr. Raman Madhok
Independent Director



Dr. A. B. Prasad
Independent Director



Ms. Kiran Dhingra
Independent Director



Mr. Rajesh S. Dempo
Non-Executive Director



Mr. Jagmohan J. Chhabra
Executive Director





Department of Posts (India Post) under the Union Ministry of Communications and Information Technology has brought out a Commemorative Postage Stamp on Vasant Rao Srinivassa Sinai Dempo, which was released on his Centennial birth anniversary on March 4, 2016.

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Executive Director	:	Jagmohan J. Chhabra
Company Secretary	:	P. S. Mantri
Chief Financial Officer	:	K. Balaraman
Registered Office	:	Dempo House, Campal, Panaji, Goa – 403 001
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
Statutory Auditors	:	Deloitte Haskins & Sells, Chartered Accountants, Chennai
Secretarial Auditor	:	CS Sadashiv V. Shet Practising Company Secretary, Panaji-Goa
Registrar & Share Transfer Agents	:	Link Intime India Pvt. Ltd. C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai 400 078
Bankers	:	Bank of India Bank of Baroda

48th Annual General Meeting
on Wednesday, July 6, 2016
at 10:30 a.m.
at Dempo House, Campal,
Panaji, Goa – 403 001

Support the Company's
"Green Initiative"

Opt for receiving future
Notices/Annual Reports in
electronic mode

Please register your consent
for this purpose on
greeninitiative@goacarbon.com

This Annual Report can be
viewed / downloaded from the
'Investors Relations' section
on the Company's website
www.goacarbon.com

CHAIRMAN'S LETTER



Dear Shareholders,

The Financial year 2015-16 was one of the most challenging year for Goa Carbon Limited. As you are aware, the fortune of calcined petroleum coke is linked with the growth of aluminium and steel industries and about 80 per cent of the country's aluminium demand comes from the power, automobile and construction sectors. All these sectors were suffering from recession resulting into lesser demand, directly impacting demand for CPC. In fact, Indian industry as a whole witnessed negative sentiment during the year.

During the period under review the company sold 1,54,688 MT of calcined petroleum coke. Good volumes, better foreign exchange management and lower raw material costs aided slight improvement in our performance, in the last quarter of the year.

In light of this, I am hopeful that we will close FY17 with better numbers. I have no doubt that certain positive developments will augur well and set us on a growth trajectory for the entire year.

On the manufacturing side, all our plants – located in South Goa, Bilaspur in Chhattisgarh and Paradeep in Odisha – are fully operational and well-g geared to fulfil both domestic and export orders.

At this point we are not unduly concerned with the pressure on our margins due to problems currently faced by two major business segments – steel and aluminium. While we expect this to continue for the next one or two quarters, we continue to remain optimistic of higher tonnage and consequent margins in FY17. Goa Carbon is a regular supplier of calcined petroleum coke to aluminium smelters, graphite electrode and titanium dioxide manufacturers as well as metallurgical and chemical industries.

More importantly, the management believes that the demand for aluminium will grow at least five times over current levels by 2030. This will give a boost to power and electrification projects which, in turn, will increase demand for our product.

Corporate governance and ethical management are critical aspects of modern business. Your company not only seeks to pursue efficient management and ensure global competitiveness, but also fulfil its social responsibility through ethical and sustainable management. To this end, the Board has adopted a number of policies to support good corporate citizenship that is important for our long-term success and creating value for our shareholders.

As we look at the Union budget 2016-17, it is futuristic in tone and is likely to offset the downturn that we have seen both at home and on a global scale. We expect the budget to provide a fillip to industrial and infrastructural activity in FY17. Inflation has been largely checked due to sound fiscal and monetary policies. Besides these, two key developments will have a positive impact on inflation. One is the adoption of flexible inflation targeting (FIT) framework which pegs inflation between 4 ± 2 per cent; and two, formation of a monetary policy committee to steer India's monetary policy. We are also hopeful of a renewal in manufacturing activity and infrastructure

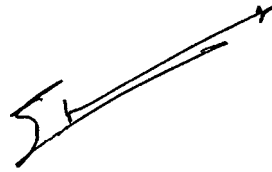
development, which will increase demand and supply across all segments of the economy. The major factor for speeding up the economy will, however, be a good monsoon that will see a revival of agri business and rural growth.

If Budget 2016-17 and the Indian Government's development agenda bear fruit, then the GDP growth rate of 7.7 for FY17, which is expected to surpass China's, may well be a reality.

I take this opportunity to express my sincere thanks to our shareholders as well as to Government of India, the Governments of Goa, Chhattisgarh and Odisha, Mormugao and Paradeep Port Trust, regulatory authorities, and our bankers, associates and suppliers for their unstinting support and cooperation.

I also wish to express my gratitude to all the Board Members and to our valuable customers whose trust and confidence in the company encourages us to overcome hurdles and look forward with renewed hope and optimism.

Thank you,



Shrinivas V. Dempo
Chairman

NOTICE

Notice is hereby given that the Forty-eighth Annual General Meeting of the Members of **Goa Carbon Limited** ('the Company') will be held at the Registered Office of the Company at **Dempo House, Campal, Panaji, Goa – 403 001**, on **Wednesday, the 6th July, 2016 at 10:30 a.m.**, to transact the following business:-

Ordinary Business:

1. To consider and adopt:
 - (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2016 including the Audited Balance Sheet as at March 31, 2016 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; and
 - (b) the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2016 including the Audited Balance Sheet as at March 31, 2016 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.
2. To ratify the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants, Chennai (Registration No. 008072S), as Statutory Auditors of the Company from the conclusion of the 48th Annual General Meeting (2015-16) till the conclusion of the 49th Annual General Meeting (2016-17) of the Company and to authorize the Board of Directors to fix their remuneration on yearly basis and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as an **Ordinary Resolution**:-

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Chennai, (Registration No. 008072S), as Statutory Auditors of the Company from the conclusion of the 48th Annual General Meeting (2015-16) till the conclusion of the 49th Annual General Meeting (2016-17) of the Company, be and is hereby ratified for the financial year 2016-17, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company

and the Auditors, based on the recommendation of the Audit Committee, plus applicable service tax and reimbursement of travelling and other incidental expenses to be incurred by them in the course of their audit.”

Special Business:

3. To appointment Mr. Rajesh S. Dempo (DIN 05143106) as a Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Rajesh S. Dempo (holding DIN 05143106), who was appointed by the Board of Directors of the Company with effect from January 8, 2016 to fill up the casual vacancy caused due to the demise of Late Soiru V. Dempo, and who holds office as such up to the date of this Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 (“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 and being eligible, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

4. To ratify the remuneration paid to Mr. Jagmohan J. Chhabra, Executive Director for the period from April 1, 2015 to March 31, 2016 and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the said Act, and applicable provisions of Sections 198, 309, 310 and any other applicable provisions of the Companies Act, 1956 (the “Earlier Act”) read with Schedule XIII to the earlier Act, the provisions of the Articles of Association of the Company and in pursuance of the General Circular No. 07/2015 dated April 10, 2015, consent of the members of the Company be and is hereby accorded for ratifying and approving the remuneration amounting to ₹ 114.83 lacs paid to Mr. Jagmohan

J. Chhabra, Whole-time Director designated as “Executive Director” during the period from April 1, 2015 to March 31, 2016, as recommended by the Nomination and Remuneration Committee and the Board of Directors in their meetings held on April 11, 2016 and April 12, 2016, respectively.”

5. To re-appoint Mr. Jagmohan J. Chhabra (DIN 01007714) as a Whole-time Director of the Company designated as “Executive Director” for a period of three years effective from April 1, 2016 and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203, Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Jagmohan J. Chhabra (DIN 01007714) as a Whole-time Director of the Company designated as “Executive Director” for a period of three years effective from April 1, 2016, on the terms and conditions including remuneration as stated below:

Gross annual remuneration not exceeding ₹ 84,00,000/- (Rupees Eighty Four Lacs only) whether paid as salary, allowance(s), perquisites or a combination thereof; and

Provided that the following perquisites shall not be included in the aforesaid remuneration:

- a) Contribution to Provident Fund;
- b) Gratuity payable to the extent exempted under the Income Tax Act, 1961; and
- c) Encashment of leave at the end of the tenure.

Payment/re-imbusement of telephone (landline) and mobile phone bills, actual and reasonable cost of membership (excluding admission/life membership fees) in not more than one private club in Goa during the tenure, personal accident insurance premium for a cover of ₹25 lacs, 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 shall not be included in the aforesaid remuneration.

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.

“RESOLVED FURTHER THAT the aforesaid remuneration be paid to Mr. Jagmohan J. Chhabra, Executive Director, as minimum remuneration notwithstanding no profits or inadequate profits in any financial year.”

“RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things as may be considered necessary to give effect to this resolution.”

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE ‘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) per cent 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. In case any shareholder has voted electronically, then he/she can participate in the Meeting but not vote.
3. The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from **Friday, the 1st July, 2016 to Wednesday, the 6th July, 2016** (both days inclusive).
5. Duly executed and stamped transfer deeds, along with the share certificates, should be submitted to the Company's RTA before the closure of the Register of Members for registration.
6. Corporate Members are requested to send a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 / Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. Under Section 205A of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company has, accordingly, transferred ₹4,57,734/- (Rupees Four Lacs Fifty Seven Thousand Seven Hundred and Thirty Four only) being the unpaid and unclaimed dividend amount pertaining to Dividend for the year 2007-08 to the Investor Education and Protection Fund of the Central Government on September 9, 2015.

The Ministry of Corporate Affairs (MCA) on May 10, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect

of the financial years from 2008, as on the date of the 47th Annual General Meeting (AGM) held on July 8, 2015, on the website of the IEPF viz. www.iepf.gov.in and under "Investors Section" on the website of the Company viz. www.goacarbon.com

A separate reminder is also being sent to those members having unclaimed dividends pertaining to the dividend for the year 2008-09 paid on July 30, 2009 or any subsequent dividend payment(s). Members who have not encashed their dividend warrants are advised to write to the Company immediately claiming dividends declared by the Company.

8. All unclaimed dividend declared up to the financial year ended March 31, 1995 have been transferred to the General Revenue Account of the Central Government as required under the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 (the Rules). Members who have not so far claimed or collected their dividends declared up to the aforesaid financial year are requested to claim such dividends from the Registrar of Companies, Goa, Daman & Diu, Corporate Law Bhavan, Patto Plaza, Panaji, Goa – 403 001, by making an application in Form II of the Rules.
9. Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956, the Company has transferred the unclaimed dividends from the financial years ended, March 31, 1997 to March 31, 2008 to the Investor Education and Protection Fund established by the Central Government. Dividends for the financial period ended March 31, 2009 and thereafter, which remain unpaid or unclaimed for a period of 7 years from the date of transfer to the unpaid dividend account shall be transferred by the Company to the Investor Education and Protection Fund. Information in respect of such unclaimed dividends is given below. Members who have not encashed dividend warrant(s) for the aforesaid years are requested to seek issue of duplicate warrant(s) by writing to the Company or the Company's RTA, immediately.

Financial year ended	Due date of transfer
31.03.2009	22.08.2016
31.03.2010	13.09.2017
31.03.2011	25.09.2018
31.03.2012	06.09.2019
31.03.2013	11.08.2020
31.03.2014	13.10.2021
31.03.2015	14.08.2022

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or the Company's RTA.
11. Members holding shares in physical form and wishing to make / change a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 may submit the prescribed particulars in Form No. SH-13 (Nomination Form) or SH-14 (Cancellation or Variation of Nomination), to the Company or the Company's RTA.
12. The Company has entered into necessary arrangement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable the Shareholders to dematerialize their shareholding in the Company for which they may contact the Depository Participant of either of the above Depositories.
13. Details under Regulation 36(3) of the Listing Regulations in respect of the directors seeking appointment/re-appointment at the Annual General Meeting (AGM), forms integral part of the Notice. The directors have furnished their requisite declarations for their appointment/re-appointment.
14. Electronic copy of the Annual Report for 2015-16, Notice of the 48th 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 48th 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.
15. 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 the Company's RTA 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 Depository Participant.
16. Members may also note that the Notice of the 48th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website www.goacarbon.com for their download.
17. All 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.
- 18. Voting through electronic means**
 - i. 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 to the members, the facility of voting by electronic means in respect of business to be transacted at the Meeting which includes the facility of casting the votes by the Members using an electronic voting system from a place other than venue of the Meeting ("remote e-voting") and the same will be provided by National Securities Depository Limited (NSDL).
 - ii. 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.
 - iii. The remote e-voting period commences on Sunday, July 3, 2016 (9.00 a.m. IST) and ends on Tuesday, July 5, 2016 (5.00 p.m. IST). During this period, Members of the Company,

holding shares either in physical form or in dematerialized form, as on the close of working hours on Thursday, June 30, 2016 ('Cut-off date') may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting on Tuesday, July 5, 2016 after 5.00 p.m. IST. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

Process and Manner for Members Opting for Remote E-Voting

The instructions for remote e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):
- i. Open the e-mail and also open PDF file namely "Goa Carbon e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder – Login.
 - iv. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password.
 - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - vii. Once the remote e-voting home page opens, click on remote e-voting> Active Voting Cycles.
 - viii. Select "EVEN" (Remote E-voting Event Number) of Goa Carbon Limited. Now you are ready for remote e-voting as Cast Vote page opens.

- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sadashivshet@gmail.com with a copy marked to evoting@nsdl.co.in and legal@goacarbon.com.
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) – Shareholders and remote e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com.
- xiv. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. June 30, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- B. In case a Member receives physical copy of the Notice of Annual General Meeting (for Members whose email addresses are not registered with the Company/Depositories):
- i. Initial password is provided in the enclosed Attendance Slip/Proxy Form: EVEN (Remote E-voting Event Number), User ID and Password.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

C. Other Instructions:

- i. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Cut-off Date.

Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the closing working hours of Cut-off Date and not casting their vote electronically, may cast their vote at the Meeting.

- ii. CS Sadashiv V. Shet, Practising Company Secretary, Panaji, who has consented to act as the scrutinizer and is available for the purpose of ascertaining the requisite majority, has been appointed as the scrutinizer to scrutinize the remote e-voting process/ballot/poll in a fair and transparent manner.
- iii. The Chairman shall, at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot or polling paper for all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
- iv. Scrutinizer shall, immediately after the conclusion of the Meeting will first count the votes cast at the Meeting and thereafter unblock the votes in the presence of at least two witnesses not in the employment of the Company and within a period not exceeding 48 hours from the conclusion of the Meeting make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the Company or any other person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- v. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.goacarbon.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED TO AND FORMING PART OF THE NOTICE DATED APRIL 12, 2016

ITEM 2

At the 46th Annual General Meeting (AGM) of the Company held on September 6, 2014, M/s Deloitte Haskins & Sells, Chartered Accountants (Registration No. 008072S) have been appointed as the Statutory Auditors of the Company for a period of three years from the conclusion of the said AGM i.e. up to the conclusion of the 49th Annual General Meeting in 2017. In terms of the provisions of the Companies Act, 2013, it is necessary to get the appointment ratified by the shareholders in every Annual General Meeting until the expiry of the period of appointment.

In view of the above, the Board of Directors recommends your ratification of the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration No. 008072S) as the Statutory Auditors of the Company as mentioned at Item No. 2 of the AGM Notice.

ITEM 3

Mr. Rajesh S. Dempo (DIN 05143106) was appointed as a Director in casual vacancy caused due to the demise of Late Soiru V. Dempo, by the Board of Directors with effect from January 8, 2016. As per Section 161(4) of the Companies Act, 2013 ("the Act") a person who has been appointed as Director in casual vacancy holds office up to the date up to which the director in whose place he is appointed would have held office if it had not been vacated. Consequently, Mr. Rajesh S. Dempo holds office up to the date of this Annual General Meeting, the date till which Late Soiru V. Dempo, would have held the office.

The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing the candidature of Mr. Rajesh S. Dempo for the office of Director of the Company.

A third generation entrepreneur, from an Industrial family, Mr. Rajesh S. Dempo completed his Bachelor of Commerce at the University of Mumbai. After completing MBA in London, he returned to Goa and joined Aparant Iron & Steel Pvt. Ltd., a Dempo Group of Company as a management trainee and rose up the ladder to head the same. Thereafter, he founded

“Vision Dempo Hospitality and Estates Pvt. Ltd.” and diversified into various industries such as Real Estate, Hospitality, Healthcare and upcoming industries such as Media & Entertainment and Child Care.

Mr. Rajesh S. Dempo is a Director in Vision Dempo Hospitality and Estates Pvt. Ltd., Vishwas Media and Entertainment Pvt. Ltd., a Director in casual vacancy in Hindustan Foods Ltd., an Additional Director in V. S. Dempo Mining Corporation Pvt. Ltd.; the Member of the Audit Committee of Hindustan Foods Ltd.

Mr. Rajesh S. Dempo does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Brief particulars pursuant to Regulation 36(3) of the Listing Regulations and additional information to be given to Members in terms of Secretarial Standards on General Meetings (SS-2) of Mr. Rajesh S. Dempo are given in Annexure to the AGM Notice dated April 12, 2016.

The Board recommends the passing of the Ordinary Resolution as set out in Item no. 3 of the Notice for the appointment of Mr. Rajesh S. Dempo as a Director of the Company, liable to retire by rotation.

Except for Mr. Rajesh S. Dempo being an appointee and Mr. Shrinivas V. Dempo, Chairman, being related as ‘Cousins’, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item no. 3.

As per the proviso to Section 102(2) of the Companies Act, 2013, it is clarified that the proposed Resolution does not relate to or affect any other Company.

ITEM 4

At the Annual General Meeting of the Company held on July 6, 2013, the shareholders had approved the remuneration to Mr. Jagmohan J. Chhabra, Executive Director with effect from April 1, 2013 to March 31, 2016 (three years).

The General Circular No. 07/2015 dated 10th April, 2015 issued by Ministry of Corporate Affairs has clarified that a managerial person appointed in accordance

with the provisions of Schedule XIII of the Companies Act, 1956 (“earlier Act”) may continue to receive remuneration for his remaining term in accordance with terms and conditions approved by the Company as per the relevant provisions of Schedule XIII of the earlier Act even if the part of his/her tenure falls after April 1, 2014.

During the financial year 2015-16, the remuneration paid to Mr. Chhabra exceeded the limits prescribed under Schedule XIII of the earlier Act, due to loss incurred by the Company, but was within the limits approved by the members of the Company. The profitability for the year has been affected drastically due to lower realization of Company’s product as well as volatility in foreign currency. The overall sluggishness in the Aluminium industry, meltdown in commodity prices coupled with global industrial recession particularly in China has affected on all fronts, which contributes towards profitability of the Company.

Further, as per the provisions of Section 309 of the earlier Act, read with Schedule XIII to the earlier Act, and in terms of the shareholders’ approval in their resolution dated July 6, 2013, in the event of loss or inadequacy of profits, the total remuneration by way of salary, perquisites and any other allowances payable to the Executive Director, cannot exceed the ceilings prescribed in Section II of Part II of Schedule XIII to the earlier Act or such other limits as may be specified therein from time to time by any amendment thereto. As the loss was for reasons beyond the control of the Company and those reasons cannot be attributed to the performance of the Company, your Directors are of the view that the remuneration paid to Mr. Chhabra for the FY 2015-16 to be approved.

The Nomination and Remuneration Committee of the Company has in its meeting held on April 11, 2016 approved and recommended the remuneration of Mr. Jagmohan J. Chhabra. Your Board of Directors recommends resolution no. 4 for ratification and approval of the remuneration amounting to ₹114.83 lacs paid to Mr. Chhabra during the financial year ended March 31, 2016, for your approval as a Special Resolution.

Save and except for Mr. Jagmohan J. Chhabra who is concerned / interested in the resolution at Item no. 4,

none of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.

As per the proviso to Section 102(2) of the Companies Act, 2013, it is clarified that the proposed Resolution does not relate to or affect any other Company.

ITEM 5

The Board of Directors based on the recommendations of the Nomination and Remuneration Committee have re-appointed Mr. Jagmohan J. Chhabra's (DIN 01007714) as Whole-time Director with designation "Executive Director" for a period of three years effective from April 1, 2016 on the remuneration and other terms and conditions as contained in the resolution, subject to the approval of the Shareholders of the Company.

Mr. Chhabra has been the Executive Director of the Company since April 1, 2010. He was formerly associated as CEO of TSG Limited, a subsidiary of Frigoglass Group, Athens, Greece.

In terms of Section 196, 197 read with Schedule V of the Companies Act, 2013, a Special Resolution is proposed to be passed for payment of remuneration to Mr. Jagmohan J. Chhabra for a period of three years effective from April 1, 2016.

The terms of re-appointment of Mr. Jagmohan J. Chhabra, as stated in this notice, may be treated as a written memorandum under Section 190 of the Companies Act, 2013. The copy of the relevant resolution of the Board with respect to the re-appointment is available for inspection by members at the registered office of the Company during working hours on any working day till the date of this Annual General Meeting.

Brief particulars pursuant to Regulation 36(3) of the Listing Regulations and additional information to be given to Members in terms of Secretarial Standards on General Meetings (SS-2) of Mr. Jagmohan J. Chhabra are given in Annexure to the AGM Notice dated April 12, 2016.

Save and except for Mr. Jagmohan J. Chhabra who is concerned / interested in the resolution at Item no. 5, none of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.

As per the proviso to Section 102(2) of the Companies Act, 2013, it is clarified that the proposed Resolution does not relate to or affect any other Company.

Information required to be disclosed under the Second Proviso to Section II(B), Part II of Schedule V of the Companies Act, 2013 is as follows:

- (i) the proposed remuneration has been approved by a Resolution of the Nomination and Remuneration Committee and the Board;
- (ii) the Company has not defaulted in repaying any of its debts or interest payable for a continuous period of thirty days in the preceding financial year before the date of appointment of Mr. Jagmohan J. Chhabra;
- (iii) a Special Resolution is being passed at the forthcoming Annual General Meeting for payment of the remuneration for a period not exceeding three years;
- (iv) a statement containing further information is set out in the Annexure to the Notice.

