



SCRUTINIZERS REPORT

(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,

India Carbon Limited.

Noonmati, Guwahati-20.

Assam

Dear Sir,

Report on the e-voting & voting by Ballot form conducted at the 55th Annual General Meeting (AGM) of India Carbon Limited. ("Company") held on Monday, September 18th, 2017 at 10.00 A.M at Registered Office of the Company situated at Noonmati, Guwahati-781020, Assam.

- 1.) As per the provisions of the Section 108 Companies Act 2013 ("Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014 & Regulation 44 of the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) regulations 2015, the company has provided the facility for voting through electronic means (" remote e-voting) on all the resolutions contained in the notice of the AGM.
- 2.) I, Anant Kashliwal , Proprietor of M/s Anant Kashliwal & Co, Practicing Chartered Accountant at Ram Kumar Arcade, 4th Floor, Chatribari, Guwahati-781001, Assam was appointed as the 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 and also to ascertain results for the resolutions contained in the notice.
- 3.) 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 shareholders on the resolutions proposed in the notice of the 55th 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 to render consolidated Scrutinizer's Report of the total votes cast in favour or against, if any to the Chairman on the resolutions contained in the notice.



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- 4.) The Company had appointed C.D.S.L (Central Depository Services Limited), as the service provider for the purpose of extending the facility of remote e- voting to the members of the Company. C.D.S.L has set up electronic voting facility on its website www.evotingindia.com on all the items of business (both Ordinary & Special) sought to be transacted at the AGM. As mentioned in the notice, the remote e-voting facility for voting was made available to the members during the period from 15 Sept 2017 (9:00AM) to 17 Sept 2017 (5:00PM).
- 5.) Based on the reports generated from the remote e-voting system provided by C.D.S.L & the votes casted at the AGM, I hereby submit the results of the remote e-voting & the Physical Voting as Annexure A.

For, Anant Kashliwal & Company
Chartered Accountants

FRN:328654E

Anant Kashliwal

Anant Kashliwal
Proprietor
M.No:302972.



Date: 18/09/17

Place: Guwahati.



Annexure A

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, 2017, the Profit & Loss Statement and Cash Flow Statement for the year ended 31st March, 2017 & notes on financial statements together with the Reports of the Board of Directors and Auditors thereon.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
24	1317709.00	100%

ii. Voted against the resolution:

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

iii. Invalid votes :

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

b) Resolution-2 : Ordinary Resolution

To declare dividend,

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
24	1317709.00	100%





ii. Voted against the resolution:

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

iii. Invalid votes :

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

c) Resolution -3: Ordinary Resolution.

To appoint Mr. Gordon Kenneth McIntosh (DIN: 02244237), who retires by rotation and being eligible, offers himself for re-appointment. In case the Director retiring by rotation not been re-appointed, then the vacancy shall not be filled up at this Annual General Meeting.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
24	1317709.00	100%

ii. Voted against the resolution:

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

iii. Invalid votes :

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





d) Resolution -4: Ordinary Resolution

To appoint M/s. S. Samanta & Co., Chartered Accountants of Kolkata (Firm Registration No. 305020E) as Statutory Auditors of the Company for a term of 5(Five) years from the conclusion of the ensuing Fifty Fifth Annual General Meeting (AGM) till the conclusion of the Sixtieth Annual General Meeting(Subject to ratification of their appointment at every Annual General Meeting)

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
23	1317609.00	99.99%

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
1	100	0.01%

iii. Invalid votes :

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

e) Resolution -5: Ordinary Resolution

To pass an Ordinary Resolution for ratification of remuneration to be paid to the Cost Auditors of the Company M/s. Mitra Bose & Associates, Cost Accountants, (Registration No. 000037) for Cost Audit of cost records of the Company for the Financial year 2017-18.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
24	1317709.00	100%



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ii. Voted against the resolution:-

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

iii. Invalid votes :

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

f) Resolution -6: Ordinary Resolution

To pass an Ordinary Resolution for Appointment of Mr. Tony William Grims, (DIN: 07590220) as a Non-Executive Director of the Company, liable to retire by rotation

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
24	1317709.00	100%

ii. Voted against the resolution:

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

iii. Invalid votes :

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



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g) Resolution -7: Special Resolution.

To pass a special resolution for re-appointment of Mr. Rakesh Himatsingka (DIN:00632156) as Managing Director of the Company for a period of 3 (three) years with effect from 1st December, 2016 to 30th November, 2019.

i) Voted in favour of the resolution:-

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
17	672003.00	100%

ii) Voted against the resolution:

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

iii) Invalid votes :

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

h) Resolution -8: Special Resolution

To pass a special resolution for re-appointment of the re-appointment of Mr. Shaurya Veer Himatsingka (DIN:01200202) as Deputy Managing Director of the Company for a period of 3 (three) years with effect from 1st April, 2017 to 31st March, 2020.

i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
17	672003.00	100%

ii) Voted against the resolution:

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





iii) Invalid votes :

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

i) **Resolution -9: Special Resolution (Special Business)**

To pass a special resolution to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate(s) whether Indian or overseas up to maximum amount of Rs. 100 Crores (Rupees One Hundred Crores only).

i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
23	1317609.00	99.99

ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
1	100	0.01%

iii) Invalid votes :

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

All relevant records of electronic voting will remain in the safe custody until the Chairman considers, approves and signs the minutes of the 54th Annual General Meeting and the same shall be handed over thereafter to the Chairman/ Company Secretary for safe keeping.

For, ANANT KASHLIWAL & CO
Chartered Accountants
FRN : 328654E

Anant Kashliwal
(ANANT KASHLIWAL)
Proprietor
M. No 302972



Date: 18/09/2017

Place: Guwahati