



ANUJ MOUR & ASSOCIATES

Chartered Accountant
Girija Traders, Machkhowa, Kedar Road
Guwahati - 781 001, ASSAM
Ph: 88765-69009, 82548-11997

REPORT OF THE SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rules 20(4)(xii) of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman,

53rd (Fifty Three) Annual General Meeting of the Equity Shareholder of India Carbon Limited held on September, 18, 2015 at 10:00 A.M at Registered Office of the Company situated at Noonmati, Guwahati- 781020, Assam, India

Dear Sir,

1. I, Anuj Mour, Proprietor of Anuj Mour & Associates, Practicing Chartered Accountant at Girija Traders, Machkhowa, Kedar Road, Guwahati- 781001, Assam was appointed as Scrutinizer by the Board of Director of India Carbon Limited (the Company) for the purpose of scrutinizing the process of voting through Remote e-voting and Ballot Form at the Annual General Meeting under the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) in respect of the below mentioned resolutions proposed at the 53rd Annual General Meeting of the Equity Shareholders of the Company held on September, 18, 2015 at 10:00 A.M at Registered Office of the Company situated at Noonmati, Guwahati- 781020, Assam, India, submit my report as under:
2. The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means and ballot form by the shareholder on the resolutions proposed in the notice of the 53rd Annual General Meeting of the company is the responsibility of the Management. My responsibility as a scrutinizer is to ensure that the voting process through electronic means i.e remote e-voting and physical voting i.e ballot form at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by the Central Depository Services Limited.
3. I have rendered scrutinizer's report separately on the e-voting and voting through ballot form at the meeting and I hereby submit consolidated Scrutinizer's Report pursuant to Rule 20(4)(xii)

Contd...2/-





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4. The total vote cast 'in favour' or 'against' on all the resolutions contained in the Notice of the aforesaid Annual General Meeting are as under:

a) Resolution-1: Ordinary resolution

To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2015, the Profit and Loss Statement and Cash Flow Statement for the year ended 31st March 2015 & notes on financial Statement together with Report of the Board of Directors and Auditors.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1310041	1310041	100

ii. Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid/ Abstain votes:

Total Number of members whose votes were declared invalid	Total number of votes cast by them
0	0

b) Resolution-2 : Ordinary Resolution

Appointment of director in place of Mr Eric Paul Johnson (DIN: 00383407) who retires by rotation and being eligible, offer himself for re-appointment.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1310041	1310041	100

Contd...3/-





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ii. Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid/ Abstain votes:

Total Number of members whose votes were declared invalid	Total number of votes cast by them
0	0

c) Resolution-3 : Ordinary Resolution

Appointment of director in place of Mr Gordon Kenneth McIntosh (DIN: 02244237) who retires by rotation and being eligible, offer himself for re-appointment.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1310041	1310041	100

ii. Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid/ Abstain votes:

Total Number of members whose votes were declared invalid	Total number of votes cast by them
0	0



Contd...4/-



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d) Resolution-4 : Ordinary Resolution

To ratify the appointment of M/s D. Basu & Co., Chartered Accountants (Firm Registration No. 301111E) as the auditors of the Company and to hold office from the conclusion of this Annual General Meeting till the conclusion of the fifty-fifth Annual General Meeting of the Company to be held in the year 2017, at such remuneration plus service tax, out of pocket, travelling and living expenses, etc as may be mutually agreed between the Board of Directors of the Company and the Auditor.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1310041	1310041	100

ii. Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid/ Abstain votes:

Total Number of members whose votes were declared invalid	Total number of votes cast by them
0	0

e) Resolution-5 : Ordinary Resolution

To appoint Mr. Sunirmal Talukdar (DIN: 00920608), as the independent director of the Company, not liable to retire by rotation, who will hold office for five consecutive years with effect from 12th Day of November, 2014.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1310041	1309941	99.99



Contd...5/-



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ii. Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1310041	100	0.01

iii. Invalid/ Abstain votes:

Total Number of members whose votes were declared invalid	Total number of votes cast by them
0	0

f) Resolution-6 : Ordinary Resolution

To appoint M/s Mitra Bose & Associates, Cost Accountants (Firm Registration No. 000037) as the cost auditors of the Company for the purpose of conducting audit of cost accounting records maintained by the Company for Products/ Services for the year ending on 31st March 2016 at a remuneration of Rs 30,000/- plus applicable taxes and out of pocket expenses.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1310041	1310041	100

ii. Voted against the resolution

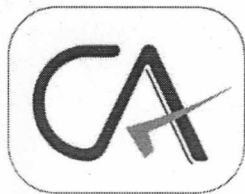
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid/ Abstain votes:

Total Number of members whose votes were declared invalid	Total number of votes cast by them
0	0



Contd...6/-



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g) Resolution-7 : Special Resolution

To invest / borrow moneys, in one or more tranches, in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount invested / borrowed outstanding at any point of time, apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs 200 Crores (Rupees Two Hundred Crores) over and above the aggregate of the paid up share capital and free reserves of the Company.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1310041	1309866	99.98

ii. Voted against the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1310041	175	0.02

iii. Invalid/ Abstain votes:

Total Number of members whose votes were declared invalid	Total number of votes cast by them
0	0

5. All relevant records of electronic voting will remain in the safe custody until the Chairman considers, approves and signs the minutes of the 53rd Annual General Meeting and the same shall be handed over thereafter to the Chairman/ Company Secretary for safe keeping.

Thanking You

Place: Guwahati
Date: 18/09/2015

For Anuj Mour & Associates
Chartered Accountants



Anuj Mour
(Proprietor)
M No. 303871
FRN: 320905E