By Order of the Board of Directors

P. S. Mantri
Company Secretary

Panaji, April 12, 2016

Registered Office:

Dempo House, Campal,
Panaji, Goa – 403 001

CIN: L23109GA1967PLC000076

Website: www.goacarbon.com



ANNEXURE TO THE NOTICE

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

Name of the Director	Rajesh S. Dempo	Jagmohan J. Chhabra
Category	Non-Executive, Non-Independent Director	Executive Director
Age	40 years	54 years
Date of first appointment	08.01.2016	01.04.2010
Profile of the Director	A third generation entrepreneur, from an Industrial family, Mr. Rajesh S. Dempo completed his Bachelor of Commerce at the University of Mumbai. After completing MBA in London, he returned to Goa and joined Aparant Iron & Steel Pvt. Ltd., a Dempo Group of Company as a management trainee and rose up the ladder to head the same. Thereafter, he founded "Vision Dempo Hospitality and Estates Pvt. Ltd." and diversified into various industries such as Real Estate, Hospitality, Healthcare and upcoming industries such as Media & Entertainment and Child Care.	Mr. Jagmohan J. 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	Leadership and Business Management.	Marketing and Management expert.
Qualification	B.Com., MBA	B.E. (Mechanical), Masters Degree in Marketing Management, Management Education Programme
Directorship held in other companies (including foreign and private companies)	<ol style="list-style-type: none"> 1. Hindustan Foods Ltd., 2. Vishwas Media and Entertainment (P) Ltd. 3. Vision Dempo Hospitality and Estates Pvt. Ltd., 4. V. S. Dempo Mining Corporation Pvt. Ltd. 	1. GCL Global Resources SGP Pte Ltd.
Membership of the Committees of the Board of other companies	1. Hindustan Foods Ltd. – Member of the Audit Committee	Nil
Number of shares held in the Company	Nil	Nil
No. of Board meetings attended during the year 2015-16	2 (Two)	5 (Five)
Relationship with other directors inter-se	'Cousin' of Mr. Shrinivas V. Dempo, Chairman of the Company.	None

2. **Statements/Disclosures pursuant to sub-clause (iv) under the proviso to the Part (C) of Section II of Part II of Schedule XIII of the Companies Act, 1956 / Section II of Part II of Schedule V of the Companies Act, 2013 with reference to Resolutions at Item no. 4 and 5 of the Notice:**

Sr. No.	Name of Entity	Description of Investment	No. of Shares / Securities & Shareholding	Amount in ₹ lacs
1.	GCL Global Resources SGP Pte Ltd., Singapore	Ordinary Shares	3,480,000 Equity Shares of USD 1 each	1,938.62

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 lacs

Financial Parameters	2016	2015	2014
Total Income	32,162.85	19,594.51	29,767.68
(Loss)/Profit before Tax	(449.27)	(1001.74)	242.59
(Loss)/Profit after Tax	(307.65)	(1009.01)	229.24
Dividend proposed / paid (including Corporate Dividend Tax)	Nil	110.14	107.06
Dividend Rate %	Nil	10%	10%

5. Export performance and net foreign exchange collections

During the year 2015-16, foreign exchange earnings were Nil and outgoings were ₹22,620 lacs.

6. Foreign investments or collaborators, if any

The details of the direct overseas subsidiary of the Company as on March 31, 2016 is as under:

II. Information about Mr. Jagmohan J. Chhabra

1. Background details

Mr. Jagmohan J. 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 March 31, 2016 which comprised of salary, monetary value of perquisites, allowances and contribution to retiral funds was ₹114.83 lacs.

3. Recognition or Awards

Nil

4. Job profile and suitability

Mr. Jagmohan J. 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 Resolutions 4 and 5 of the Notice of the 48th 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 J. 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*

In the financial year ended March 31, 2016, the profitability for the year has been affected drastically due to lower realization of Company's product as well as volatility in foreign currency. The overall sluggishness in the Aluminium industry, meltdown in commodity prices coupled with global industrial recession particularly in China has affected on all fronts, which contributes towards profitability of the Company.

2. *Steps taken or proposed to be taken for improvement*

The Company has also taken various steps to improve its performance. These include containing the cost, improving the efficiency and productivity of its plants for better margins of its product, focusing more on domestic sales etc. These are discussed in detail in the Management Discussion and Analysis Report, which forms part of the Directors' Report.

3. *Expected increase in productivity and profits in measurable terms*

With the implementation of the above, it is expected that the Company would be able to achieve better results and improve its performance.

This has been discussed in detail in the Management Discussion and Analysis Report, which forms part of the Directors' Report.

IV. Disclosures

1. *The shareholders of the Company shall be informed of the remuneration package of the managerial person*

The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of the Company.

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.*

This has been fully covered under the Corporate Governance Report.

ii. *Details of fixed component and performance linked incentives along with the performance criteria.*

This has been fully covered under the Corporate Governance Report.

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 48th Annual Report on the business and operations of the Company and the audited financial accounts for the year ended March 31, 2016.

Financial Results

₹ in lacs

	2015-16	2014-15
(Loss)/Profit before exceptional item for the year	(449.27)	1.07
Less: Exceptional items	-	(1002.81)
Loss after exceptional item / before tax for the year	(449.27)	(1001.74)
Less: Provision for Tax –		
Current Tax	-	-
Prior Year Tax	2.03	2.05
Deferred Tax	(143.65)	5.22
	(141.62)	7.27
Loss for the year after tax	(307.65)	(1009.01)
Add: Surplus b/f from statement of Profit & Loss of previous year	1082.07	2234.14
Less: Depreciation arising on transition to Schedule II of the Companies Act, 2013 on tangible fixed assets with nil remaining useful life (Net of deferred tax of ₹16.95 lacs)	-	32.92
	1082.07	2201.22
Amount Available for Appropriations:	774.42	1192.21
Appropriations:		
Proposed Dividend	-	91.51
Tax on Dividend	-	18.63
	-	110.14
Balance carried to the Balance Sheet	774.42	1082.07
	774.42	1192.21

Year in Retrospect

The sales and other income for the financial year under review was ₹32,162.85 lacs as compared to ₹19,594.51 lacs during the previous year. The production of Calcined Petroleum Coke (CPC) was 1,49,935 tonnes as compared to 85,866 tonnes during the previous

year. The sales of CPC was 1,54,688 tonnes for the period under review as compared to 85,648 tonnes for the previous year.

The year under review was one of the difficult and challenging periods not only for the Company, but the industry as a whole due to various global and domestic reasons. The profitability for the year has been affected drastically due to lower realization of the Company's product as well as volatility in foreign currency. The overall sluggishness in the Aluminium industry, meltdown in commodity prices coupled with global industrial recession particularly in China has affected on all fronts, which contributes towards profitability of the Company. The Company is continuously making efforts to overcome difficulties in the present most competitive environment and is confident to tackle the situation by initiating various steps and cost reduction schemes to show positive results in future.

Dividend and Transfer to reserve

In view of the losses incurred by the Company:

- your Directors have not recommended any dividend for the financial year ended March 31, 2016;
- no amount has been transferred to reserve for the financial year ended March 31, 2016.

Subsidiary Companies and Consolidated Financial Statements

As on March 31, 2016, the Company had a wholly owned subsidiary namely, "GCL Global Resources SGP Pte Limited" Singapore.

The Company's erstwhile step down subsidiary "Goa Carbon (Cangzhou) Company Limited" China was de-registered during the period under review pursuant to the decision taken by the "Cangzhou Economic Development Zone, China to cancel the land allotted to the project in Cangzhou undertaken by the said Company on the grounds that the proposed project falls under the "high energy consuming industries" as well as "heavy polluting enterprise". Under the circumstances the said Company in China has been compelled to withdraw the proposed project to be set up in China.

The Consolidated Financial Statements of the Company and its subsidiary, prepared in accordance with relevant Accounting Standards specified in the Companies Act, 2013 read with the rules made thereunder, form part of the Annual Report. The necessary information as required to be given in terms of the first proviso of sub-section 3 of Section 129 of the Companies Act, 2013 is given in this Annual Report.

In terms of –

- (i) Clause (a) of fourth proviso to sub-section (1) of Section 136 of the Companies Act, 2013, a copy of the Balance Sheet, Statement of Profit and Loss and other documents of its subsidiary company shall be placed on the website of the Company www.goacarbon.com ;
- (ii) Clause (b) of fourth proviso to sub-section (1) of Section 136 of the Companies Act, 2013, the said documents/details shall be made available, upon request, to any member of the Company.

Listing Information

The equity shares of your Company are listed on the Bombay Stock Exchange Limited (BSE) and on the National Stock Exchange of India Limited (NSE).

The listing fees for the year 2016 – 2017 have been paid to BSE and NSE.

Accreditation

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

Public Deposits

The Company has not accepted any public deposits during the year under review.

Directors' Responsibility Statement

To the best of our knowledge and belief and based on the information and representations received from the operating management, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- (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 March 31, 2016 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.

Directors

During the year, your Board with deep regret noted the sad demise of Late Soiru V. Dempo (DIN 00206062) on September 19, 2015. In his death, the Board has lost a visionary and philanthropist. Mr. Rajesh S. Dempo (DIN 05143106) was appointed as Director on January 8, 2016 to fill up the casual vacancy caused by the demise of Late Soiru V. Dempo.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Rajesh S. Dempo retires by rotation at the forthcoming Annual General Meeting, since the Director in place of whom he is appointed in the casual vacancy, would have retired if he had not ceased from office due to death. Being eligible, Mr. Rajesh S. Dempo offers himself for re-appointment. Your Board has recommended his re-appointment.

The Board of Directors re-appointed Mr. Jagmohan J. Chhabra's (DIN 01007714) as Whole-time Director of the Company with designation "Executive Director" for a further period of three years effective from April 1, 2016 subject to the approval of the Shareholders at the ensuing Annual General Meeting. A Special Resolution to this effect is included as part of the Notice convening the forthcoming Forty-eighth Annual General Meeting for Shareholders approval.

Brief resume of the directors proposed for appointment / re-appointment together with other relevant details form part of the Notice of the ensuing Annual General Meeting.

Key Managerial Personnel

Mr. Jagmohan J. Chhabra, Whole-time Director (Designated "Executive Director"), Mr. P. S. Mantri, Company Secretary and Mr. K. Balaraman, GM (Finance) & CFO, continued to function as Key Managerial Personnel of the Company during the year under review.

Independent Directors' Declarations

The Company has received declarations pursuant to

Section 149(7) of the Companies Act, 2013, from all the Independent Directors of the Company viz., Mr. Dara P. Mehta, Mr. Keki M. Elavia, Mr. Raman Madhok, Dr. A. B. Prasad and Ms. Kiran Dhingra confirming that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 in respect of their position as an “Independent Director” of Goa Carbon Limited.

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, five 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 Listing Regulations.

Audit Committee

The Audit Committee comprises of Mr. Dara P. Mehta who serves as the Chairman of the Committee and Mr. Keki M. Elavia and Mr. Raman Madhok as the other members. The terms of reference etc., of the Audit Committee is provided in Corporate Governance Report which forms part of this Annual Report.

All the recommendations made by the Audit Committee during the financial year under review were accepted by the Board.

Nomination and Remuneration Committee

The composition, terms of reference etc., of the Nomination and Remuneration Committee is provided in Corporate Governance Report which forms part of this Annual Report.

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.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Statutory Committees.

A structured questionnaire was prepared after taking

into consideration inputs received from the Directors, covering various aspects of the Board’s functioning such as adequacy of the composition of the Board and its Committees, Board Culture, Execution and Performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors.

Based on these criteria, the performance of the Board, various Board Committees, Chairman and Individual Directors (including Independent Directors) was found to be satisfactory.

Internal Control System

The Board has laid down Internal Financial Controls within the meaning of the explanation to Section 134 (5) (e) (“IFC”) 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

Deloitte Haskins & Sells, Chartered Accountants, Chennai (Registration No. 008072S) have been appointed as the Statutory Auditors of the Company for a period of three years from the conclusion of the 46th Annual General Meeting till the conclusion of the 49th Annual General Meeting. The Board now recommends the appointment of Deloitte Haskins & Sells for ratification by the members at the Annual General Meeting for the Financial Year 2016-17.

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.

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 has appointed CS Sadashiv V. Shet, Practicing Company Secretary to conduct the Secretarial Audit. The Secretarial Audit Report for the financial year ended March 31, 2016 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 / Whistle blower 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 well-established and detailed risk assessment and minimisation 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 entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business and as such provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus disclosure in Form AOC-2 is not required. Further, there are no material related party transactions during the year under review with the Promoters, Directors or Key Managerial Personnel.

All Related Party Transactions are placed before the Audit Committee as also to the Board for approval.

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.

Particulars of employees and related disclosures

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement of the particulars of the employee(s) drawing remuneration in excess of the limits set out in the said rules are provided in the Annexure – I to this Report.

Disclosures pertaining to remuneration and other details 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 are provided in the Annexure – II to this Report.

Energy Conservation, Technology Absorption and 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 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 thereunder, your Directors have constituted the Corporate Social Responsibility (CSR) Committee. The CSR Committee comprises of Mr. Shrinivas V. Dempo who serves as Chairman of the Committee and Mr. Raman Madhok and Mr. Jagmohan J. Chhabra as other members.

The said Committee has been entrusted with the responsibility and recommending to the Board, a Corporate Social Responsibility Policy (CSR Policy)

indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities. The CSR policy of the Company has been posted on the website of the Company www.goacarbon.com.

As part of its initiatives under CSR, the Company has undertaken programs or activities in the areas of Education and Healthcare. These activities are largely in accordance with Schedule VII of the Companies Act, 2013.

The Annual Report on CSR activities is provided in the Annexure – IV to this Report.

Extract of Annual Return

The details forming part of the extract of the Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013 is included in this Report as Annexure – V and forms an integral part of this Report.

Transfer of Unclaimed Dividend to Investor Education and Protection Fund

Pursuant to Section 205A(5) and 205C of the Companies Act, 1956, relevant amounts which remained unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account have been transferred by the Company, from time-to-time on due dates, to the Investor Education and Protection Fund (IEPF).

During the year under review, your Company transferred an amount of ₹ 4,57,734/- (Rupees Four Lacs Fifty Seven Thousand Seven Hundred and Thirty Four only) to the IEPF being the unclaimed dividend for the financial year ended 31.03.2008.

Pursuant to the provisions of the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, your Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on July 8, 2015 (date of last Annual General Meeting) on the Company's website www.goacarbon.com, as also on the website of the Ministry of Corporate Affairs'.

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 thereunder, 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 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.

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) Report on Corporate Governance and;
- iv) Auditors' Certificate regarding compliance of conditions of corporate governance.

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 V. Dempo
Chairman
DIN: 00043413

Panaji, Goa
April 29, 2016



ANNEXURE – I TO THE DIRECTORS' REPORT

Particulars of Employees pursuant to Section 197 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forming part of the Directors' Report for the year ended 31st March, 2016.

Sr. No.	Name of the Employee	Designation/ Nature of duties	Remuneration (₹ in lacs)	Qualifications	Experience in years	Date of Commencement of employment	Age (in yrs)	Last Employment held	Percentage of equity shares held in the Company	Name of Director or Manager who is a relative.
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(A) Employed throughout the financial year:

1.	Chhabra Jagmohan J.	<i>Executive Director*</i>	114.83	B.E. (Mechanical), Masters Degree in Marketing Management, Management Education Programme.	32	01.04.2010	54	CEO TSG Limited (Subsidiary of Frigoglass Group, Athens, Greece)	Nil	None
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(B) Employed for part of the financial year:

----- Nil -----

(C) Employed throughout the financial year or part thereof and exceeded that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company:

----- Nil -----

* Appointed as Whole-time Director with designation Executive Director and the nature of his employment was contractual. Other terms and conditions are as per agreement.

Note:

Remuneration as shown above includes Salary, Allowances, Company's Contribution to Provident Fund, Leave Travel Assistance and Expenditure by the Company on Accommodation, Medical and other facilities as per agreement. In addition, the director is entitled to Gratuity and is also covered under the Group Personal Accident Insurance Policy.

For and on behalf of the Board of Directors

Shrinivas V. Dempo
Chairman
DIN: 00043413

Panaji, Goa
April 29, 2016



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, Chief Financial Officer and Company Secretary during the financial year 2015-16, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director / KMP and Designation	Remuneration of Director / KMP for financial year 2015-16 (₹ in lacs)	% increase in Remuneration in the financial year 2015-16	Ratio of remuneration of each Director to median remuneration of employees
1.	Jagmohan J. Chhabra <i>Executive Director</i>	114.83	0%	30:1
2.	P. S. Mantri <i>Company Secretary</i>	45.34	26%	Not applicable
3.	K. Balaraman <i>Sr. GM (Finance) & CFO</i>	41.52	17%	Not applicable

Note: For this purpose, sitting fees paid to the directors have not been considered as remuneration.

- ii) The median remuneration of employees of the Company during the financial year was ₹3.82 lacs.
- iii) In the financial year, there was an increase of 9% in the median remuneration of employees.
- iv) There were 221 employees on the rolls of the Company as on March 31, 2016.
- v) Relationship between average increase in remuneration and company performance: The Net Loss for the financial year ended March 31, 2016 was ₹307.65 lacs whereas the average increase in average remuneration was 9%.
- vi) Comparison of remuneration of the Key Managerial Personnel(s) against the performance of the Company: In the year under review, the increment is 9%. The Net Loss of the Company is ₹307.65 lacs.
- vii) a) Variations in the market capitalisation of the Company : The market capitalisation as on March 31, 2016 was ₹68.17 crores as against ₹65.20 crores as on March 31, 2015.
- b) Price Earnings ratio of the Company was Nil as at March 31, 2016 as well as at March 31, 2015.
- c) Percent increase over decrease in the market quotations of the shares of the Company as compared to the rate at which the Company came out with the last public offer in the year: Since there was no public offer in last 5 years the relevant details are not applicable.
- viii) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e., 2015 -16 was 6% whereas the increase in the managerial remuneration for the same financial year was 9%.
- ix) The key parameters for the variable component of remuneration availed by the directors: The Executive Director is entitled to a Performance Linked Bonus/Incentive of 1% of the net profit per annum subject to a maximum of ₹35.00 lacs as per the terms of his appointment. No such bonus/incentive was paid to the Executive Director for the year under review. None of the other directors are paid any remuneration except sitting fees for attending meetings.
- x) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable; and
- xi) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

For and on behalf of the Board of Directors

Shrinivas V. Dempo
Chairman

DIN: 00043413

Panaji, Goa
April 29, 2016

ANNEXURE – III TO THE DIRECTORS' REPORT

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

(A)	Conservation of Energy	<u>Goa Plant</u>	<u>Bilaspur Plant</u>	<u>Paradeep Plant</u>
(i)	the steps taken or impact on conservation of energy	<p>Total electrical units consumed during the year was 8,70,900 kwh units as against 4,76,885 kwh units of the previous year. Consumption of electrical energy per metric ton of Calcined Petroleum Coke (CPC) produced during the year was 17.16 kwh/MT of CPC as against 18.28 kwh/MT of previous year. This is due to increase in production run days for the full year as compared to the previous year. A strict control on routinely maintaining power factor enabled the Company to get maximum rebate of ₹2,04,280/-.</p> <p>Furnace Oil consumption during the year was 1,39,085 litres (including heating and cooling of Kiln) as against 29,000 litres of previous year. Furnace Oil consumption per ton of CPC during the year was 2.74 litres/MT as against 1.12 litres/ MT in the previous year due to production of higher RD CPC (2.05 grams/cc minimum) to meet customer specifications.</p>	<p>Electrical Energy consumption during the year has increased to 19.58 kwh/MT as compared to 15.92 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.</p> <p>Furnace Oil consumption per MT of CPC has increased from 1.42 litres/ MT to 2.32 litres/MT for heating and cooling of the Kiln due to increase in number of heating cycles during the year. Furnace Oil used for processing has increased from 1.97 litres/MT to 2.87 litres/MT due to production of higher RD CPC to meet customer specifications.</p>	<p>The specific Electrical Energy consumption for the financial year 2015-16 was 30.15 Kwh/MT. In comparison with the previous financial year 2014-15, the specific energy consumption is more by 6.39 Kwh/MT of CPC produced. The reason for this increase in specific energy consumption is that for the entire Financial Year 2015-16, the Plant was operated with the newly added pollution control equipments, which are power intensive.</p> <p>The average production per day is 358.5 MT. The power cost per MT of CPC is increased by ₹25.44/MT and this is due to the operation of the pollution control equipments for the entire year.</p> <p>The consumption of Furnace Oil for production was nil as in the previous year.</p>
(ii)	the steps taken by the Company for utilising alternate sources of energy.	<p>1) Installed additional CFL focus light fittings to reduce lighting unit consumption.</p> <p>2) Conditioned monitoring of equipments and strict monitoring for efficient usage of equipment is being continued in all sections.</p>	<p>1) Additional transparent FRP sheets provided in CPC storage godown thereby using natural light.</p> <p>2) Installed energy efficient luminaries.</p> <p>3) Initiation to install energy efficient motors.</p>	

	<p>(iii) the capital investment on energy conservation equipments</p>	
(B)	<p>Technology Absorption</p> <p>(i) the efforts made towards technology absorption.</p> <p>(ii) the benefits derived like product improvement, cost reduction, product development or import substitution.</p> <p>(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) –</p> <p>(a) the details of technology imported;</p> <p>(b) the year of import;</p> <p>(c) whether the technology has been fully absorbed;</p> <p>(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and</p> <p>(iv) the expenditure incurred on Research and Development.</p>	<p>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.</p> <p>Not Applicable</p>
(C)	<p>Foreign Exchange Earnings and Outgo</p> <p>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.</p>	<p>Foreign Exchange used for importing raw material, interest on foreign currency loans and travel expenses of employees for official work etc., were equivalent to ₹22,620 lacs.</p> <p>Foreign Exchange earned during the year 2015-16 was Nil.</p>

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

Average net profit ₹4,93,96,678.00

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

The Company was required to spend ₹9,87,934.00

4. Details of CSR Spend during the financial year

- a. Total amount spent during the financial year: ₹19,58,117.00 b. Amount unspent, if any: Not Applicable
c. Manner in which the amount is spent during the financial year 2015-16 is detailed below

Amount in ₹

Sr. No.	CSR project/activity	Sector (Schedule VII)	Projects or programs (1) Local area (2) State and district	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.	School Education Programme	Education	New Delhi	7,00,000.00	(1) 7,00,000.00 (2) Nil	7,00,000.00	Through implementing agency
2.	School Education Programme	Education	Local Area	3,50,000.00	(1) 3,50,000.00 (2) Nil	3,50,000.00	Through implementing agency
3.	Health Care Activities	Healthcare	Local Area	4,08,177.00	(1) 4,08,117.00 (2) Nil	4,08,117.00	Direct
4.	School Education Programme	Education	Local Area	5,00,000.00	(1) 5,00,000.00 (2) Nil	5,00,000.00	Through implementing agency
	Total			19,58,117.00	(1) 19,58,117.00 (2) Nil	19,58,117.00	

* Details of implementing agencies – (1) The Energy and Resources Institute, New Delhi, (2) The Kasturba Gandhi Memorial Trust, Panaji, Goa, (3) The Vasantrao Dempo Education and Research Foundation, Panaji, Goa.

5. Reasons for falling short of the required spend

Not Applicable

6. Responsibility statement of the CSR committee

Through this report, the Company seeks to communicate its commitment towards CSR to the Ministry of Corporate Affairs. The implementation and monitoring of our CSR Policy is in compliance with the CSR objectives and policies as laid down in this report. The Board of the Company and the CSR Committee is responsible for the integrity and the objectivity of all the information provided in the disclosure above. All the projects reported have been considered and undertaken with the best of our intentions to contribute to the greater good of the society. We have undertaken and implemented these projects with careful consideration and these projects are aligned with our vision as provided in our CSR Policy. In line with the requirements of the Companies Act, 2013, we have also instituted monitoring mechanisms to ensure the projects go on smoothly as planned.

Jagmohan J. Chhabra

Executive Director

Panaji, Goa
April 29, 2016

Shrinivas V. Dempo

Chairman CSR Committee



ANNEXURE – V TO THE DIRECTORS' REPORT

Relevant extract of Annual Return as on the financial year ended on March 31, 2016.

I. REGISTRATION AND OTHER DETAILS

i.	Corporate Identity Number (CIN) of the Company	L23109GA1967PLC000076
ii.	Registration Date	22 nd June, 1967
iii.	Name of the Company	Goa Carbon Limited
iv.	Category / Sub-Category of the Company	Public Company limited by shares
v.	Address of the Registered office and contact details	Dempo House, Campal, Panaji, Goa – 403 001 Tel +91 832 2441300, Fax +91 832 2427192
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078 E-Mail: rnt.helpdesk@linkintime.co.in, Tel: +91 22 2594 6970, Fax: +91 22 2594 6969

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Sl. No.	Name and Description of main products	NIC Code of the Product	% to total turnover of the company
1.	Manufacture of coke oven product	1910	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section of Companies Act, 2013
1.	V. S. Dempo Holdings Pvt. Ltd. Dempo House, Campal, Panaji, Goa – 403 001	U65993GA1984PTC000570	Holding	55.39%	2(46)
2.	GCL Global Resources SGP Pte Ltd. 133 Cecil Street #16-01, Keck Seng Tower, Singapore 069535	Foreign Company	Subsidiary	100%	2(87)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Categorywise Share Holding

Category of shareholders	Number of shares held on April 1, 2015				Number of shares held on March 31, 2016				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
1. Indian									
Individuals/HUF	395939	Nil	395939	4.3267	395939	Nil	395939	4.3267	Nil
Central Government/State Government(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Bodies Corporate	5103340	Nil	5103340	55.7678	5103340	Nil	5103340	55.7678	Nil
Financial Institutions/Banks	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Any Other (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-Total (A)(1)	5499279	Nil	5499279	60.0945	5499279	Nil	5499279	60.0945	Nil

Category of shareholders	Number of shares held on April 1, 2015				Number of shares held on March 31, 2016				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
2. Foreign									
Individuals (Non-Resident Individuals/Foreign Individuals)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Bodies Corporate	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Institutions	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Any Other (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-Total (A) (2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Shareholding of Promoter and Promoter Group (A)= (A) (1)+(A)(2)	5499279	Nil	5499279	60.0945	5499279	Nil	5499279	60.0945	Nil
B. Public shareholding									
1. Institutions									
Mutual Funds / UTI	Nil	550	550	0.0060	Nil	550	550	0.0060	Nil
Financial Institutions/Banks	10541	635	11176	0.1221	170	635	805	0.0088	(0.1133)
Central Government/State Government(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Foreign Institutional Investors	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Foreign Venture Capital Investors	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Qualified Foreign Investors	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Any Other (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-Total (B)(1)	10541	1185	11726	0.1281	170	1185	1355	0.0148	(0.1133)
2. Non-institutions									
Bodies Corporate	398205	3312	401517	4.3877	486901	3012	489913	5.3536	0.9659
Individuals –									
i. Individual shareholders holding nominal share capital up to ₹1 lac.	2568610	388363	2956973	32.3129	2476673	384752	2861425	31.2688	(1.0441)
ii. Individual shareholders holding nominal share capital in excess of ₹1 lac.	169998	11000	180998	1.9779	48277	Nil	48277	0.5276	(1.4503)
Qualified Foreign Investors	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Any Other (specify)									
i. Clearing Member	56230	Nil	56230	0.6145	64936	Nil	64936	0.7096	0.0951
ii. Non-Resident Indian (Repat.)	31186	20	31206	0.3410	33115	20	33135	0.3621	0.0211
iii. Non-Resident Indian (Non-Repat.)	4263	4760	9023	0.0986	13509	4760	18269	0.1996	0.1010
iv. Directors & their relatives	Nil	4000	4000	0.0437	Nil	4000	4000	0.0437	Nil
v. Trusts	100	Nil	100	0.0011	100	Nil	100	0.0011	Nil
vi. Hindu Undivided Family	Nil	Nil	Nil	Nil	130363	Nil	130363	1.4246	1.4246
Sub-Total (B)(2)	3228592	411455	3640047	39.7774	3253874	396544	3650418	39.8907	0.1133
Total Public Shareholding (B)= (B)(1)+(B)(2)	3239133	412640	3651773	39.9055	3254044	397729	3651773	39.9055	Nil
C. Shares held by Custodians for GDR's & ADR's	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
GRAND TOTAL (A)+(B)+(C)	8738412	412640	9151052	100.0000	8753323	397729	9151052	100.0000	

ii) Shareholding of Promoters

Shareholder's name	Number of Shares held on April 1, 2015			Number of Shares held on March 31, 2016			% change in share holding during the year
	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
Shrinivas Vasudeva Dempo	395939	4.3267	Nil	395939	4.3267	Nil	Nil
V. S. Dempo Holdings Pvt. Ltd.	5069040	55.3930	Nil	5069040	55.3930	Nil	Nil
Motown Investments Pvt. Ltd.	34300	0.3748	Nil	34300	0.3748	Nil	Nil
TOTAL	5499279	60.0945	Nil	5499279	60.0945	Nil	Nil

iii) Change in Promoters' Shareholding

Shareholder's name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
At the beginning of the year, April 1, 2015				
Shrinivas Vasudeva Dempo	395939	4.3267	-	-
V. S. Dempo Holdings Pvt. Ltd.	5069040	55.3930	-	-
Motown Investments Pvt. Ltd.	34300	0.3748	-	-
TOTAL	5499279	60.0945	-	-
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
At the end of the year, March 31, 2016				
Shrinivas Vasudeva Dempo	395939	4.3267	-	-
V. S. Dempo Holdings Pvt. Ltd.	5069040	55.3930	-	-
Motown Investments Pvt. Ltd.	34300	0.3748	-	-
TOTAL	5499279	60.0945	-	-

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Top Ten Shareholders	Shareholding as on April 1, 2015		Shareholding as on March 31, 2016	
	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
PrI Stock and Share Brokers Pvt. Ltd.	25000	0.2732	19100	0.2087
Pravina Kantilal Karani	23800	0.2601	13800	0.1508
Mayekar Satish Manohar	22831	0.2495	22831	0.2495
Saifuddin Fakhruddin Miyajiwala	20446	0.2234	25446	0.2781
Religare Finvest Ltd.	20150	0.2202	150	0.0016
Rashida Hatim Miyajiwala	20000	0.2186	20000	0.2186
K. K. Stock Management Pvt. Ltd.	19720	0.2155	6438	0.0704
Mahadev Mohan Caculo	18777	0.2052	18777	0.2052
Karvy Stock Broking Ltd.	17449	0.1907	11687	0.1277
Nirmal Bang Financial Services Pvt. Ltd.	16677	0.1822	-	-



v) Shareholding of Directors and Key Managerial Personnel

For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
At the beginning of the year, April 1, 2015				
Shrinivas Vasudeva Dempo	395939	4.3267	-	-
Dara P. Mehta	4000	0.0437	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
At the end of the year, March 31, 2016				
Shrinivas Vasudeva Dempo	395939	4.3267	-	-
Dara P. Mehta	4000	0.0437	-	-

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

In ₹ lacs

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	15569.78	-	-	15569.78
ii) Interest due but not paid	-	181.01	-	181.01
iii) Interest accrued but no due	24.87	-	-	24.87
Total (i+ii+iii)	15594.65	181.01	-	15775.66
Change in Indebtedness during the financial year				
▪ Addition	4995.69	-	-	4995.69
▪ Reduction	-	-	-	-
Net Change	4995.69	-	-	4995.69
Indebtedness at the end of the financial year				
i) Principal Amount	20541.29	-	-	20541.29
ii) Interest due but not paid	-	181.01	-	181.01
iii) Interest accrued but not due	49.05	-	-	49.05
Total (i+ii+iii)	20590.34	181.01	-	20771.35

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (in ₹ lacs)
	Jagmohan J. Chhabra	
Gross salary		
(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	88.20	88.20
(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	12.87	12.87
(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	Nil	Nil
Stock Option	Nil	Nil
Sweat Equity	Nil	Nil
Commission		
- as % of profit	Nil	Nil
- others, specify	Nil	Nil
Others, please specify		
- Retirement benefits	13.76	13.76
Total (A)	114.83	114.83
Ceiling as per the Act	5% of the net profits of the Company	

B. Remuneration to other Directors

Particulars of Remuneration	Name of Directors					Total Amount (in ₹ lacs)
	Dara P. Mehta	Keki M. Elavia	Dr. A. B. Prasad	Raman Madhok	Kiran Dhingra	
Independent Directors						
Fee for attending board/committee meetings	1.75	1.60	1.23	2.44	1.30	8.32
Commission	-	-	-	-	-	-
Others, please specify	-	-	-	-	-	-
Total (1)	1.75	1.60	1.23	2.44	1.30	8.32
Other Non-Executive Directors	Shrinivas V. Dempo	Soiru V. Dempo*	Rajesh S. Dempo**			
Fee for attending board/committee meetings	1.03	0.80	0.50			2.33
Commission	-	-	-			-
Others, please specify	-	-	-			-
Total (2)	1.03	0.80	0.50			2.33
Total (B)=(1+2)						10.65
Total Managerial Remuneration (A+B)						125.48
Ceiling as per the Act	1% of the net profits of the Company					

* Late Soiru V. Dempo ceased to be a director with effect from September 19, 2015.

** Mr. Rajesh S. Dempo has been appointed as a director of the Company by the board with effect from January 8, 2016 in the casual vacancy caused due to the demise of Late Soiru V. Dempo.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Particulars of Remuneration	Key Managerial Personnel			Total Amount (in ₹ lacs)
	CEO	Company Secretary	CFO	
Gross salary				
(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-	37.21	33.10	70.31
(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	6.03	5.93	11.96
(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-	Nil	Nil	Nil
Stock Option	-	Nil	Nil	Nil
Sweat Equity	-	Nil	Nil	Nil
Commission				
- as % of profit	-	Nil	Nil	Nil
- others, specify	-	Nil	Nil	Nil
Others, please specify				
- Retirement benefits	-	2.10	2.49	4.59
Total	-	45.34	41.52	86.86

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

MANAGEMENT DISCUSSION AND ANALYSIS

Overview

The financial year 2015-16 was one of the most challenging and difficult period for all industries and more particularly industries in the business of commodities. Industrial recession was spread over not only domestically but also internationally due to melt down of Chinese industrial growth. The overall basic industries particularly steel and aluminium are struggling to survive due to uncertainties about the future and thereby no green field expansions are happening anywhere.

During the last quarter of FY15, heightened risk averseness led to dumping of commodities across the board. The resultant rise in US Dollars, coupled with surging Chinese exports following slowing demand growth in China resulted in a sharp decline in LME, which dropped sharply by almost 10%. This was also accompanied with significant decline in regional premium, resulting in a large decline in all inclusive aluminium realisations putting pressure on margins.

Goa Carbon Limited is one of the producers of Calcined Petroleum Coke (CPC), which is used as primary Carbon source by Aluminum, Steel and Titanium dioxide industries. Therefore, there is a direct relationship between the progress and growth of CPC industries with the progress and growth of aluminium and steel industries. Aluminium industry is the main user of CPC which consumes almost 75% of production. The domestic demand is mainly impacted due to inordinate delay by Indian Smelters in implementing expansion projects. The international market is seriously affected by over supply of CPC by China.

Outlook

As said above, the growth of CPC industry is directly linked with the growth of Aluminum industry. It is expected that globally Aluminium industry will grow from 57.6 Mn MT in 2015 to 68.4 Mn MT in 2020 at compounded growth rate of 3.5% due to its increasing use in packaging, transportation and construction due to its inherent quality of light weight, superior electric conductivity, non-corrosive and high strength. Most of this growth will come from Middle East and Asia.

Therefore, with the growth of aluminium industry, it is expected CPC industry will grow in the same proportion.

Similarly, in the recent past, there is a demographic shift in the manufacture of aluminum from the western countries to Asia and Middle East. The Company is expected to perform better on this front due to proximity to market to deliver expected increase in CPC demand in a more economic way.

Risk and concerns

As the commodity prices had impacted all basic industries, which resulted in drastic capacity curtailment by the industries including aluminium and therefore the reduction in capacity utilization by aluminium smelters affected negatively the demand for CPC.

The worldwide recession mainly due to China crisis had direct impact on demand for US Dollars which resulted in the volatility of Indian Currency also. As Goa Carbon mainly imports its raw material, it remains vulnerable to US Dollars. The Company has a prudent foreign exchange management policy and does not speculate on foreign currency.

The Company has another challenge to source right type of raw material which is also known as Green Petroleum Coke on a continuous basis as the demand for right quality of material is ever increasing. However, the Company tries to overcome this difficulty by closely working on regular basis with the aluminium smelters to blend different type of material thereby to optimize available raw material to make it more competitive and profitable to meet the requirements of the smelters.

Research and Development

Research and development is an ongoing process at Goa Carbon. The Company is continuously innovating and discovering methods and concepts to improve the quality of its product and achieve operational efficiency. The company is awarded with quality certification of ISO 9001 and ISO 14001 which also demonstrates the ability of the Company to achieve higher level of customer satisfaction.

Financial Review

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013. The key financial ratios are given below in percentage, except for earnings per share:

	As at 31.03.2016	As at 31.03.2015
PAT (Loss) / Sales	(0.98%)	(5.38%)
Return on Net Worth	-	-
Earnings per share (₹)	(3.36)	(11.03)

The net cash flow of the Company during the year ended 31.03.2016 is as follows:

(₹ in lacs)

	As at 31.03.2016	As at 31.03.2015
Cash from / (used in) operations	3455.07	(575.79)
Cash (used in)/ from investing activities	(6672.06)	9988.31
Cash from / (used in) financial activities	3361.47	(8074.88)
Net increase/ (decrease) in cash	144.48	1337.64

Internal Control System

The company has adequate internal control system commensurate with its size and business. The Internal Auditor reviews that all the transactions of the company are in line with the compliance of laws, policies and procedures and have been correctly recorded and reported. The Internal Audit is conducted on regular basis and the reports are submitted to the Audit Committee of Directors at their quarterly meetings.

Human Resources

As on March 31, 2016, the Company had 221 employees consisting of 16 managerial personnel and 205 other employees including workmen.

The Company has excellent combination of experienced and talented Technical Managers. The Company also undertakes on regular basis various training programmes to keep its employees updated on new technical developments and information which directly results in optimum capacity utilization and cost effectiveness.

The Company's relation with its employees continues to be cordial. The Company always reciprocates commitment to its employees in order to motivate them to perform the best.

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 these 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, environment 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 2015-16

[As required under 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")

2.1 Composition and category of directors

As on March 31, 2016, the Company's Board comprised of eight members, one of whom is an Executive Director/Whole time Director (ED), two Non-Executive Directors (NED) and five Independent Directors (ID) including a Woman Director. The number of IDs is more than half of the total number of directors.

The names and categories of the directors on the board are given below:

Name	DIN	Category	Number of shares held as at March 31, 2016
Mr. Shrinivas V. Dempo (Chairman)	00043413	Promoter Non-Executive	3,95,939
Mr. Dara P. Mehta	00041164	Independent	4,000
Mr. Keki M. Elavia	00003940	Independent	Nil
Dr. A. B. Prasad	00817902	Independent	Nil
Mr. Raman Madhok	01798377	Independent	Nil
Ms. Kiran Dhingra	00425602	Independent	Nil
Mr. Rajesh S. Dempo*	05143106	Non-Independent Non-Executive	Nil
Mr. Jagmohan J. Chhabra	01007714	Executive Director	Nil

* Mr. Rajesh S. Dempo has been appointed as a director of the Company by the board with effect from January 8, 2016 in the casual vacancy caused due to the demise of Late Soiru V. Dempo.

2.2 Attendance of directors at board meetings, annual general meeting and number of other board of directors or committees in which a director is a member or chairperson.

Attendance of each director at the board meetings and the last Annual General Meeting (AGM) held during the year and the number of directorships and committee memberships/chairpersonships held by them in other companies is given below:

Name	No. of board meetings attended during 2015-16	Whether attended last AGM held on July 8, 2015	No. of directorships in other companies ^o	No. of committee positions held in other companies	
				Chairperson	Member
Mr. Shrinivas V. Dempo <i>Chairman</i>	4	Yes	15	1	1
Mr. Dara P. Mehta	5	Yes	7	2	-
Mr. Keki M. Elavia	4	Yes	12	5	4
Late Soiru V. Dempo*	2	Yes	N.A.	N.A.	N.A.
Dr. A. B. Prasad	3	Yes	1	-	-
Mr. Raman Madhok	5	Yes	2	-	1
Ms. Kiran Dhingra	5	Yes	4	1	1
Mr. Rajesh S. Dempo**	2	N.A.	4	-	1
Mr. Jagmohan J. Chhabra <i>Executive Director</i>	5	Yes	1	-	-

^o Includes directorships held in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013.

* Late Soiru V. Dempo ceased to be a director with effect from September 19, 2015.

** Mr. Rajesh S. Dempo has been appointed as a director of the Company by the board with effect from January 8, 2016 in the casual vacancy caused due to the demise of Late Soiru V. Dempo.

Notes:

None of the IDs serve as independent director in more than seven listed companies and the ED does not serve as independent director on any listed company.

None of the directors is a member of more than ten committees nor is a chairperson of more than 5 committees across all the public limited companies, whether listed or not, in which he/she is a director. The committees considered for the above purpose are those specified in Regulation 26(1)(b) of the Listing Regulations i.e., the Audit Committee and the Stakeholders' Relationship Committee.

Mr. Shrinivas V. Dempo is the 'Cousin' of Mr. Rajesh S. Dempo. None of the other Directors have any relationships inter-se.

2.3 Meetings of the Board of Directors

The Board meetings are normally held at the registered office at Dempo House, Campal, Panaji, Goa. The information as required in Part A of Schedule II of the Listing Regulations is made available to the Board. The Board periodically reviews compliance reports of all laws applicable to the Company. The Board meets at least

once a quarter to review the quarterly results and other items on the agenda and also on the occasion of the Annual General Meeting of the shareholders. Additional meetings are held, when necessary. Committees of the Board usually meet the day before the Board meeting, or whenever the need arises for transacting business. The recommendations of the Committees are placed before the Board for necessary approval.

Five Board meetings were held during the financial year ended March 31, 2016 on April 30, 2015, July 8, 2015, October 14, 2015, January 8, 2016 and March 15, 2016. The gap between no two meetings exceeded one hundred and twenty days.

The Company did not have any pecuniary relationship or transactions with Non-Executive Directors during the financial year ended March 31, 2016 except for payment of sitting fees.

2.4 Remuneration of each director on the Board

The details of remuneration to each director on the Board during the financial year 2015-16 are as follows:

(in ₹)

Name	Fixed Salary			Commis- sion	Sitting fees	Total Remunera- tion	Service Contract / Notice Period / Severance Fees
	Basic	Perquisites / Allowances	Total				
Mr. Shrinivas V. Dempo	-	-	-	-	1,03,000	1,03,000	Retirement by Rotation
Mr. Dara P. Mehta	-	-	-	-	1,75,000	1,75,000	5 years up to the AGM of 2019
Mr. Keki M. Elavia	-	-	-	-	1,60,000	1,60,000	5 years up to the AGM of 2019
Late Soiru V. Dempo*	-	-	-	-	80,000	80,000	Not Applicable
Dr. A. B. Prasad	-	-	-	-	1,23,000	1,23,000	5 years up to the AGM of 2019
Mr. Raman Madhok	-	-	-	-	2,44,000	2,44,000	5 years up to the AGM of 2019
Ms. Kiran Dhingra	-	-	-	-	1,30,000	1,30,000	5 years up to the AGM of 2020
Mr. Rajesh S. Dempo**	-	-	-	-	50,000	50,000	Retirement by Rotation
Mr. Jagmohan J. Chhabra	81,90,000	32,93,336	1,14,83,336	-	-	1,14,83,336	3 years w.e.f. April 1, 2016

* Late Soiru V. Dempo ceased to be a director with effect from September 19, 2015.

** Mr. Rajesh S. Dempo has been appointed as a director of the Company by the board with effect from January 8, 2016 in the casual vacancy caused due to the demise of Late Soiru V. Dempo.

Notes:

None of the directors hold stock options as on 31st March, 2016. The ED is not eligible for payment of severance fees and the contract with the ED may be terminated by either party giving the other party four months' notice.

2.5 Independent Directors Meeting

The IDs met on April 11, 2016 without the presence of non-independent directors and members of the management. At this meeting, the IDs inter alia reviewed the performance of the non-independent directors and the board of directors as a whole, reviewed the performance of the chairman of the board and assessed the quality, quantity and timeliness of flow of information between the management and the board of directors.

2.6 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 ID and also has a discussion to familiarize the ID with the Company's operations. At the time of regularization of the appointment of an ID, the appointment is formalized by issuing a letter to the director, which inter alia explains the role, function, 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 Familiarisation Programme for IDs can be accessed at: http://www.goacarbon.com/downloads/Familiarization%20Programmes%20for%20IDs_NEW.pdf

3. Audit Committee

3.1 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(1) of the Listing Regulations read with Section 177 of the Companies Act, 2013.

The Sr. General Manager (Finance) & CFO, the Internal Auditors and the Statutory Auditors are permanent invitees to the meetings of the Audit Committee. The Company Secretary acts as the Secretary to the Committee. 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.

Four meetings of the Committee were held during the financial year ended March 31, 2016 on April 29, 2015, July 7, 2015, October 14, 2015 and January 8, 2016. The gap between no two meetings exceeded one hundred and twenty days. The quorum was present for all the above four meetings.

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

Names of Members	Profession	Category	No. of meetings attended
Mr. Dara P. Mehta <i>Chairman</i>	Solicitor	ID	4
Mr. Keki M. Elavia	Chartered Accountant	ID	4
Mr. Raman Madhok	Corporate Consultant	ID	4

ID – Independent Director

Note:

Mr. Dara P. Mehta, Chairman of the Audit Committee was present at the AGM of the Company held on July 8, 2015.

4. Nomination and Remuneration Committee

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

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19(1) & (2) of the Listing Regulations read with Section 178 of the Companies Act, 2013. The terms of reference of the Nomination and Remuneration Committee are as per the guidelines set out in Part D(A) of Schedule II of the Listing Regulations.

The Nomination and Remuneration Committee of the Company comprises of three NEDs all of whom are IDs namely Mr. Keki M. Elavia (Chairman), Mr. Raman Madhok and Ms. Kiran Dhingra.

Three meetings of the Committee were held during the financial year ended March 31, 2016 on April 29, 2015, January 8, 2016 and March 15, 2016.

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

Names of Members	Category	No. of meetings attended
Mr. Keki M. Elavia <i>Chairman</i>	ID	2
Mr. Raman Madhok	ID	3
Ms. Kiran Dhingra*	ID	1
Late Soiru V. Dempo**	NED	-

ID – Independent Director; NED – Non-Executive Director

* Ms. Kiran Dhingra was inducted into the Committee by the Board at its meeting held on January 8, 2016.

** Late Soiru V. Dempo ceased to be a director with effect from September 19, 2015.

Note:

Mr. Keki M. Elavia, Chairman of the Nomination and Remuneration Committee was present at the AGM of the Company held on July 8, 2015.

4.2 Nomination and Remuneration Policy

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

5. Share Transfer, Investors' Grievance and Stakeholders Relationship Committee

5.1 Details of the composition of the Share Transfer, Investors' Grievance and Stakeholders Relationship Committee, meetings and attendance of the members are as follows:

The Share Transfer, Investors' Grievance and Stakeholders Relationship Committee of the Company is headed by a NED.

Seventeen meetings of the Committee were held during the financial year ended March 31, 2016.

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

Names of Members	Category	No. of meetings attended
Mr. Raman Madhok <i>Chairman</i>	ID	17
Dr. A. B. Prasad	ID	16
Mr. Rajesh S. Dempo*	NED	-
Late Soiru V. Dempo**	NED	10

ID – Independent Director; NED – Non-Executive Director

* Mr. Rajesh S. Dempo was inducted into the Committee by the Board at its meeting held on January 8, 2016.

** Late Soiru V. Dempo ceased to be a director with effect from September 19, 2015.

5.2 Terms of reference

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.

5.3 Details of Shareholders' complaints

During the year under review, the Company has received and resolved 3 complaints. The complaints received were resolved to the satisfaction of the shareholders. No complaints remained pending as on March 31, 2016.

5.4 Compliance Officer

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

P. S. Mantri, *Company Secretary*

Goa Carbon Limited

Dempo House, Campal, Panaji, Goa – 403 001

Tel.: (0832) 2441354 Fax: (0832) 2427192

Email: legal@goacarbon.com

6. Corporate Social Responsibility (CSR) Committee

In terms of Section 135 of the Companies Act,

2013, the Board has constituted a Corporate Social Responsibility (CSR) Committee to monitor the Corporate Social Responsibility Policy of the Company and the activities included in the policy.

One meeting of the Committee was held during the financial year ended March 31, 2016 on March 15, 2016.

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

Names of Members	Category	No. of meetings attended
Mr. Shrinivas V. Dempo <i>Chairman</i>	NED	1
Mr. Raman Madhok	ID	1
Mr. Jagmohan J. Chhabra	ED	1

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

7. Project Review Committee

7.1 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 four directors namely Mr. Shrinivas V. Dempo, Chairman, Mr. Keki M. Elavia, Mr. Raman M. Madhok and Mr. Jagmohan J. Chhabra.

No meeting of the Committee was held during the financial year ended March 31, 2016.

8. Resources Raising Committee

8.1 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 China Project as well as other projects in India, the Committee comprises of four directors namely Mr. Shrinivas V. Dempo, Chairman, Mr. Dara P. Mehta, Mr. Keki M. Elavia and Mr. Raman M. Madhok.

No meeting of the Committee was held during the financial year ended March 31, 2016.

9. General Meetings and Postal Ballot

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

Financial Year Ended	Date & Time	Venue
March 31, 2013	July 6, 2013 at 11.00 a.m.	Dempo House, Campal, Panaji, Goa – 403 001
March 31, 2014	September 6, 2014 at 10.30 a.m.	
March 31, 2015	July 8, 2015 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
July 6, 2013	Yes	Re-appointment and payment of remuneration to Mr. Jagmohan J. Chhabra as a Whole-time Director with designation "Executive Director" of the Company with effect from April 1, 2013 for a period of 3 years.
September 6, 2014	Yes	1. Ratification of remuneration of ₹122.68 lacs paid to Mr. Jagmohan J. Chhabra, Executive Director during the period from April 1, 2013 to March 31, 2014. 2. Borrowing an amount not exceeding ₹100 crore.
July 8, 2015	Yes	Ratification of remuneration of ₹114.88 lacs paid to Mr. Jagmohan J. Chhabra, Executive Director during the period from April 1, 2014 to March 31, 2015.

9.2 Postal Ballot

For the financial year ended March 31, 2016, there has been no ordinary or special resolution passed by the Company's shareholders through postal ballot. At the ensuing Annual General Meeting, there is no resolution proposed to be passed through postal ballot.

10. Means of Communication

The quarterly unaudited financial results were published in the Financial Express/Navhind Times (English Dailies) and Navprabha (Marathi

Daily). The results were also displayed on the Company's website at www.goacarbon.com. The shareholders can access the Company's website for financial information, shareholding information etc.

All price sensitive information and matters which are material and relevant to shareholders are intimated to the Stock Exchanges where the securities of the Company are listed.

The Company submits to the Bombay Stock Exchange Ltd. (BSE) and the National Stock Exchange of India Ltd. (NSE) all compliances, disclosures and communications through BSE's Listing Centre and NSE's NEAPS portal.

No presentations have been made to institutional investors/analysts during the financial year.

The Management Discussion and Analysis report is provided separately as a part of this Annual Report.

11. Disclosures

11.1 Related Party Transactions / Materially significant related party transactions

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. These have been approved by the Audit Committee. In terms of Regulation 23(1) of the Listing Regulations, the Board of Directors has approved and adopted a policy on Related Party Transactions and the same 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

During the year under review, besides the transactions reported elsewhere in the Annual Report, there were no transactions between the Company and the Promoters, Directors or Management, their subsidiaries or relatives, etc. that had a potential conflict with the interests of the Company at large. The Register of Contracts containing transactions in which directors

are interested is placed before the Board regularly.

11.2 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.

11.3 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 elsewhere in this report.

11.4 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

11.5 Commodity price risks or foreign exchange risks and hedging activities

This has been discussed in detail in the Management Discussion and Analysis Report, which forms part of the Directors' Report.

11.6 Code of Conduct

In terms of Regulation 17(5) of the Listing Regulations, the Company has adopted the Code of Conduct for the Board Members and Senior Management of the Company which has been posted on the Company's website www.goacarbon.com. Requisite annual affirmations of compliance with the code have been made by the Directors and Senior Management of the Company.

The declaration of the Executive Director is given below:

I, Jagmohan J. Chhabra, *Executive Director* of Goa Carbon Limited, declare that all Board Members and Senior Management Personnel of the Company have affirmed their compliance with the Company's Code of Conduct during the financial year ended March 31, 2016.

Panaji, Goa
April 12, 2016

Jagmohan J. Chhabra
Executive Director

11.6 Compliance Certificate from CEO / CFO

As required by Regulation 17(8) of the Listing Regulations, the CEO and CFO of the Company have furnished the Compliance Certificate of the financial statements for the year to the Board of Directors. The same is enclosed at the end of the report.

11.7 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.

11.8 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-para (2) to (10) of Part C of Schedule V of the Listing Regulations.

11.9 Details of compliance with corporate governance requirements

The Company has complied with the corporate governance requirements as stipulated in:

- Clause 49 (excluding Clause 49(VII)(E)) of the Listing Agreement of the Company with stock exchanges ("Listing Agreement") for the period from April 1, 2015 to November 30, 2015.
- Clause 49(VII)(E) of the Listing Agreement for

the period from April 1, 2015 to September 1, 2015.

- Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) for the period from September 2, 2015 to March 31, 2016 and
- Regulations 17 to 27 (excluding Regulation 23(4)), clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation") for the period from December 1, 2015 to March 31, 2016.

11.10 Auditors' certificate on corporate governance

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

12 General Shareholder Information

12.1 Annual General Meeting

Date and Time : Wednesday, July 6, 2016
at 10.30 a.m.
Venue : Dempo House,
Campal, Panaji,
Goa – 403 001

12.2 Financial Year Calendar (2016-17) (Tentative and subject to change)

Results for quarter ending June 30, 2016	By August 15, 2016
Results for quarter ending September 30, 2016	By November 15, 2016
Results for quarter ending December 31, 2016	By February 15, 2017
Results for quarter ending March 31, 2017	By May 15, 2017
Annual General Meeting for the year ending March 31, 2017	By September, 2017

12.3 Book Closure Date

The Company's Share Transfer Books and Register of Members of equity shares shall remain closed from Friday, July 1, 2016 to Wednesday, July 6, 2016 (both days inclusive).

12.4 Listing of Equity Shares

The Company's shares are listed on the Bombay Stock Exchange 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
Bombay Stock Exchange Ltd.	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Tel.: (022) 22721233 Fax: (022) 22721919 Website: www.bseindia.com
National Stock Exchange of India Ltd.	Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Tel.: (022) 26598100 Fax: (022) 26598120 Website: www.nseindia.com

The Listing fees for the year 2016-17 have been paid to BSE and NSE.

12.5 Stock Codes

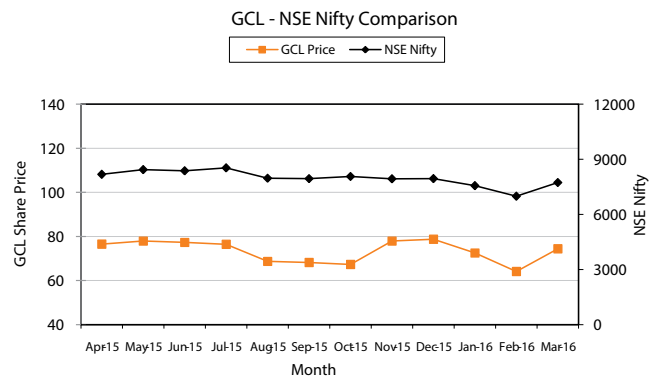
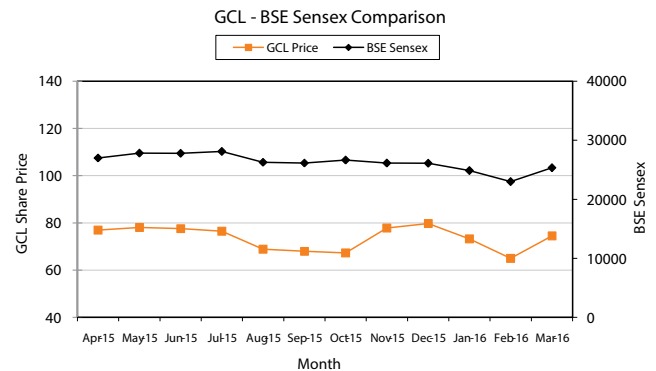
Name of Stock Exchange	Scrp Code	Demat ISIN Number in NSDL & CDSL
Bombay Stock Exchange Ltd.	509567	INE426D01013
National Stock Exchange of India Ltd.	GOACARBON	

12.6 Market Price Data (in ₹)

Month	Bombay Stock Exchange (BSE)			National Stock Exchange (NSE)		
	High	Low	Volume	High	Low	Volume
April, 2015	91.60	71.30	5,52,937	91.70	70.00	15,49,608
May, 2015	84.95	72.00	3,29,627	84.90	72.15	8,02,746
June, 2015	85.95	65.05	4,31,255	86.80	67.30	10,71,470
July, 2015	86.00	75.00	4,74,850	87.00	73.00	11,46,942
August, 2015	82.00	65.00	2,85,684	82.10	64.05	7,37,827
September, 2015	71.00	63.25	59,960	69.45	62.70	1,81,312
October, 2015	79.55	66.55	3,42,357	79.50	66.25	9,67,653
November, 2015	79.90	63.00	2,79,360	79.60	63.30	7,31,364
December, 2015	84.00	71.10	3,65,828	84.00	72.00	9,54,546
January, 2016	90.95	66.95	7,14,173	90.90	66.10	24,59,140
February, 2016	76.05	62.10	59,912	76.25	62.25	1,09,694
March, 2016	81.00	65.00	1,36,836	81.00	64.15	5,31,417

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

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



12.8 Registrar and Share Transfer Agent

Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West), Mumbai – 400 078
Ph.: (022) 25946970 Fax: (022) 2594 6969
Email: rnt.helpdesk@linkintime.co.in

12.9 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 March 31, 2016 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.

12.10 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. April 1, 2015.	1,319	31,609
Number of shareholders who approached the Company / RTA for transfer of shares from Unclaimed Suspense Account during the year ended March 31, 2016.	1	75
Number of shareholders to whom shares were transferred from Unclaimed Suspense Account during the year ended March 31, 2016.	1	75
Aggregate Number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year i.e. as on March 31, 2016.	1,318	31,534

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.

12.11 Distribution of Shareholding

Distribution Schedule as on March 31, 2016

No. of Shares	No. of Shareholders	% of Shareholders	No. of Shares	% to Total
Upto 500	14,837	93.35	15,29,123	16.71
501 to 1000	603	3.79	4,86,105	5.31
1001 to 2000	255	1.60	3,78,163	4.13
2001 to 3000	69	0.43	1,73,840	1.90
3001 to 4000	36	0.23	1,28,175	1.40
4001 to 5000	20	0.13	93,889	1.03
5001 to 10000	43	0.27	2,88,189	3.15
10001 and above	31	0.20	60,73,568	66.37
TOTAL	15,894	100.00	91,51,052	100.00

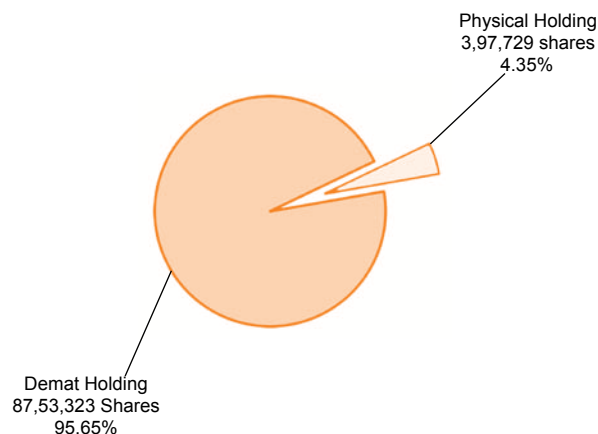
Distribution of Shareholding (Categorywise) as on March 31, 2016

Category	No. of shareholders	No of Shares held	% of shareholding
Promoters, Directors, their relatives & Associates	6	55,03,279	60.14
Mutual Funds / UTI	1	550	0.01
Financial Institutions / Banks	10	805	0.01
Bodies Corporate	206	4,89,913	5.35
Non-Resident Indians (NRI's)	98	51,404	0.56
Resident Individuals / Trusts	15,466	30,40,165	33.22
Clearing Members	107	64,936	0.71
TOTAL	15,894	91,51,052	100.00

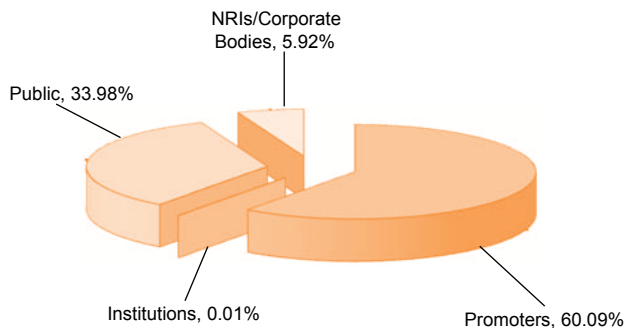
12.12 Dematerialisation of shares and liquidity

As on March 31, 2016, 95.65% of the Company's paid-up capital representing 87,53,323 shares were held in dematerialized form as compared to 95.49% of the Company's paid-up capital representing 87,38,412 shares as on March 31, 2015.

Shares held in Demat/Physical form as at March 31, 2016



Shareholding Pattern as on March 31, 2016



12.13 Outstanding GCRs/ADRs/Warrants or any Convertible instruments

- Nil -

12.14 Plant Locations

Goa Plant	St. Jose de Areal, Salcete, Goa – 403 709
Bilaspur Plant	34-40, Sector B, Sirgitti Industrial Area, Bilaspur – 495 004, Chattisgarh State
Paradeep Plant	Vill. Udayabata, P.O. Paradeepgarh, Dist. Jagatsinghpur, Odisha – 754 142

12.15 Address of the Subsidiary

GCL Global Resources SGP Pte Ltd.
133 Cecil Street #16-01,
Keck Seng Tower,
Singapore – 069 535

12.16 Address for correspondence

Investor correspondence for transfer / 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-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West), Mumbai – 400 078
Ph.: (022) 25946970
Fax: (022) 2594 6969
Email: rnt.helpdesk@linkintime.co.in

Investor complaints, if any, may be addressed to –

P. S. Mantri, *Company Secretary*
Goa Carbon Limited
Dempo House, Campal,
Panaji, Goa – 403 001
Tel.: (0832) 2441354 Fax: (0832) 2427192
Email: investorrelations@goacarbon.com

12.17 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 and maintained by the Company. The Company also does not reimburse the expenses incurred by the non-executive Chairman in the performance of his duties.

(b) Shareholders Rights:

Since the quarterly, half yearly and annual financial results of the Company are posted on the Company's website, these are not sent individually to the shareholders of the Company. 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. The complete Annual Report is sent to every Shareholder of the Company.

(c) Modified opinion(s) in Audit Report:

It is always the Company's endeavour to present unqualified Financial Statements. There is no audit qualification in the Company's Financial Statements for the financial year ended March 31, 2016.

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

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

(e) Reporting of Internal Auditor:

The Internal Auditor reports directly to the Audit Committee.



AUDITORS' CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

TO THE MEMBERS OF GOA CARBON LIMITED

1. We have examined the compliance of conditions of Corporate Governance by GOA CARBON LIMITED ("the Company"), for the year ended on 31st March, 2016, as stipulated in:
 - Clause 49 (excluding Clause 49(VII)(E)) of the Listing Agreements of the Company with stock exchange(s) for the period from 1st April, 2015 to 30th November, 2015.
 - Clause 49(VII) (E) of the Listing Agreements of the Company with the stock exchange(s) for the period from 1st April, 2015 to 1st September, 2015.
 - Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) for the period from 2nd September, 2015 to 31st March, 2016 and
 - Regulations 17 to 27 (excluding Regulation 23(4)) and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations for the period from 1st December, 2015 to 31st March, 2016.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India.
4. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement and Regulation 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations for the respective periods of applicability as specified under paragraph 1 above, during the year ended 31st March, 2016.
5. We 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.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm Registration No. 008072S)

C. R. Rajagopal
Partner
(Membership No. 23418)

Place : Panaji, Goa
Date : 29th April, 2016



COMPLIANCE CERTIFICATE UNDER REGULATION 17(8) & AS SPECIFIED IN PART B OF SCHEDULE II OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

We, Jagmohan J. Chhabra, *Executive Director* and K. Balaraman, *Sr. General Manager (Finance) & CFO* of Goa Carbon Limited ("company"), hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement of the company for the financial year ended March 31, 2016 and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee that there is no:
 - (i) Significant changes in internal control over financial reporting during the year;
 - (ii) Significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Jagmohan J. Chhabra
Executive Director
DIN: 01007714

K. Balaraman
Sr. General Manager (Finance) & CFO

Place : Panaji, Goa
Date : April 12, 2016



SECRETARIAL AUDIT REPORT

FORM 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

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

To,
The Members,
Goa Carbon Limited,
Dempo House, Campal,
Panaji, Goa – 403 001

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, 2016, 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, 2016 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, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not applicable**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities), 2008; **Not applicable**
 - (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**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not applicable**

The other laws as may be applicable specifically to the Company are:-

A. Tax Legislations:

1. The Income Tax Act, 1961;

2. Central Sales Tax Act, 1956 and Goa Value Added Tax Act, 2005;
3. Central Sales Tax Act, 1956 and Chattisgarh Vat (Amendment) Act, 2005;
4. Central Sales Tax Act, 1956 and Orissa Vat Act 2004;
5. Goa Tax on Entry of Goods Act, 2000;
6. Chapter V and VA of the Finance Act, 1994 (Service Tax);
7. Central Excise Act, 1944.

B. Labour Laws:

1. Payment of Bonus Act, 1965;
2. Employees State Insurance Act, 1948, the Employees State Insurance (General Regulations), 1950, The Employees State Insurance (Central) Rules, 1950;
3. The Employees Exchange (Compulsory Notification of Vacancies) Act, 1959 and The Employment Exchange (Compulsory Notification of Vacancies) Rules, 1960;
4. Employees Provident Fund and Miscellaneous Provisions Act, 1952;
5. Employees Pension Scheme, 1995;
6. The Payment of Gratuity Act, 1972, The Goa Daman and Diu Payment of Gratuity Rules 1973, and the Payment of Gratuity (Central) Rules, 1972;
7. The Goa, Daman and Diu Shops and establishments Act, 1973 & The Goa Daman and Diu Shops and Establishments Rules, 1975;
8. The Goa Daman and Diu Labour Welfare Fund Act, 1986 & The Goa Labour Welfare Fund Rules, 1990;
9. Contract Labour (Regulations & Abolition) Act, 1970 and The Goa Daman and Diu Contract Labour (Regulations & Abolition) Rules, 1972;
10. (a) Minimum Wages Act, 1948 with Goa Daman and Diu Minimum Wages Rules, 1975;
- (b) Minimum Wages Act, 1948 with Chattisgarh Minimum Wages Rules, 1958;
- (c) Minimum Wages Act, 1948 with Orissa Minimum Wages Rules;

11. The Maternity Benefit Act, 1961 and The Goa Daman and Diu Maternity Benefit Rules, 1967;
12. Motor Transport Workers Act, 1961;
13. Industrial Disputes Act, 1947 and The Industrial Disputes (Central) Rules, 1957;
14. Factories Act, 1948;
15. The Apprentices Act, 1961 and the Apprentices Rules, 1992;

C. Environmental Legislations:

1. The Petroleum Act, 1934 and the Petroleum Rules, 2002;
2. The Hazardous Wastes (Management, Handling and Transboundary) Rules, 2008;
3. Gas Cylinder Rules, 2004;
4. The Water (Prevention and Control of Pollution) Act, 1974 & The Water (Prevention and Control of Pollution) Cess Rules, 1975;
5. The Water (Prevention and Control of Pollution) Act, 1977 & The Water (Prevention and Control of Pollution) Cess Rules, 1978;
6. The Air (Prevention and Control of Pollution) Act, 1981 & The Goa Air (Prevention and Control of Pollution) Rules, 1989;
7. The Environment (Protection) Act, 1986 and The Environment (Protection) Rules, 1986;
8. The Noise Pollution (Regulation and Control) Rules, 2000;
9. The Goa Ground Water Regulation Act, 2002 and Rules, 2003;

D. Other Legislations:

1. The Legal Metrology Act, 2009 and Goa Metrology Rules, 2011;
2. Standard Weights and Measure Act, 1976;
3. The Electricity Act;

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 /

Managing Director 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, Service tax and others detailed under Tax Legislations, 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 following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s);
- (iii) Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (With effect from 1st December, 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. The Casual Vacancy occurred due to the sad demise of Late Soiru V. Dempo, Director of the Company has been filled by appointment of Mr. Rajesh S. Dempo on the Board of Directors. Also

the committees in which Late Soiru V. Dempo was a member have been duly reconstituted.

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:

- (i) Public/Rights/Preferential issue of shares / debentures/sweat equity, etc.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (iv) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations .

Sadashiv V. Shet

Practicing Company Secretary

Date : 12.04.2016

FCS No. 2477

Place : Panaji, Goa

C P No.: 2540

STANDALONE FINANCIAL STATEMENTS INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GOA CARBON LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **GOA CARBON LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act, as applicable. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order under Section 143 (11) of the Act.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143 (10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the

audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the 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, 2016, and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. 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, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

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

- Accounting Standards prescribed under Section 133 of the Act, as applicable.
- e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's 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 on its financial position in its financial statements – Refer Note 26 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.
2. As required by the Companies (Auditor's Report) Order 2016 ("the order") , issued by the Central Government in terms of Section 143 (11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.
- For DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm Registration No. 008072S)
- C. R. Rajagopal**
Partner
(Membership No. 23418)
- Place: Panaji, Goa
Date: 12th April, 2016
- (i) In respect of its fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
 - (b) The fixed assets were physically verified by the Management during the year in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
 - (c) Immovable properties of land and buildings whose title deeds have been pledged as security for cash credit and buyers credit 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 cash credit and buyers credit 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 lenders.
 - (ii) In respect of its inventory:
As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.
 - (iii) The Company has not granted loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the Register maintained under Section 189 of the Companies Act, 2013.
 - (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
 - (v) According to the information and explanations given to

us, the Company has not accepted any deposit from the public during the year and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable to the Company.

- (vi) The maintenance of cost records has not been specified by the Central Government under Section 148(1) of the Companies Act, 2013.
- (vii) According to the information and explanations given to us, and the books and records examined by us, in respect of statutory dues:
- (a) The Company has generally been regular in depositing undisputed dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
- (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at 31st March, 2016 for a period of more than six months from the date they became payable.
- (c) There were no disputed amounts payable in respect of Wealth Tax, Duty of Customs, Cess and other material statutory dues in arrears as at 31st March, 2016. Details of dues of Income-tax, Service Tax, Duty of Excise and Cess which have not been deposited as on 31st March, 2016 on account of disputes are given below:

Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Amount involved (₹ in lacs)
The Central Excise Act, 1944	Excise duty	Customs, Excise and Service Tax Appellate Tribunal, New Delhi	2005-06	90.19
Income Tax Act, 1961	Income Tax	Commissioner of Income tax (Appeals), Panaji	AY 1994-95	24.83
Income Tax Act, 1961	Income Tax	Commissioner of Income tax (Appeals), Panaji	AY 2013-14	250.46

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks. The Company has not taken any loans or borrowings from financial institutions or government and has not issued any debentures.

- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause (ix) of the CARO 2016 Order is not applicable.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud 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 Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the CARO 2016 Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 188 and 177 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of CARO 2016 is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of Section 192 of the Companies Act, 2013 are not applicable.
- (xvi) The Company is not required to be registered under Section 45-I of the Reserve Bank of India Act, 1934.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm Registration No. 008072S)

C. R. Rajagopal
Partner
(Membership No. 23418)

Place: Panaji, Goa
Date: 12th April, 2016

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 (f) under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **GOA CARBON LIMITED** (“the Company”) as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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. 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.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 over financial reporting was established and maintained and if 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 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 system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company’s internal financial control over financial reporting 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 control over financial reporting includes 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 Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting 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.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm Registration No. 008072S)

C. R. Rajagopal
Partner
(Membership No. 23418)

Place: Panaji, Goa
Date: 12th April, 2016



BALANCE SHEET AS AT 31ST MARCH, 2016

₹ in lacs

	Note	As on 31st March, 2016	As on 31st March, 2015
EQUITY AND LIABILITIES			
SHAREHOLDER'S FUNDS			
Share capital	3	915.11	915.11
Reserves and surplus	4	6,183.86	6,491.51
		7,098.97	7,406.62
NON-CURRENT LIABILITIES			
Deferred tax liabilities (net)	5	174.68	318.33
CURRENT LIABILITIES			
Short term borrowings	6	20,541.29	15,569.78
Trade payables	7		
– Total outstanding dues of micro enterprises and small enterprises		-	-
– Total outstanding dues of creditors other than micro enterprises and small enterprises		1,090.37	785.23
Other current liabilities	8	895.13	942.37
Short term provisions	9	27.46	220.74
		22,554.25	17,518.12
Total		29,827.90	25,243.07
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets			
Tangible assets	10	2,724.37	2,586.00
Non-current investments	11	939.86	939.86
Long term loans and advances	12	522.16	515.96
Other non-current assets	13	1,433.07	2,211.34
		5,619.46	6,253.16
CURRENT ASSETS			
Inventories	14	8,743.67	9,554.87
Trade receivables	15	1,912.08	3,005.66
Cash and cash equivalents	16	11,830.45	4,877.91
Short term loans and advances	17	1,522.08	1,485.91
Other current assets	18	200.16	65.56
		24,208.44	18,989.91
Total		29,827.90	25,243.07

See accompanying notes forming part of the financial statements 1 - 43

In terms of our report attached

For Deloitte Haskins & Sells

Chartered Accountants

C. R. Rajagopal

Partner

Panaji, Goa: 12th April, 2016

For and on behalf of the Board of Directors

Shrinivas V. Dempo

Chairman

DIN: 00043413

K. Balaraman

Chief Financial Officer

Jagmohan J. Chhabra

Executive Director

DIN: 01007714

P. S. Mantri

Company Secretary



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

₹ in lacs

	Note	Year ended 31st March, 2016	Year ended 31st March, 2015
REVENUE FROM OPERATIONS			
Revenue from sale of products			
Sale of calcined petroleum coke		35,959.13	21,429.79
Less: Excise duty		4,413.61	2,681.03
Net sales		31,545.52	18,748.76
Other operating revenue	19	57.11	45.87
Other income	20	560.22	799.88
		32,162.85	19,594.51
EXPENSES			
Cost of materials consumed	21	24,795.55	13,903.17
Changes in inventories of finished goods	22	824.62	788.92
Employee benefits expense	23	1,630.59	1,412.03
Finance costs	24	1,521.44	842.96
Depreciation and amortisation expense	10	186.57	166.55
Other expenses	25	3,653.35	2,479.81
		32,612.12	19,593.44
(Loss)/Profit before exceptional item		(449.27)	1.07
Exceptional item	42	-	1,002.81
(Loss) after exceptional item before tax		(449.27)	(1,001.74)
Less: Provision for tax			
Current		-	-
Prior year		2.03	2.05
Deferred		(143.65)	5.22
		(141.62)	7.27
(Loss) for the year		(307.65)	(1,009.01)
Earnings per equity share of ₹10/- each (Basic and diluted) (₹)	39	(3.36)	(11.03)

See accompanying notes forming part of the financial statements 1 - 43

In terms of our report attached

For and on behalf of the Board of Directors

For Deloitte Haskins & Sells
Chartered Accountants

Shrinivas V. Dempo
Chairman
DIN: 00043413

Jagmohan J. Chhabra
Executive Director
DIN: 01007714

C. R. Rajagopal
Partner

K. Balaraman
Chief Financial Officer

P. S. Mantri
Company Secretary

Panaji, Goa: 12th April, 2016



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

	Year ended 31st March, 2016	₹ in lacs Year ended 31st March, 2015
A. CASH FLOW FROM OPERATING ACTIVITIES		
(Loss) after exceptional item before tax	(449.27)	(1,001.74)
<u>Adjustments for :</u>		
Exceptional item	-	1,002.81
Depreciation and amortisation expense	186.57	166.55
Finance costs	1,521.44	842.96
Loss on assets sold / scrapped	0.97	2.03
Bad debts written off	53.08	10.41
Interest income	(536.85)	(651.67)
Provision for doubtful debts written back	(15.15)	-
Sundry credit balances written back	(4.24)	(143.62)
Profit on sale of assets	(0.60)	(0.15)
Unrealised exchange loss/(gain)- (net)	0.77	1.20
Dividend income	(3.38)	(3.11)
	1,202.61	1,227.41
Operating Profit/(Loss) before working capital changes	753.34	225.67
<u>Changes in working capital</u>		
<i>Adjustments for (increase) / decrease in operating assets:</i>		
Inventories	811.20	(1,052.64)
Trade receivables	1,055.65	351.14
Short term loans and advances	(36.17)	(164.99)
Other current assets	1.55	(1.55)
Long term loans and advances	(35.23)	(24.35)
<i>Adjustments for increase / (decrease) in operating liabilities:</i>		
Trade payables	308.62	143.31
Other current liabilities	(68.78)	(64.23)
Short term provisions	(83.14)	78.25
	1,953.70	(735.06)
Cash flow from operations	2,707.04	(509.39)
Direct taxes (net)	748.03	(66.40)
Net cash from/(used in) operating activities	3,455.07	(575.79)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Capital expenditure on fixed assets including capital advances	(269.40)	(915.41)
Proceeds from sale of fixed assets	1.33	4.15
Unclaimed dividend	2.64	2.15
Margin money and bank deposits (placed) / realised	(6,810.71)	9,992.88
Interest received	400.70	901.43
Dividend received	3.38	3.11
Net cash (used in)/from investing activities	(6,672.06)	9,988.31



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016 (Contd.)

	Year ended 31st March, 2016	₹ in lacs Year ended 31st March, 2015
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds/(Repayment) of short term borrowings from Banks (Net)	4,593.71	(6,223.11)
Repayment of short term borrowings from the holding company	-	(1,100.00)
Finance costs	(1,119.46)	(642.56)
Dividends paid	(94.15)	(93.66)
Tax on dividend paid	(18.63)	(15.55)
Net cash from/(used in) financing activities	3,361.47	(8,074.88)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A + B + C)	144.48	1,337.64
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	2,437.17	1,099.54
Effect of exchange differences on restatement of foreign currency Cash and Cash Equivalents	(0.01)	(0.01)
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	2,581.64	2,437.17
Reconciliation of Cash and cash equivalents with the Balance Sheet:		
Cash and cash equivalents as per Balance Sheet (Refer note 16)	11,830.45	4,877.91
Less: Bank balances not considered as Cash and Cash equivalents		
Unpaid dividend account	(33.91)	(36.55)
Deposits more than 3 months	(5,231.65)	-
Margin money deposits	(3,983.25)	(2,404.19)
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR *	2,581.64	2,437.17
* Comprises		
Cash on hand	2.90	2.75
Balances with banks		
In current accounts	48.74	34.42
In deposit account with original maturity less than 3 months	2,530.00	2,400.00

See accompanying notes forming part of the financial statements

1 - 43

In terms of our report attached

For Deloitte Haskins & Sells
Chartered Accountants

C. R. Rajagopal
Partner

Panaji, Goa: 12th April, 2016

For and on behalf of the Board of Directors

Shrinivas V. Dempo
Chairman
DIN: 00043413

K. Balaraman
Chief Financial Officer

Jagmohan J. Chhabra
Executive Director
DIN: 01007714

P. S. Mantri
Company Secretary

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2016

1 Corporate information

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

2 Significant accounting policies

a Basis of accounting and preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards prescribed under Section 133 the Companies Act, 2013, read with Rule 7 of the Companies Accounting Rules, 2014) and the relevant provisions of the Companies Act ("the 2013 Act")/Companies Act, 1956 ("the 1956 Act") 2013 as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

b Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and estimates are recognized in the periods in which the results are known / materialized.

c Inventories

Inventories are valued at the lower of cost (net of CENVAT where applicable) and the net realisable value. Cost 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, apportionment of production overheads and excise duty.

d Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and 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.

e Fixed assets (Tangible / Intangible)

Fixed assets are stated at historical cost (net of CENVAT wherever applicable) less accumulated depreciation / amortisation and impairment losses, if any. Cost comprises of direct cost, related taxes, duties, freight and attributable finance costs till such assets are ready for its intended use.

Capital work-in-progress:

Projects under which assets are not ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

f Depreciation and amortisation

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.

Leasehold land is amortised over the period of the lease. Cost of plot development on leasehold land is amortised over the estimated period of utility.

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 prorata basis.

Intangible assets are amortised over their estimated useful life on straight line basis.

g Revenue recognition

Revenue from sale of goods, net of trade discounts and sales returns, is recognised on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods as per the terms of contracts. Sales include excise duty but exclude sales tax and value added tax.

Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

h Foreign currency transactions

Foreign currency transactions entered into by the Company are accounted at the exchange rates prevailing on the date of transaction. Foreign currency monetary assets and liabilities outstanding at the balance sheet date are restated at the year end rates. Exchange differences arising on settlement / restatement are charged to the Statement of Profit and Loss.

Transactions in foreign currencies entered into by the Company's integral foreign operations are accounted 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 items of the Company's integral foreign operations outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items of the Company's integral foreign operations are carried at historical cost. Exchange differences arising on settlement / restatement of short-term foreign currency monetary assets and liabilities of the Company's integral foreign operations are recognised as income or expenses in the Statement of Profit and Loss.

Premium or discount arising at the inception of forward exchange contracts are amortised over the period of the contract. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the reporting period in which the exchange rate changes.

i Investments

Long term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

j Employee Benefits

Short term employee benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short term compensated absences is accounted as under:

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur.

Long term employee benefits

i) Defined contribution plans

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.

Provident Fund:

The Company contributes to a government administered provident/pension fund. In respect of Goa unit, contributions up to 30.11.2015 were made to the Company's Employees Provident Fund Trust in accordance with the Trust rules. Goa unit has surrendered the Employees Provident Fund Trust to Government administered Provident Fund as at 31.12.2015. The fixed contributions to these funds are charged to the Statement of Profit and Loss.

ii) Defined benefit plans

Gratuity:

The Company offers its employees defined benefit plans in the form of gratuity scheme. The gratuity scheme provides a lump sum payment to vested employees, at retirement or termination of employment. The plan covers all employees as statutorily required under Payment of Gratuity Act, 1972. The Company contributes funds to Life Insurance Corporation of India and ICICI Prudential Life Insurance Company Limited, which is irrevocable. Commitments are actuarially determined at each balance sheet

date. The actuarial valuation is done based on the “Projected Unit Credit” method. Actuarial gains and losses are charged to the Statement of Profit and Loss under the head “Contribution to Provident and other Funds”.

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 fund to Life Insurance Corporation of India, 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. Actuarial gain or loss is recognized in the Statement of Profit and Loss.

k Borrowing costs

Borrowing costs include interest, amortisation of ancillary costs incurred. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset are added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

l Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. The number of equity shares are adjusted for share splits and bonus shares, as appropriate.

m Taxes on income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognised on timing differences arising between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred

tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the balance sheet date. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only if there is a virtual certainty that they will be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability.

n Impairment of assets

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. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and book value of the assets. In assessing the impairment, the recoverable amount of each cash generating unit ascertained from the valuation carried out by the independent Government approved valuer and compared with the book value of the assets at the year end to ascertain the impairment of each cash generating unit.

o Provision, contingent liabilities and contingent assets

Provisions are recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reasonable estimate can be made. 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 neither recognized nor disclosed in the financial statements.

p Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

3 SHARE CAPITAL

	As at 31 March, 2016		As at 31 March, 2015	
	Number of shares	₹ in lacs	Number of shares	₹ in lacs
Authorised:				
Equity shares of ₹10/- each with voting rights	22,000,000	2,200.00	22,000,000	2,200.00
Preference shares of ₹100/- each	300,000	300.00	300,000	300.00
		2,500.00		2,500.00
Issued, subscribed and fully paid up:				
Equity shares of ₹10/- each with voting rights	9,151,052	915.11	9,151,052	915.11
		915.11		915.11
i There has been no movement in equity share capital during the year.				
ii The Company has only one class of equity shares having face value of ₹10/-. Each holder is entitled to one vote per equity share. Dividend proposed by the Board of Directors is subject to the approval of the shareholders at the Annual General Meeting. The amount of dividend proposed to be distributed to equity shareholders is ₹Nil (Previous year ₹91.51 lacs) and the related amount per equity share is ₹Nil (Previous year ₹1).				
iii Details of equity shares held by each shareholder holding more than 5% shares		% held		% held
V. S. Dempo Holdings Private Limited, the holding company	5,069,040	55.40	5,069,040	55.40

4 RESERVES AND SURPLUS

	As at 31 March, 2016		As at 31 March, 2015	
		₹ in lacs		₹ in lacs
Securities premium account		3,131.01		3,131.01
Amalgamation reserve		475.38		475.38
General reserve		1,803.05		1,803.05
Surplus in Statement of Profit and Loss				
Opening balance	1,082.07		2,234.14	
Less: Depreciation arising on transition to Schedule II of the Companies Act, 2013 on tangible fixed assets with nil remaining useful life (Net of deferred tax of ₹Nil (Previous year ₹16.95 lacs)) (Ref. note 29)	-		32.92	
	1,082.07		2,201.22	
Add/Less: (Loss) for the year	(307.65)		(1,009.01)	
	774.42		1,192.21	
Less: Proposed dividend	-		91.51	
Tax on proposed dividend	-		18.63	
Closing balance		774.42		1,082.07
		6,183.86		6,491.51

	As at 31 March, 2016	As at 31 March, 2015
₹ in lacs		
5 DEFERRED TAX LIABILITIES (NET)		
Deferred tax liability arising on account of:		
Depreciation	606.89	460.77
Deferred tax asset arising on account of:		
Provision for doubtful debts / advances	10.54	15.51
Provision for employee benefits	17.35	39.21
Unabsorbed depreciation	265.64	62.48
Unabsorbed business loss	58.60	-
Others	80.08	25.24
	<u>432.21</u>	<u>142.44</u>
	<u>174.68</u>	<u>318.33</u>
6 SHORT TERM BORROWINGS		
Secured:		
From banks		
Loans repayable on demand		
Cash credit	57.29	1,543.53
Other loans		
Buyers credit	20,484.00	14,026.25
	<u>20,541.29</u>	<u>15,569.78</u>
<p>The cash credit and buyers credit facilities are secured by first and equitable mortgage on pari-passu basis of all immovable properties and by hypothecation of all movable fixed assets, inventories, book debts and other receivables of the Company.</p>		
7 TRADE PAYABLES		
Total outstanding dues of micro enterprises and small enterprises (Refer note 33)	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		
- Related parties (Refer note 38(iii))	91.96	31.78
- Others	998.41	753.45
	<u>1,090.37</u>	<u>785.23</u>
8 OTHER CURRENT LIABILITIES		
Interest accrued but not due on borrowings	49.05	24.87
Interest accrued and due on unsecured loan from a related party (Refer note 38 (iii))	181.01	181.01
Unclaimed dividends (Refer note 41)	33.91	36.55
Other payables:		
Statutory remittances	593.74	672.55
Advances from customers	12.70	9.64
Employee recoveries	3.64	3.27
Trade and security deposits received	21.08	14.48
	<u>631.16</u>	<u>699.94</u>
	<u>895.13</u>	<u>942.37</u>
9 SHORT TERM PROVISIONS		
Employee benefits	27.46	110.60
Proposed dividend	-	91.51
Tax on proposed dividend	-	18.63
	<u>27.46</u>	<u>220.74</u>

10 FIXED ASSETS

₹ in lacs

Description	GROSS BLOCK			DEPRECIATION / AMORTISATION				NET BLOCK	
	As at 01.04.2015	Additions	Deductions	As at 31.03.2016	Transition adjustment recorded against opening retained earnings (Refer note no. 29)	For the year	Deductions	As at 31.03.2016	As at 31.03.2016
Tangible Assets									
Land (Freehold)	13.58	-	-	13.58	-	-	-	-	13.58
	13.58	-	-	13.58	-	-	-	-	13.58
Land (Leasehold)	100.83	-	-	100.83	21.62	1.20	-	22.82	78.01
	100.83	-	-	100.83	20.38	1.24	-	21.62	79.21
Plot development on leasehold land	101.95	-	-	101.95	101.95	-	-	101.95	-
	101.95	-	-	101.95	95.59	6.36	-	101.95	-
Buildings	1,405.73	-	-	1,405.73	740.63	32.26	-	772.89	632.84
	1,405.09	0.64	-	1,405.73	703.07	33.47	-	740.63	665.10
Plant and equipment	4,156.93	302.64	-	4,459.57	2,426.78	126.33	-	2,553.11	1,906.46
	3,323.79	833.19	0.05	4,156.93	2,292.38	96.43	0.05	2,426.78	1,730.15
Furniture and fixtures	85.67	0.05	-	85.72	79.67	1.56	-	81.23	4.49
	85.67	-	-	85.67	77.18	1.91	-	79.67	6.00
Office equipments	119.02	6.02	1.32	123.72	105.12	9.39	0.79	113.72	10.00
	118.67	4.66	4.31	119.02	96.09	9.27	4.31	105.12	13.90
Vehicles	132.26	17.93	3.76	146.43	54.20	15.83	2.59	67.44	78.99
	137.09	19.68	24.51	132.26	51.71	17.87	18.49	54.20	78.06
	6,115.97	326.64	5.08	6,437.53	3,529.97	186.57	3.38	3,713.16	2,724.37
	5,286.67	858.17	28.87	6,115.97	3,336.40	166.55	22.85	3,529.97	2,586.00
Intangible Assets									
Technical knowhow	30.21	-	-	30.21	30.21	-	-	30.21	-
	30.21	-	-	30.21	30.21	-	-	30.21	-
Computer software	66.27	-	-	66.27	66.27	-	-	66.27	-
	66.27	-	-	66.27	66.27	-	-	66.27	-
	96.48	-	-	96.48	96.48	-	-	96.48	-
	96.48	-	-	96.48	96.48	-	-	96.48	-
TOTAL	6,212.45	326.64	5.08	6,534.01	3,626.45	186.57	3.38	3,809.64	2,724.37
TOTAL	5,383.15	858.17	28.87	6,212.45	3,432.88	166.55	22.85	3,626.45	2,586.00

Figures in italics represent previous year figures.

	As at 31 March, 2016	As at 31 March, 2015
11 NON-CURRENT INVESTMENTS		
Long term investments (at cost)		
Investments in equity instruments		
Quoted (Non-Trade):		
67,500 (Previous year 67,500) fully paid up equity shares of ₹2/-each in ICICI Bank Limited	4.05	4.05
Unquoted (Trade):		
In wholly owned subsidiary company:		
3,480,000 (Previous year: 3,480,000) fully paid up equity shares of USD 1 each in GCL Global Resources SGP Pte. Limited, Singapore	1,938.62	1,938.62
Less: Diminution in the value of investments (Refer note 42)	1,002.81	1,002.81
	<u>935.81</u>	<u>935.81</u>
	<u>939.86</u>	<u>939.86</u>
Market value of quoted investment	159.74	212.96
12 LONG TERM LOANS AND ADVANCES		
(Unsecured, considered good)		
Capital advances	328.81	386.05
Security deposits	71.86	41.33
Prepaid expenses	6.46	1.76
Advance tax (net of provision ₹ 117.00 lacs (Previous year ₹ 574.00 lacs))	115.03	86.82
	<u>522.16</u>	<u>515.96</u>
13 OTHER NON-CURRENT ASSETS		
Taxes paid in dispute (Refer note 26(ii) and (iii))	1,433.07	2,211.34
	<u>1,433.07</u>	<u>2,211.34</u>
14 INVENTORIES		
(At lower of cost and net realisable value)		
Raw materials	5,586.22	5,553.66
Finished goods	3,004.71	3,829.33
Stores and spares	152.74	171.88
	<u>8,743.67</u>	<u>9,554.87</u>
15 TRADE RECEIVABLES		
(Unsecured)		
Outstanding for a period exceeding six months from the date they were due for payment		
Considered good	177.59	10.88
Doubtful	30.47	40.33
	<u>208.06</u>	<u>51.21</u>
Less: Provision for doubtful trade receivables	30.47	40.33
	<u>177.59</u>	<u>10.88</u>
Other trade receivables		
Considered good	1,734.49	2,994.78
	<u>1,912.08</u>	<u>3,005.66</u>

	As at 31 March, 2016	As at 31 March, 2015
16 CASH AND CASH EQUIVALENTS		
Cash on hand	2.90	2.75
Balances with banks		
In current accounts	48.74	34.42
In deposit accounts	7,761.65	2,400.00
Unpaid dividend accounts	33.91	36.55
Margin money deposits and security against borrowings	3,983.25	2,404.19
	11,827.55	4,875.16
	11,830.45	4,877.91
Of the above the balances that meet the definition of cash and cash equivalents as per AS-3 cash flow statements.	2,581.64	2,437.17
17 SHORT TERM LOANS AND ADVANCES		
(Unsecured considered good unless otherwise stated)		
Loans and advances to related parties (Refer note 38(iii))	190.88	190.88
Security and tender deposits	5.00	3.00
Loans and advances to employees	10.14	11.77
Other receivables	185.56	5.29
Less: Provision for doubtful advances	-	5.29
Prepaid expenses	222.88	188.24
Balances with government authorities		
CENVAT credit receivable	533.93	816.57
VAT credit receivable	72.11	47.89
Service tax credit receivable	113.29	95.64
	719.33	960.10
Advances to suppliers	188.29	131.92
	1,522.08	1,485.91
18 OTHER CURRENT ASSETS		
Interest accrued on margin money and other bank deposits	200.16	64.01
Unamortised premium on forward contracts	-	1.55
	200.16	65.56

	Year ended 31 March, 2016	Year ended 31 March, 2015
19 OTHER OPERATING REVENUE		
Sale of scrap	57.11	11.03
Duty drawback	-	34.84
	57.11	45.87
20 OTHER INCOME		
Interest income:		
from banks deposits	415.52	648.77
on income tax refunds	119.22	-
others	2.11	2.90
	536.85	651.67
Dividend from long-term investments	3.38	3.11
Profit on sale of fixed assets	0.60	0.15
Miscellaneous income	-	1.33
Provision for doubtful debts/advances written back	15.15	-
Sundry credit balances written back	4.24	143.62
	560.22	799.88
21 COST OF MATERIALS CONSUMED	24,795.55	13,903.17
22 CHANGES IN INVENTORIES OF FINISHED GOODS		
Inventories of finished goods at the end of the year	3,004.71	3,829.33
Inventories of finished goods at the beginning of the year	3,829.33	4,618.25
	824.62	788.92
23 EMPLOYEE BENEFITS EXPENSE		
Salaries, wages, bonus and allowances	1,338.83	1,191.75
Contribution to provident and other funds	117.12	55.79
Staff welfare expenses	174.64	164.49
	1,630.59	1,412.03

	Year ended 31 March, 2016	Year ended 31 March, 2015
24 FINANCE COSTS		
Interest expense on:		
borrowings	171.10	175.57
others	1.57	-
	172.67	175.57
Other borrowing costs	452.77	178.73
Net exchange loss on foreign currency transactions and translations	896.00	488.66
	1,521.44	842.96
25 OTHER EXPENSES		
Fuel and power	355.31	194.00
Excise duty on inventory differential (Refer note 28)	(156.77)	(105.28)
Repairs and maintenance		
Buildings	135.53	133.05
Plant and machinery	264.60	131.03
Others	36.49	34.50
	436.62	298.58
Rent	63.60	73.17
Rates and taxes	124.80	58.81
Insurance	42.45	42.55
Processing/labour charges	89.85	67.22
Travelling expenses	86.67	117.06
Selling and distribution expenses	2,198.68	1,393.39
Bad debts / advances written off	53.08	10.41
Payments to auditors (net of service tax credit)		
Audit fees	13.50	12.00
Other services	9.50	3.50
Reimbursement of expenses	0.60	0.90
	23.60	16.40
Directors' sitting fees	10.65	10.84
Loss on assets sold / scrapped	0.97	2.03
Forward premium expenses	5.50	53.73
Miscellaneous expenses (Refer note 40)	318.34	246.90
	3,653.35	2,479.81

26	Contingent Liabilities : (Claims against the Company not acknowledged as debts)	As at	As at
		31 March, 2016	31 March, 2015
	i) Disallowance of Cenvat Credit and Educational Cess on purchase of raw materials	90.19	90.19
	ii) Income tax demands under appeal.	610.87	1,954.55
	iii) 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 21.10.2010. The disputed amount of tax and interest paid amounting to ₹963.68 lacs (after adjusting the refund of ₹454.66 lacs received) is included under Other Non-Current Assets. The income tax department has filed a Special Leave petition before the Hon: Supreme Court praying for ex-parte stay of the aforementioned Order of the High Court. The petition is admitted and pending for hearing.	-	-
<p>The amounts mentioned against (i) and (ii) 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.</p>			

27	Commitments:	As at	As at
		31 March 2016	31 March 2015
	i) Export obligation in respect of imports under Advance Licence Scheme to be fulfilled.	-	5,823.71
	ii) Estimated amount of contracts remaining to be executed on capital account (net of advances)	-	15.37

28 Excise duty on sales for the year has been disclosed as reduction from Revenue from operations. Excise duty relating to the difference between the closing stock and the opening stock of Finished goods has been included in Note - 25 "Other Expenses".

29 During the previous year, pursuant to the notification of Schedule II to the Companies Act, 2013 with effect from April 1, 2014, the Company revised the estimated useful life of its assets to align the useful life with those specified in Schedule II. Pursuant to the transition provisions prescribed in Schedule II to the Companies Act, 2013, the Company fully depreciated the carrying value of assets aggregating to ₹32.92 lacs (net of deferred tax of ₹16.95 lacs), where the remaining useful life of the asset was determined to be nil as on April 1, 2014, and adjusted the said amount against the opening Surplus balance in the Statement of Profit and Loss. The depreciation expense in the Statement of Profit and Loss for the previous year was lower by ₹54.11 lacs consequent to the change in the useful life .

30	Raw materials consumed	Year ended 31 March, 2016		Year ended 31 March, 2015	
		₹ in lacs	%	₹ in lacs	%
	Imported	24,666.70	99.48	13,343.89	95.98
	Indigenous	128.85	0.52	559.28	4.02
	Total	24,795.55	100.00	13,903.17	100.00

31	Value of stores & spare parts consumed for repair jobs	Year ended 31 March, 2016		Year ended 31 March, 2015	
		₹ in lacs	%	₹ in lacs	%
	Imported	-	-	-	-
	Indigenous	198.35	100	87.65	100

32		Year ended 31 March, 2016		Year ended 31 March, 2015	
		₹ in lacs	%	₹ in lacs	%
	Value of imports on CIF basis				
	Raw materials	22,471.82		14,380.64	
	Earnings in foreign currency				
	FOB value of exports	-		10.50	
	Expenditure in foreign currency				
	Travelling	20.86		26.36	
	Interest	141.39		112.48	

33 Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

34 Derivative 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 31 March, 2016				As at 31 March, 2015			
Buy-Sell	No. of Contracts	US Dollars	₹ in lacs	Buy-Sell	No. of Contracts	US Dollars	₹ in lacs
-	-	-	-	Buy	3	1,000,000	62,305,000

b) The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

	As at 31 March, 2016		As at 31 March, 2015	
	US Dollars	₹ in lacs	US Dollars	₹ in lacs
Amount payable in foreign currency				
Buyers credit	30,914,579	20,484.00	21,443,401	13,403.20
Trade payables	20,202	13.39	55,175	34.49
Interest accrued but not due on borrowings	74,026	49.05	39,782	24.87
Amount receivable in foreign currency				
Advances to suppliers	-	-	8,237	5.15

35 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 23 Employee benefit expenses) as required under AS-15 (Revised):

₹ in lacs

Particulars	As at 31 March, 2016	As at 31 March, 2015
i) Change in present value of obligation		
Defined benefit obligation at the beginning of the year	336.51	365.85
Current service cost	18.20	33.03
Interest cost	24.51	28.23
Actuarial losses / (gains)	7.65	(38.32)
Benefits paid	(46.23)	(52.28)
Defined benefit obligation at the end of the year	340.64	336.51
ii) Change in fair value of plan assets		
Fair value of plan assets at the beginning of the year	408.62	371.66
Expected return on plan assets	31.66	36.18
Actuarial gain/(loss)	(15.08)	22.44
Contributions	46.59	30.62
Benefit paid	(46.23)	(52.28)
Fair value of plan assets at the end of the year	425.56	408.62
iii) Net assets/(liability) recognised in the Balance Sheet		
Defined benefit obligation at the end of the year	340.64	336.51
Fair value of the plan assets at the end of the year	425.56	408.62
Excess of funding over obligation	84.92	72.11
iv) Expenses recognised in the statement of profit and loss		
Current service cost	18.20	33.03
Interest cost	24.51	28.23
Expected return on plan assets	(31.66)	(36.18)
Net actuarial losses / (gains) recognised in the year	22.73	(60.76)
Net cost recognised in the statement of profit and loss	33.78	(35.68)
v) Return on plan assets		
Expected return on plan assets	31.66	36.18
Actuarial gain/(loss)	(15.08)	22.44
Actual return on plan assets	16.58	58.62
The plan assets of the company are managed by the Life Insurance Corporation of India and ICICI Prudential Life Insurance and the composition of the investment relating to these assets is not available with the company.		
vi) Assumption		
Rate of Mortality	As per LIC Mortality rate (1994-96)	
Discount rate	7.85%	7.82%
Expected salary increase rate	5.00%	5.00%
Expected rate of return on plan assets	7.00%	8.00%
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.		

The contribution expected to be made by the Company during the financial year 2016-17 - ₹ Nil.

₹ in lacs

	2015-16	2014-15	2013-14	2012-13	2011-12
Experience adjustment					
Present value of obligation	340.64	336.51	365.85	354.71	314.83
Fair value of plan assets	425.56	408.62	371.66	361.70	345.05
Surplus/(deficit)	84.92	72.11	5.81	6.99	30.22
Experience adjustment on plan liabilities	(7.65)	38.32	14.53	11.86	(1.70)
Experience adjustment of plan assets	(15.08)	22.44	(2.80)	5.20	(4.12)

- ii) The following table set out the status of the leave encashment plan (included as part of “Salaries, wages, bonus and allowances” in Note 23 Employee benefits expense) as required under AS-15 (Revised):

₹ in lacs

Particulars	As at 31 March, 2016	As at 31 March, 2015
i) Change in present value of obligation		
Defined benefit obligation at the beginning of the year	119.25	145.59
Current service cost	26.61	35.10
Interest cost	8.67	10.94
Actuarial losses / (gains)	(10.15)	(61.09)
Benefits paid	(16.64)	(11.29)
Defined benefit obligation at the end of the year	127.74	119.25
ii) Change in fair value of plan assets		
Fair value of plan assets at the beginning of the year	155.35	144.39
Expected return on plan assets	12.85	10.84
Actuarial gain/(loss)	0.84	0.35
Contributions	39.83	11.06
Benefit paid	(16.64)	(11.29)
Fair value of plan assets at the end of the year	192.23	155.35
iii) Net (liability)/assets recognised in the Balance Sheet		
Defined benefit obligation at the end of the year	127.74	119.25
Fair value of the plan assets at the end of the year	192.23	155.35
(Liability)/Assets recognised in the Balance Sheet	64.49	36.10
iv) Expenses recognised in the Statement of Profit and Loss		
Current service cost	26.61	35.10
Interest on obligation	8.67	10.94
Expected return on plan assets	(12.85)	(10.84)
Net actuarial losses / (gains) recognised in the year	(10.99)	(61.44)
Net cost recognised in the statement of profit and loss	11.44	(26.24)
v) Assumption		
Rate of Mortality	As per LIC Mortality rate (1994-96)	
Discount rate	7.85%	7.82%
Expected salary increase rate	5.00%	5.00%
Expected rate of return on plan assets	7.00%	8.00%
Attrition rate	1.00%	1.00%

- b) Defined contribution plans:

A sum of ₹83.34 lacs (Previous year ₹42.13 lacs) has been charged to the statement of profit and loss in respect of Company's contribution to superannuation fund, provident and pension fund.

- 36 Segment reporting:

The Company is engaged in manufacture and sale (both domestic and export) of Calcined Petroleum Coke which constitutes single business segment. As per management's perspective, the risks and returns from its sales do not materially vary geographically. Accordingly there are no other business / geographical segments to be reported under Accounting Standard (AS) 17.

- 37 As per the provisions of Sec. 135 of the Companies Act, 2013, the Company is required to spend ₹9.88 lacs (Previous year ₹ 20.27 lacs) towards CSR activities. The Company has spent ₹19.58 lacs during the current financial year in line with the CSR Policy of the Company.



38 Disclosures in respect of Related Parties pursuant to Accounting Standard (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	Subsidiaries: GCL Global Resources SGP Pte Ltd., Singapore Goa Carbon (Cangzhou) Company Ltd., PRC (liquidated on 08.01.2016)
c	Fellow Subsidiaries (with whom transactions have taken place during the year): Dempo Industries Pvt. Ltd. Dempo Travels Pvt. Ltd. Dempo Sports Club Pvt. Ltd.
d	Individual who is able to exercise significant influence: Mr. Shrinivas V. Dempo (Chairman)
e	Enterprises over which Mr. Shrinivas V. Dempo is able to exercise significant influence: Motown Trading Pvt. Ltd. (Formerly Motown Investments Pvt. Ltd., name changed w.e.f. 22/09/2015) Devashri Investments Pvt. Ltd. Devashri Nirman LLP Dempo Charities Trust Vasantrao Dempo Education and Research Foundation Esmeralda International Exports LLP Ratnaprabha Advisory Services LLP Vasudeva Dempo Family Private Trust
f	Key Management Personnel: Mr. Jagmohan J. Chhabra (Executive Director) Mr. P. S. Mantri (Company Secretary) Mr. K. Balaraman (Chief Financial Officer)

ii) Disclosure of transactions with Related Parties:

₹ in lacs

		Year ended 31 March, 2016	Year ended 31 March, 2015
a	Expenses incurred Dempo Industries Pvt. Ltd. Dempo Travels Pvt. Ltd.	6.40 29.45	6.10 44.88
b	Guarantee commission: Vasudeva Dempo Family Private Trust	60.00	-
c	Rent paid V. S. Dempo Holdings Private Limited	23.22	22.90
d	Reimbursement of expenses V. S. Dempo Holdings Private Limited	0.07	-
e	Recovery of expenses V. S. Dempo Holdings Private Limited	5.10	5.10
f	Interest on Inter Corporate Deposit V. S. Dempo Holdings Private Limited	-	4.60
g	Diminution in the value of Investment GCL Global Resources SGP Pte Ltd., Singapore	-	1,002.81
h	Loan repaid V. S. Dempo Holdings Private Limited	-	1,100.00
i	Sponsorship Dempo Sports Club Pvt. Ltd.	3.00	5.00
j	Remuneration Mr. Jagmohan J. Chhabra (Executive Director) Mr. P. S. Mantri (Company Secretary) Mr. K. Balaraman (Chief Financial Officer)	114.83 45.34 41.52	114.88 36.01 35.35
iii)	Outstanding (receivable)/payable as at year end: Goa Carbon (Cangzhou) Company Ltd., PRC GCL Global Resources SGP Pte Ltd., Singapore V. S. Dempo Holdings Private Limited Vasudeva Dempo Family Private Trust	- (190.88) 228.97 44.00	(190.88) - 212.79 -



39	Earnings per share:	Year ended 31 March, 2016	Year ended 31 March, 2015
i)	(Loss) after tax as per the Statement of Profit and Loss (₹ in lacs)	(307.65)	(1,009.01)
ii)	Number of equity shares	9,151,052	9,151,052
iii)	Basic and diluted earnings per share of ₹10/- each (₹)	(3.36)	(11.03)

40	Miscellaneous expenses include donations given to Political Parties as under :	₹ in lacs	
	Name of the Political Party	Year ended 31 March, 2016	Year ended 31 March, 2015
1	Bhartiya Janata Party	-	5.00
2	Goa Pradesh Congress Party	-	5.00

41 There are no amounts due and payable to Investor Education and Protection Fund as on Balance Sheet date.

42 The Company's wholly owned step down subsidiary company "Goa Carbon (Cangzhou) Company Limited" China (the "China Company") had obtained a business licence to set up a plant in Cangzhou, Hebei Province, the People's Republic of China, with an annual capacity to manufacture 3,00,000 MT of Calcined Petroleum Coke. The Company had invested USD 3.48 million (₹1,938.62 lacs) in its wholly owned subsidiary "GCL Global Resources SGP Pte Limited" Singapore (the "Singapore Company") which is the holding company of the China Company. The Singapore Company had in turn invested this money in 3,329,983 Equity Shares of USD 1 each to the authorised capital of the China Company for the purpose of setting up of the plant in China.

Pursuant to the decision taken by "Cangzhou Economic Development Zone, China" to cancel the land allotted to the step down subsidiary company "Goa Carbon (Cangzhou) Company Limited" (China Company) on the ground that the proposed plant falls under "high energy consuming industries" as well as "heavy polluting enterprise", the Company has been compelled to withdraw the proposed project to be set up in China. Consequently the China Company has been liquidated on 08.01.2016. The diminution in the carrying value of investments in the immediate subsidiary company which has invested in the China Company had already been provided for in the books during the Financial Year 2014-15.

43 Previous year's figures have been regrouped wherever necessary, to conform with the current year's disclosures.

For and on behalf of the Board of Directors

Shrinivas V. Dempo
Chairman
DIN: 00043413

Jagmohan J. Chhabra
Executive Director
DIN: 01007714

K. Balaraman
Chief Financial Officer

P. S. Mantri
Company Secretary

Panaji, Goa: 12th April, 2016



CONSOLIDATED FINANCIAL STATEMENT INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GOA CARBON LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **GOA CARBON LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

1. Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act, as applicable. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

2. Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their report referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

3. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the 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 consolidated state of affairs of the Group as at 31st March, 2016, and their consolidated loss and their consolidated cash flows for the year ended on that date.

4. Other Matter

We did not audit the financial statements of the subsidiary: GCL Global Resources SGP Pte Limited, whose financial statements reflect total assets (net) of ₹1,331 lacs as at 31st March, 2016, total revenues of ₹Nil and net cash flows amounting to ₹870 lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose report have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

5. Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, as applicable.
- e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding Company is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our Report in "Annexure A", which is based on the auditors' report of the Holding company, and does not include the subsidiary, since it is incorporated outside India and

is not considered as company as defined in the Companies Act, 2013. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Holding company's internal financial controls over financial reporting.

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

- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.
- ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.

For DELOITTE HASKINS & SELLS

Chartered Accountants
(Firm Registration No.008072S)

C. R. Rajagopal

Partner
(Membership No. 23418)

Place : Panaji, Goa

Date : 12th April, 2016

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENT

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **GOA CARBON LIMITED** ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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. 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the

“Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 over financial reporting was established and maintained and if 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 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 system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting 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 control over financial reporting includes 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 Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting 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.

For DELOITTE HASKINS & SELLS

Chartered Accountants
(Firm Registration No.008072S)

C. R. Rajagopal
Partner
(Membership No. 23418)

Place: Panaji, Goa
Date: 12th April, 2016



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

₹ in lacs

	Note	As on 31st March, 2016	As on 31st March, 2015
EQUITY AND LIABILITIES			
SHAREHOLDER'S FUNDS			
Share capital	3	915.11	915.11
Reserves and surplus	4	6,381.95	6,721.15
		7,297.06	7,636.26
NON-CURRENT LIABILITIES			
Deferred tax liabilities (net)	5	174.68	318.33
CURRENT LIABILITIES			
Short term borrowings	6	20,541.29	15,569.78
Trade payables	7		
– Total outstanding dues of micro enterprises and small enterprises		-	-
– Total outstanding dues of creditors other than micro enterprises and small enterprises		1,096.27	790.67
Other current liabilities	8	895.13	942.37
Short term provisions	9	27.46	220.74
		22,560.15	17,523.56
Total		30,031.89	25,478.15
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets			
Tangible assets	10	2,724.37	2,586.00
Non-current investments	11	4.05	4.05
Long-term loans and advances	12	522.16	515.96
Other non-current assets	13	1,433.07	2,211.34
		4,683.65	5,317.35
CURRENT ASSETS			
Inventories	14	8,743.67	9,554.87
Trade receivables	15	1,912.08	3,005.66
Cash and cash equivalents	16	13,155.33	5,829.99
Short term loans and advances	17	1,337.00	1,704.72
Other current assets	18	200.16	65.56
		25,348.24	20,160.80
Total		30,031.89	25,478.15

See accompanying notes forming part of the financial statements. 1 - 41

In terms of our report attached

For Deloitte Haskins & Sells

Chartered Accountants

C. R. Rajagopal

Partner

Panaji, Goa: 12th April, 2016

For and on behalf of the Board of Directors

Shrinivas V. Dempo

Chairman

DIN: 00043413

K. Balaraman

Chief Financial Officer

Jagmohan J. Chhabra

Executive Director

DIN: 01007714

P. S. Mantri

Company Secretary



CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

	Note	Year ended 31st March, 2016	₹ in lacs Year ended 31st March, 2015
REVENUE FROM OPERATIONS			
Revenue from sale of products			
Sale of calcined petroleum coke		35,959.13	21,429.79
Less: Excise duty		4,413.61	2,681.03
Net sales		31,545.52	18,748.76
Other operating revenue	19	57.11	45.87
Other income	20	685.80	799.88
		32,288.43	19,594.51
EXPENSES			
Cost of materials consumed	21	24,795.55	13,903.17
Changes in inventories of finished goods	22	824.62	788.92
Employee benefits expense	23	1,630.59	1,412.03
Finance costs	24	1,521.44	773.37
Depreciation and amortisation expense	10	186.57	166.55
Other expenses	25	3,810.48	3,439.66
		32,769.25	20,483.70
(Loss) before tax		(480.82)	(889.19)
Less: Provision for tax			
Current		-	-
Prior year		2.03	2.05
Deferred		(143.65)	5.22
		(141.62)	7.27
(Loss) for the year		(339.20)	(896.46)
Earnings per equity share of ₹10/- each (Basic and diluted) (₹)	36	(3.71)	(9.80)
See accompanying notes forming part of the financial statements.	1 - 41		

In terms of our report attached

For Deloitte Haskins & Sells
Chartered Accountants

C. R. Rajagopal
Partner

Panaji, Goa: 12th April, 2016

For and on behalf of the Board of Directors

Shrinivas V. Dempo
Chairman
DIN: 00043413

K. Balaraman
Chief Financial Officer

Jagmohan J. Chhabra
Executive Director
DIN: 01007714

P. S. Mantri
Company Secretary



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

	Year ended 31st March, 2016	₹ in lacs Year ended 31st March, 2015
A. CASH FLOW FROM OPERATING ACTIVITIES		
(Loss) before tax	(480.82)	(889.19)
<u>Adjustments for :</u>		
Depreciation and amortisation expense	186.57	166.55
Finance costs	1,521.44	773.37
Loss on assets sold / scrapped	0.97	516.56
Bad debts written off	53.08	10.41
Interest income	(539.52)	(651.67)
Provision for doubtful debts written back	(15.15)	-
Sundry credit balances written back	(4.24)	(143.62)
Profit on sale of assets	(0.60)	(0.15)
Unrealised exchange loss/(gain)-(net)	0.77	49.24
Dividend income	(3.38)	(3.11)
	1,199.94	717.58
Operating Profit/(Loss) before working capital changes	719.12	(171.61)
<u>Changes in working capital</u>		
<i>Adjustments for (increase) / decrease in operating assets:</i>		
Inventories	811.20	(1,052.64)
Trade receivables	1,055.65	351.14
Short term loans and advances	367.72	(554.22)
Other current assets	1.55	(1.55)
Long term loans and advances	(35.23)	(24.35)
<i>Adjustments for increase / (decrease) in operating liabilities:</i>		
Trade payables	309.08	132.76
Other current liabilities	(68.78)	(64.22)
Short term provisions	(83.14)	78.25
	2,358.05	(1,134.83)
Cash flow from operations	3,077.17	(1,306.44)
Direct taxes (net)	748.03	(66.40)
Net cash from/(used in) operating activities	3,825.20	(1,372.84)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Capital expenditure on fixed assets including capital advances	(269.40)	727.89
Proceeds from sale of fixed assets	1.33	4.15
Unclaimed dividend	2.64	2.15
Margin money and bank deposits (placed) / realised	(8,124.80)	9,992.88
Interest received	403.37	901.43
Dividend received	3.38	3.11
Net cash (used in)/from investing activities	(7,983.48)	11,631.61



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016 (Contd.)

	Year ended 31st March, 2016	₹ in lacs Year ended 31st March, 2015
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds/(Repayment) of short term borrowings from Banks (Net)	4,593.71	(6,223.12)
Repayment of short term borrowings from the holding company	-	(1,100.00)
Finance costs	(1,119.46)	(572.97)
Dividends paid	(94.15)	(93.66)
Tax on dividend paid	(18.63)	(15.55)
Net cash from/(used in) financing activities	3,361.47	(8,005.30)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A + B + C)	(796.81)	2,253.47
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	3,389.25	1,183.83
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents	(0.01)	(48.05)
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	2,592.43	3,389.25
Reconciliation of Cash and cash equivalents with the Balance Sheet:		
Cash and cash equivalents as per Balance Sheet (Refer Note 16)	13,155.33	5,829.99
Less: Bank balances not considered as Cash and cash equivalents		
Unpaid dividend account	(33.91)	(36.55)
Deposits more than 3 months	(6,545.74)	-
Margin money deposits	(3,983.25)	(2,404.19)
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR *	2,592.43	3,389.25
* Comprises		
Cash on hand	2.90	2.75
Balances with banks		
In current accounts	59.53	986.50
In deposit account with original maturity less than 3 months	2,530.00	2,400.00

See accompanying notes forming part of the financial statements.

1 - 41

In terms of our report attached

For Deloitte Haskins & Sells

Chartered Accountants

C. R. Rajagopal

Partner

Panaji, Goa: 12th April, 2016

For and on behalf of the Board of Directors

Shrinivas V. Dempo

Chairman

DIN: 00043413

K. Balaraman

Chief Financial Officer

Jagmohan J. Chhabra

Executive Director

DIN: 01007714

P. S. Mantri

Company Secretary

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED 31ST MARCH, 2016

1 Corporate information

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

2 Significant accounting policies

a Basis of accounting and preparation of consolidated financial statements

The consolidated financial statements of Goa Carbon Limited (the 'Company') and its subsidiaries (the 'Group') have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards prescribed under Section 133 the Companies Act, 2013, read with Rule 7 of the Companies Accounting Rules, 2014) and the relevant provisions of the Companies Act ("the 2013 Act")/Companies Act, 1956 ("the 1956 Act") 2013 as applicable. The consolidated financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the previous year.

b Use of estimates

The preparation of consolidated financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the consolidated financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and estimates are recognized in the periods in which the results are known / materialized.

c Principles of consolidation

The consolidated financial statements have been prepared on the following basis:

- i) The financial statements of the Parent and its subsidiaries have been combined on a line by line basis by adding together like items of assets, liabilities, income and expenses. All intercompany balances and transactions, including unrealised profits arising from intra-group transactions, have been eliminated in full. Unrealised losses are eliminated unless costs cannot be recovered.
- ii) The financial statements of the subsidiaries are prepared for the same reporting year as the Parent, using consistent accounting policies to the extent practicable. Adjustments are made to align any dissimilar accounting policies that may exist where practicable.
- iii) Particulars of subsidiaries are given below:

Name of the Subsidiaries	Country of Incorporation	% of holding As at	
		31.03.2016	31.03.2015
GCL Global Resources SGP Pte Ltd	Singapore	100%	100%
Goa Carbon (Cangzhou) Company Ltd	China	*	100% #

*: Liquidated on 08.01.2016.

#: 100% held by GCL Global Resources SGP Pte Ltd.

d Inventories

Inventories are valued at the lower of cost (net of CENVAT where applicable) and the net realisable value. Cost 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, apportionment of production overheads and excise duty.

e Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and 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 Group are segregated based on the available information.

f Fixed assets (Tangible / Intangible)

Fixed assets are stated at historical cost (net of CENVAT wherever applicable) less accumulated depreciation/amortisation and impairment losses, if any. Cost comprises of direct cost, related taxes, duties, freight and attributable finance costs till such assets are ready for its intended use.

Capital work-in-progress:

Projects under which assets are not ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

g Depreciation and amortisation

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.

Leasehold land is amortised over the period of the lease. Cost of plot development on leasehold land is amortised over the estimated period of utility.

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.

Intangible assets are amortised over their estimated useful life on straight-line basis.

h Revenue recognition

Revenue from sale of goods, net of trade discounts and sales returns, is recognised on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods as per the terms of contracts. Sales include excise duty but exclude sales tax and value added tax.

Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

i Foreign currency transactions

Foreign currency transactions entered into by the Group are accounted at the exchange rates prevailing on the date of transaction. Foreign currency monetary assets and liabilities outstanding at the balance sheet date are restated at the year end rates. Exchange differences arising on settlement/ restatement are charged to the Statement of Profit and Loss.

Transactions in foreign currencies entered into by the Group's integral foreign operations are accounted 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 items of the Company's integral foreign operations outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items of the Group's integral foreign operations are carried at historical cost. Exchange differences arising on settlement / restatement of short term foreign currency monetary assets and liabilities of the Group's intergral foreign operations are recognised as income or expenses in the Statement of Profit and Loss.

Premium or discount arising at the inception of forward exchange contracts are amortised over the period of the contract. Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the reporting period in which the exchange rate changes.

j Investments

Long term investments are carried individually at cost less provision for diminution, other than

temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

k Employee Benefits

Short term employee benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short term compensated absences is accounted as under:

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur.

Long term employee benefits

i) Defined contribution plans

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.

Provident Fund:

The Group contributes to a government administered provident/pension fund. In respect of Goa unit, contributions up to 30.11.2015 were made to the Company's Employees Provident Fund Trust in accordance with the Trust rules. Goa unit has surrendered the Employees Provident Fund Trust to Government administered Provident Fund as at 31.12.2015. The fixed contributions to these funds are charged to the Statement of Profit and Loss.

ii) Defined benefit plans

Gratuity:

The Group offers its employees defined benefit plans in the form of gratuity scheme. The gratuity scheme provides a lump sum payment to vested employees, at retirement or termination of employment. The plan covers all employees as statutorily required under Payment of Gratuity Act, 1972. The Group contributes funds to Life Insurance Corporation of India and ICICI Prudential Life Insurance Company Limited, which is irrevocable. Commitments are actuarially determined at the year end. The actuarial valuation is done based on the "Projected Unit Credit" method. Actuarial gains and losses are charged to the Statement of Profit and Loss under the head "Contribution to Provident and other Funds".

iii) Compensated absences

The employees of the Group 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 Group contributes fund to Life Insurance Corporation of India, 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. Actuarial gain or loss is recognized in the Statement of Profit and Loss.

I Borrowing costs

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and

utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset are added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

m Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. The number of equity shares are adjusted for share splits and bonus shares, as appropriate.

n Taxes on income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognised on timing differences arising between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the balance sheet date. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only if there is a virtual certainty that they will be realised.

Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Group has a legally enforceable right for such set off.

Deferred tax assets are reviewed at each balance sheet date for their realisability.

o Impairment of assets

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. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is greater of the assets net selling price and book value of the assets. In assessing the impairment, the recoverable amount of each cash generating unit ascertained from the valuation carried out by the independent Government approved valuer and compared with the book value of the assets at the year end to ascertain the impairment of each cash generating unit.

p Provision, contingent liabilities and contingent assets

Provisions are recognized when the Group has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reasonable estimate can be made.

Contingent liability is disclosed for (i) possible obligation which will be confirmed only by future events not wholly within the control of the Group 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 neither recognized nor disclosed in the financial statements.

q Operating Cycle

Based on the nature of products / activities of the Group and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

	As at 31 March, 2016		As at 31 March, 2015	
	Number of Shares	₹ in lacs	Number of Shares	₹ in lacs
3 SHARE CAPITAL				
Authorised:				
Equity shares of ₹10/- each with voting rights	22,000,000	2,200.00	22,000,000	2,200.00
Preference shares of ₹100/- each	300,000	300.00	300,000	300.00
		2,500.00		2,500.00
Issued, subscribed and fully paid up:				
Equity shares of ₹10/- each with voting rights	9,151,052	915.11	9,151,052	915.11
		915.11		915.11
i There has been no movement in equity share capital during the year.				
ii The Company has only one class of equity shares having face value of ₹10/-. Each holder is entitled to one vote per equity share. Dividend proposed by the Board of Directors is subject to the approval of the shareholders at the Annual General Meeting. The amount of dividend proposed to be distributed to equity shareholders is ₹Nil (Previous year ₹91.51 lacs) and the related amount per equity share is ₹Nil (Previous year ₹1).				
Repayment of capital will be in proportion to the number of equity shares held.				
iii Details of equity shares held by each shareholder holding more than 5% shares		% held		% held
V. S. Dempo Holdings Private Limited, the holding company	5,069,040	55.40	5,069,040	55.40
				₹ in lacs
4 RESERVES AND SURPLUS				As at 31 March, 2015
Securities premium account		3,131.01		3,131.01
Amalgamation reserve		475.38		475.38
General reserve		1,803.05		1,803.05
Surplus in Statement of Profit and Loss				
Opening balance		1,311.71		2,351.23
Less: Depreciation arising on transition to Schedule II of the Companies Act, 2013 on tangible fixed assets with nil remaining useful life (Net of deferred tax of ₹ Nil (Previous year ₹16.95 lacs)) (Ref note 29)		-		32.92
		1,311.71		2,318.31
Less: (Loss) for the year		(339.20)		(896.46)
		972.51		1,421.85
Less: Proposed dividend		-		91.51
Tax on proposed dividend		-		18.63
Closing balance		972.51		1,311.71
		6,381.95		6,721.15

	As at 31 March, 2016	As at 31 March, 2015
₹ in lacs		
5 DEFERRED TAX LIABILITIES (NET)		
Deferred tax liability arising on account of:		
Depreciation	606.89	460.77
Deferred tax asset arising on account of:		
Provision for doubtful debts / advances	10.54	15.51
Provision for employee benefits	17.35	39.21
Unabsorbed depreciation	265.64	62.48
Unabsorbed business loss	58.60	-
Others	80.08	25.24
	<u>432.21</u>	<u>142.44</u>
	<u>174.68</u>	<u>318.33</u>
6 SHORT TERM BORROWINGS		
Secured:		
From banks		
Loans repayable on demand		
Cash credit	57.29	1,543.53
Other loans		
Buyers credit	20,484.00	14,026.25
	<u>20,541.29</u>	<u>15,569.78</u>
<p>The cash credit and buyers credit facilities are secured by first and equitable mortgage on pari-passu basis of all immovable properties and by hypothecation of all movable fixed assets, inventories, book debts and other receivables of the Company.</p>		
7 TRADE PAYABLES		
Total outstanding dues of micro enterprises and small enterprises (Refer note 33)	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		
– Related parties (Refer note 38(iii))	91.96	31.78
– Others	1,004.31	758.89
	<u>1,096.27</u>	<u>790.67</u>
8 OTHER CURRENT LIABILITIES		
Interest accrued but not due on borrowings	49.05	24.87
Interest accrued and due on unsecured loan from a related party (Refer note 38 (iii))	181.01	181.01
Unclaimed dividends (Refer note 38)	33.91	36.55
Other payables:		
Statutory remittances	593.74	672.55
Advances from customers	12.70	9.64
Employee recoveries	3.64	3.27
Trade and security deposits received	21.08	14.48
	<u>631.16</u>	<u>699.94</u>
	<u>895.13</u>	<u>942.37</u>
9 SHORT TERM PROVISIONS		
Employee benefits	27.46	110.60
Proposed dividend	-	91.51
Tax on proposed dividend	-	18.63
	<u>27.46</u>	<u>220.74</u>

10 FIXED ASSETS

₹ in lacs

Description	GROSS BLOCK			DEPRECIATION / AMORTISATION				NET BLOCK		
	As at 01.04.2015	Additions	Deductions	As at 31.03.2016	As at 01.04.2015	Transition adjustment recorded against opening retained earnings (Refer note no. 29)	For the year	Deductions	As at 31.03.2016	As at 31.03.2016
Tangible Assets										
Land (Freehold)	13.58	-	-	13.58	-	-	-	-	-	13.58
	13.58	-	-	13.58	-	-	-	-	-	13.58
Land (Leasehold)	100.83	-	-	100.83	21.62	-	1.20	-	22.82	78.01
	100.83	-	-	100.83	20.38	-	1.24	-	21.62	79.21
Plot development on leasehold land	101.95	-	-	101.95	101.95	-	-	-	101.95	-
	101.95	-	-	101.95	95.59	-	6.36	-	101.95	-
Buildings	1,405.73	-	-	1,405.73	740.63	-	32.26	-	772.89	632.84
	1,405.09	0.64	-	1,405.73	703.07	4.09	33.47	-	740.63	665.10
Plant and equipment	4,156.93	302.64	-	4,459.57	2,426.78	-	126.33	-	2,553.11	1,906.46
	3,323.79	833.19	0.05	4,156.93	2,292.38	38.02	96.43	0.05	2,426.78	1,730.15
Furniture and fixtures	85.67	0.05	-	85.72	79.67	-	1.56	-	81.23	4.49
	85.67	-	-	85.67	77.18	0.58	1.91	-	79.67	6.00
Office equipments	119.02	6.02	1.32	123.72	105.12	-	9.39	0.79	113.72	10.00
	118.67	4.66	4.31	119.02	96.09	4.07	9.27	4.31	105.12	13.90
Vehicles	132.26	17.93	3.76	146.43	54.20	-	15.83	2.59	67.44	78.99
	137.09	19.68	24.51	132.26	51.71	3.11	17.87	18.49	54.20	78.06
	6,115.97	326.64	5.08	6,437.53	3,529.97	-	186.57	3.38	3,713.16	2,724.37
	5,286.67	858.17	28.87	6,115.97	3,336.40	49.87	166.55	22.85	3,529.97	2,586.00
Intangible Assets										
Technical knowhow	30.21	-	-	30.21	30.21	-	-	-	30.21	-
	30.21	-	-	30.21	30.21	-	-	-	30.21	-
Computer software	66.27	-	-	66.27	66.27	-	-	-	66.27	-
	66.27	-	-	66.27	66.27	-	-	-	66.27	-
	96.48	-	-	96.48	96.48	-	-	-	96.48	-
	96.48	-	-	96.48	96.48	-	-	-	96.48	-
TOTAL	6,212.45	326.64	5.08	6,534.01	3,626.45	-	186.57	3.38	3,809.64	2,724.37
TOTAL	5,383.15	858.17	28.87	6,212.45	3,432.88	49.87	166.55	22.85	3,626.45	2,586.00

Figures in italics represent previous year figures.

₹ in lacs
As at 31 March, 2015

	As at 31 March, 2016	
11 NON-CURRENT INVESTMENTS		
Long term investments (at cost)		
Investments in equity instruments		
Quoted (Non-Trade):		
67,500 (Previous year 67,500) fully paid up equity shares of ₹2/-each in ICICI Bank Limited	4.05	4.05
Market value of quoted investment	<u>159.74</u>	<u>212.96</u>
12 LONG TERM LOANS AND ADVANCES		
(Unsecured, considered good)		
Capital advances	328.81	386.05
Security deposits	71.86	41.33
Prepaid expenses	6.46	1.76
Advance tax (net of provision ₹117.00 lacs (Previous year ₹574.00 lacs))	115.03	86.82
	<u>522.16</u>	<u>515.96</u>
13 OTHER NON-CURRENT ASSETS		
Taxes paid in dispute (Refer note 26(ii) and (iii))	1,433.07	2,211.34
	<u>1,433.07</u>	<u>2,211.34</u>
14 INVENTORIES		
(At lower of cost and net realisable value)		
Raw materials	5,586.22	5,553.66
Finished goods	3,004.71	3,829.33
Stores and spares	152.74	171.88
	<u>8,743.67</u>	<u>9,554.87</u>
15 TRADE RECEIVABLES		
(Unsecured)		
Outstanding for a period exceeding six months from the date they were due for payment		
Considered good	177.59	10.88
Doubtful	30.47	40.33
	<u>208.06</u>	<u>51.21</u>
Less: Provision for doubtful trade receivables	30.47	40.33
	<u>177.59</u>	<u>10.88</u>
Other trade receivables		
Considered good	1,734.49	2,994.78
	<u>1,912.08</u>	<u>3,005.66</u>

	As at 31 March, 2016	As at 31 March, 2015
₹ in lacs		
16 CASH AND CASH EQUIVALENTS		
Cash on hand	2.90	2.75
Balances with banks		
In current accounts	59.53	986.50
In deposit accounts	9,075.74	2,400.00
Unpaid dividend accounts	33.91	36.55
Margin money deposits and security against borrowings	3,983.25	2,404.19
	<u>13,152.43</u>	<u>5,827.24</u>
	<u>13,155.33</u>	<u>5,829.99</u>
Of the above the balances that meet the definition of cash and cash equivalents as per AS-3 cash flow statements.	2,592.43	3,389.25
17 SHORT TERM LOANS AND ADVANCES		
(Unsecured considered good unless otherwise stated)		
Security and tender deposits	8.85	6.18
Loans and advances to employees	10.14	11.77
Other receivables	185.56	410.00
Less: Provision for doubtful advances	-	5.29
Prepaid expenses	224.83	190.04
Balances with government authorities		
CENVAT credit receivable	533.93	816.57
VAT credit receivable	72.11	47.89
Service tax credit receivable	113.29	95.64
	<u>719.33</u>	<u>960.10</u>
Advances to suppliers	188.29	131.92
	<u>1,337.00</u>	<u>1,704.72</u>
18 OTHER CURRENT ASSETS		
Interest accrued on margin money and other bank deposits	200.16	64.01
Unamortised premium on forward contracts	-	1.55
	<u>200.16</u>	<u>65.56</u>
19 OTHER OPERATING REVENUE		
Sale of scrap	57.11	11.03
Duty drawback	-	34.84
	<u>57.11</u>	<u>45.87</u>
20 OTHER INCOME		
Interest income:		
from banks deposits	418.19	648.77
on income tax refunds	119.22	-
others	2.11	2.90
	<u>539.52</u>	<u>651.67</u>
Dividend from long term investments	3.38	3.11
Profit on sale of fixed assets	0.60	0.15
Miscellaneous income	122.91	1.33
Provision for doubtful debts/advances written back	15.15	-
Sundry credit balances written back	4.24	143.62
	<u>685.80</u>	<u>799.88</u>

₹ in lacs

	Year ended 31 March, 2016	Year ended 31 March, 2015
21 COST OF MATERIALS CONSUMED	24,795.55	13,903.17
22 CHANGES IN INVENTORIES OF FINISHED GOODS		
Inventories of finished goods at the end of the year	3,004.71	3,829.33
Inventories of finished goods at the beginning of the year	3,829.33	4,618.25
	824.62	788.92
23 EMPLOYEE BENEFIT EXPENSES		
Salaries, wages, bonus and allowances	1,338.83	1,191.75
Contribution to provident and other funds	117.12	55.79
Staff welfare expenses	174.64	164.49
	1,630.59	1,412.03
24 FINANCE COSTS		
Interest expense on:		
borrowings	171.10	175.57
others	1.57	-
	172.67	175.57
Other borrowing costs	452.77	178.79
Net exchange loss on foreign currency transactions and translations	896.00	419.01
	1,521.44	773.37
25 OTHER EXPENSES		
Fuel and power	355.31	194.00
Excise duty on inventory differential (Refer note 28)	(156.77)	(105.28)
Repairs and maintenance		
Buildings	135.53	133.05
Plant and machinery	264.60	131.03
Others	36.49	34.50
	436.62	298.58
Rent	63.84	73.41
Rates and taxes	124.80	58.81
Insurance	42.45	42.55
Processing/labour charges	89.85	67.22
Travelling expenses	86.67	117.06
Selling and distribution expenses	2,198.68	1,393.39
Bad debts / advances written off	53.08	10.41
Payments to auditors (net of service tax credit)		
Audit fees	13.50	12.00
Other services	9.50	3.50
Reimbursement of expenses	0.60	0.90
	23.60	16.40
Directors' sitting fees	10.65	10.84
Loss on assets sold / scrapped	0.97	516.56
Forward premium expenses	5.50	53.73
Miscellaneous expenses (Refer note 37)	475.23	691.98
	3,810.48	3,439.66

26	Contingent Liabilities : (Claims against the Group not acknowledged as debts)	As at 31 March, 2016	As at 31 March, 2015
	i) Disallowance of Cenvat Credit and Educational Cess on purchase of raw materials	90.19	90.19
	ii) Income tax demands under appeal	610.87	1,954.55
	iii) The Group'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 21.10.2010. The disputed amount of tax and interest paid amounting to ₹963.68 lacs (after adjusting the refund of ₹454.66 lacs received) is included under Other Non-Current Assets. The income tax department has filed a Special Leave Petition before the Hon: Supreme Court praying for ex-parte stay of the aforementioned Order of the High Court. The petition is admitted and pending for hearing.	-	-
<p>The amounts mentioned against (i) and (ii) above are based on the notice of demand or the assessment orders issued by the relevant authorities, as the case may be. The Group 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 Group is hopeful of successful outcome in the appellate proceedings.</p>			

₹ in lacs

27	Commitments:	As at 31 March, 2016	As at 31 March, 2015
	i) Export obligation in respect of imports under Advance Licence Scheme to be fulfilled	-	5,823.71
	ii) Estimated amount of contracts remaining to be executed on capital account (net of advances)	-	15.37

28 Excise duty on sales for the year has been disclosed as reduction from Revenue from operations. Excise duty relating to the difference between the closing stock and the opening stock of Finished goods has been included in Note - 25 "Other Expenses".

29 During the previous year, pursuant to the notification of Schedule II to the Companies Act, 2013 with effect from April 1, 2014, the Group revised the estimated useful life of its assets to align the useful life with those specified in Schedule II. Pursuant to the transition provisions prescribed in Schedule II to the Companies Act, 2013, the Group fully depreciated the carrying value of assets aggregating to ₹32.92 lacs (net of deferred tax of ₹16.95 lacs), where the remaining useful life of the asset was determined to be nil as on April 1, 2014, and adjusted the said amount against the opening Surplus balance in the Statement of Profit and Loss. The depreciation expense in the Statement of Profit and Loss for the previous year was lower by ₹54.11 lacs consequent to the change in the useful life .

30 Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

31 Derivative instruments:

The Group 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 31 March, 2016				As at 31 March, 2015			
Buy-Sell	No. of Contracts	US Dollars	₹ in lacs	Buy-Sell	No. of Contracts	US Dollars	₹ in lacs
-	-	-	-	Buy	3	1,000,000	62,305,000

b) The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

	As at 31 March, 2016		As at 31 March, 2015	
	US Dollars	₹ in lacs	US Dollars	₹ in lacs
Amount payable in foreign currency				
Buyers credit	30,914,579	20,484.00	21,443,401	13,403.20
Trade payables	20,202	13.39	55,175	34.49
Interest accrued but not due on borrowings	74,026	49.05	39,782	24.87
Amount receivable in foreign currency				
Advances to suppliers	-	-	8,237	5.15

32 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 23 Employee Benefit Expenses) as required under AS-15 (Revised):

		₹ in lacs	
		As at 31 March, 2016	As at 31 March, 2015
i)	Change in present value of obligation		
	Defined benefit obligation at the beginning of the year	336.51	365.85
	Current service cost	18.20	33.03
	Interest cost	24.51	28.23
	Actuarial losses / (gains)	7.65	(38.32)
	Benefits paid	(46.23)	(52.28)
	Defined benefit obligation at the end of the year	340.64	336.51
ii)	Change in fair value of plan assets		
	Fair value of plan assets at the beginning of the year	408.62	371.66
	Expected return on plan assets	31.66	36.18
	Actuarial gain/(loss)	(15.08)	22.44
	Contributions	46.59	30.62
	Benefit paid	(46.23)	(52.28)
	Fair value of plan assets at the end of the year	425.56	408.62
iii)	Net assets/(liability) recognised in the Balance Sheet		
	Defined benefit obligation at the end of the year	340.64	336.51
	Fair value of the plan assets at the end of the year	425.56	408.62
	Excess of funding over obligation	84.92	72.11
iv)	Expenses recognised in the statement of profit and loss		
	Current service cost	18.20	33.03
	Interest cost	24.51	28.23
	Expected return on plan assets	(31.66)	(36.18)
	Net actuarial losses / (gains) recognised in the year	22.73	(60.76)
	Net cost recognised in the statement of profit and loss	33.78	(35.68)
v)	Return on plan assets		
	Expected return on plan assets	31.66	36.18
	Actuarial gain/(loss)	(15.08)	22.44
	Actual return on plan assets	16.58	58.62
	The plan assets of the Group are managed by the Life Insurance Corporation of India and ICICI Prudential Life Insurance and the composition of the investment relating to these assets is not available with the Company.		
vi)	Assumption		
	Rate of Mortality	As per LIC Mortality rate (1994-96)	
	Discount rate	7.85%	7.82%
	Expected salary increase rate	5.00%	5.00%
	Expected rate of return on plan assets	7.00%	8.00%
	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.		

The contribution expected to be made by the Group during the financial year 2016-17 – ₹ Nil.

₹ in lacs

	2015-16	2014-15	2013-14	2012-13	2011-12
Experience adjustment					
Present value of obligation	340.64	336.51	365.85	354.71	314.83
Fair value of plan assets	425.56	408.62	371.66	361.70	345.05
Surplus/(deficit)	84.92	72.11	5.81	6.99	30.22
Experience adjustment on plan liabilities	(7.65)	38.32	14.53	11.86	(1.70)
Experience adjustment of plan assets	(15.08)	22.44	(2.80)	5.20	(4.12)

- ii) The following table set out the status of the leave encashment plan (included as part of “Salaries, wages, bonus and allowances” in note 23 Employee Benefit Expenses) as required under AS-15 (Revised).

₹ in lacs

Particulars	As at 31 March, 2016	As at 31 March, 2015
i) Change in present value of obligation		
Defined benefit obligation at the beginning of the year	119.25	145.59
Current service cost	26.61	35.10
Interest cost	8.67	10.94
Actuarial losses / (gains)	(10.15)	(61.09)
Benefits paid	(16.64)	(11.29)
Defined benefit obligation at the end of the year	127.74	119.25
ii) Change in fair value of plan assets		
Fair value of plan assets at the beginning of the year	155.35	144.39
Expected return on plan assets	12.85	10.84
Actuarial gain/(loss)	0.84	0.35
Contributions	39.83	11.06
Benefit paid	(16.64)	(11.29)
Fair value of plan assets at the end of the year	192.23	155.35
iii) Net (liability)/assets recognised in the Balance Sheet		
Defined benefit obligation at the end of the year	127.74	119.25
Fair value of the plan assets at the end of the year	192.23	155.35
(Liability) /Assets recognised in the Balance Sheet	64.49	36.10
iv) Expenses recognised in the Statement of Profit and Loss		
Current service cost	26.61	35.10
Interest on obligation	8.67	10.94
Expected return on plan assets	(12.85)	(10.84)
Net actuarial losses / (gains) recognised in the year	(10.99)	(61.44)
Net cost recognised in the statement of profit and loss	11.44	(26.24)
v) Assumption		
Rate of Mortality	As per LIC Mortality rate (1994 – 96)	
Discount rate	7.85%	7.82%
Expected salary increase rate	5.00%	5.00%
Expected rate of return on plan assets	7.00%	8.00%
Attrition rate	1.00%	1.00%

- b) Defined contribution plans

A sum of ₹83.34 lacs (Previous year ₹42.13 lacs) has been charged to the statement of profit and loss in respect of Group's contribution to superannuation fund, provident and pension fund.

33 Segment reporting

The Group is engaged in manufacture and sale (both domestic and export) of Calcined Petroleum Coke which constitutes single business segment. As per management's perspective, the risks and returns from its sales do not materially vary geographically. Accordingly there are no other business / geographical segments to be reported under Accounting Standard (AS) 17.

- 34 As per the provisions of Sec. 135 of the Companies Act 2013, the Group is required to spend ₹9.88 lacs (Previous year ₹ 20.27 lacs) towards CSR activities. The Group has spent ₹19.58 lacs during the current financial year in line with the CSR Policy of the Group.

35 Disclosures in respect of Related Parties pursuant to Accounting Standard (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: Motown Trading Pvt. Ltd. (Formerly Motown Investments Pvt. Ltd, name changed w.e.f. 22/09/2015) Devashri Investments Pvt. Ltd. Devashri Nirman LLP Dempo Charities Trust Vasantrao Dempo Education and Research Foundation Esmeralda International Exports LLP Ratnaprabha Advisory Services LLP Vasudeva Dempo Family Private Trust
e	Key Management Personnel: Mr. Jagmohan J. Chhabra (Executive Director) Mr. P. S. Mantri (Company Secretary) Mr. K. Balaraman (Chief Financial Officer)

ii) Disclosure of transactions with Related Parties

₹ in lacs

	Year ended 31 March, 2016	Year ended 31 March, 2015
a	Expenses incurred	
	Dempo Industries Pvt. Ltd.	6.40
	Dempo Travels Pvt. Ltd.	29.45
b	Guarantee commission	
	Vasudeva Dempo Family Private Trust	60.00
c	Rent paid	
	V. S. Dempo Holdings Private Limited	23.22
d	Reimbursement of expenses	
	V. S. Dempo Holdings Private Limited	0.07
e	Recovery of expenses	
	V. S. Dempo Holdings Private Limited	5.10
f	Interest on Inter Corporate Deposit	
	V. S. Dempo Holdings Private Limited	-
g	Loan repaid	
	V. S. Dempo Holdings Private Limited	-
h	Sponsorship	
	Dempo Sports Club Pvt. Ltd.	3.00
i	Remuneration	
	Mr. Jagmohan J. Chhabra (Executive Director)	114.83
	Mr. P. S. Mantri (Company Secretary)	45.34
	Mr. K. Balaraman (Chief Financial Officer)	41.52
iii)	Outstanding (receivable)/payable as at year end	
	V. S. Dempo Holdings Private Limited	228.97
	Vasudeva Dempo Family Private Trust	44.00



₹ in lacs

36	Earnings per share:	Year ended 31 March, 2016	Year ended 31 March, 2015
	i) (Loss) after tax as per the Statement of Profit and Loss (₹ in lacs)	(339.20)	(896.46)
	ii) Number of equity shares	9,151,052	9,151,052
	iii) Basic and diluted earnings per share of ₹ 10/- each (₹)	(3.71)	(9.80)

37	Miscellaneous expenses include donations given to Political Parties as under :	₹ in lacs	
	Name of the Political Party	Year ended 31 March, 2016	Year ended 31 March, 2015
	1 Bhartiya Janata Party	-	5.00
	2 Goa Pradesh Congress Party	-	5.00

38 There are no amounts due and payable to Investor Education and Protection Fund as on Balance Sheet date.

39 Pursuant to the decision taken by “Cangzhou Economic Development Zone, China” to cancel the land allotted to the step down subsidiary Company “Goa Carbon (Cangzhou) Group Limited” (China Company) on the ground that the proposed plant falls under “high energy consuming industries” as well as “ heavy polluting enterprise”, the Company has been compelled to withdraw the proposed project to be set up in China. Consequently the China Company has been liquidated on 08.01.2016.

40 Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as subsidiary.

Name of the Entity	Net Assets i.e., total assets minus total liabilities		Share in profit or (loss)		
	As % of consolidated net assets	₹ in lacs	As % of consolidated profit or loss	₹ in lacs	
Parent Goa Carbon Limited	Current year <i>Previous year</i>	81.84% 82.24%	5,972.28 6,279.93	90.70% 0.69%	(307.65) (6.20)
Foreign GCL Global Resources SGP Pte Limited, Singapore	Current year <i>Previous year</i>	18.16% 0.12%	1,324.78 9.267	9.30% 2.43%	(31.55) (21.76)
Goa Carbon (Cangzhou) Group Limited, China	Current year <i>Previous year</i>	- 17.64%	- 1347.06	- 96.88%	- (868.50)
		100%	7,297.06	100%	(339.20)
		100%	7,636.26	100%	(896.46)

41 Previous year's figures have been regrouped wherever necessary, to conform with the current year's disclosures.

For and on behalf of the Board of Directors

Shrinivas V. Dempo
Chairman
DIN: 00043413

Jagmohan J. Chhabra
Executive Director
DIN: 01007714

K. Balaraman
Chief Financial Officer

P. S. Mantri
Company Secretary

Panaji, Goa: 12th April, 2016

**(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**

Part "A" : Subsidiary

₹ in lacs

Sr. No.	Name of the Subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiary	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	(Loss) before Taxation	Provision for Taxation	(Loss) after Taxation	Proposed Dividend	% of Shareholding
1	GCL Global Resources SGP Pte Limited, Singapore		SGD 1 = INR 49.154	1,938.62	(804.67)	1,330.68	5.89	-	-	(31.55)	-	(31.55)	-	100%

Part "B" : Associates and Joint Ventures – NIL

For and on behalf of the Board of Directors

Shrinivas V. Dempo
Chairman
DIN: 00043413

Jagmohan J. Chhabra
Executive Director
DIN: 01007714

K. Balaraman
Chief Financial Officer

P. S. Mantri
Company Secretary

Panaji, Goa: 12th April, 2016



FINANCIAL HIGHLIGHTS FOR LAST FIVE YEARS

Amount ₹ in lacs

	2015-16	2014-15	2013-14	2012-13	2011-12
Sales (net)	31,545.52	18,748.76	29,183.13	29,547.01	34,383.64
Other Income	617.33	845.75	584.55	658.33	625.02
(A)	32,162.85	19,594.51	29,767.68	30,205.34	35,008.66
Raw materials & manufacturing expenses	30,904.11	18,583.93	28,685.89	28,263.66	32,458.31
Finance charges	1,521.44	842.96	618.77	501.29	745.07
(B)	32,425.55	19,426.89	29,304.66	28,764.95	33,203.38
Gross (Loss)/Profit (A - B)	(262.70)	167.62	463.02	1,440.39	1,805.28
Depreciation	186.57	166.55	220.43	224.04	239.18
Exceptional item	-	1,002.81	-	-	-
Provision for Tax	(141.62)	7.27	13.35	425.08	517.35
(D)	44.95	1,176.63	233.78	649.12	756.53
Net (Loss)/Profit (C - D)	(307.65)	(1,009.01)	229.24	791.27	1,048.75
Dividend declared	-	10%	10%	25%	40%
WHAT THE COMPANY OWNED					
Net Fixed Assets	2,724.37	2,586.00	1,950.27	2,148.06	2,331.17
Non-Current Investments	939.86	939.86	1,942.67	1,401.04	4.10
Non-Current Assets	1,955.23	2,727.30	2,581.36	2,495.11	767.45
Current Assets, Loans & Advances	24,208.44	18,989.91	27,039.23	17,760.73	23,716.84
	29,827.90	25,243.07	33,513.53	23,804.94	26,819.56
WHAT THE COMPANY OWED					
Secured Loans	20,541.29	15,569.78	21,572.45	12,263.57	16,492.42
Unsecured Loans	-	-	1,100.00	1,050.00	-
Deferred tax liability	174.68	318.33	330.05	365.49	382.23
Current Liabilities & Provisions	2,012.96	1,948.34	1,952.34	1,689.37	2,033.78
	22,728.93	17,836.45	24,954.84	15,368.43	18,908.43
NET WORTH OF THE COMPANY					
Equity Share Capital	915.11	915.11	915.11	915.11	915.11
Reserves & Surplus	6,183.86	6,491.51	7,643.58	7,521.40	6,996.02
	7,098.97	7,406.62	8,558.69	8,436.51	7,911.13



Addressing Health Care in the local area – One of Goa Carbon’s Corporate Social Responsibility (CSR) initiatives during the year was the donation of an ambulance van to the Village Panchayat of Sao Jose de Areal, Salcete, Goa.



Goa Carbon Limited

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Goa Plant: St. Jose de Areal, Salcete, Goa – 403 709

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Fax: (91) (832) 2860364; E-mail: head_works@gmail.com

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Tel. No.: (91) (07752) 220822, 650720

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Paradeep Plant: Vill. Udayabata, P.O. Paradeepgarh, Dist. Jagatsinghpur, Odisha – 754 142

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