



CONTINENTAL CARBON INDIA LIMITED

CIN: U31908DL1985PLC112602

Regd. Office: A-6, Basement, Jangpura Extension, New Delhi – 110 014

Tel Nos. 0120 6721200, Fax Nos.0120 6721222, Website: www.continentalcarbonindia.com

NOTICE
Of the Annual General Meeting

Notice is hereby given that the 33rd Annual General Meeting of Continental Carbon India Limited will be held on Shorter Notice on Friday, 30th November, 2018 at 11.00 a.m. at the Registered Office of the Company Situated at A-6, Basement, Jangpura Extension, New Delhi – 110 014 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2018 including audited Balance Sheet as at 31st March, 2018 and the Statement of Profit & Loss Account for the year ended as on that date and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Po Sung Huang (DIN 07140135), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and fix remuneration of M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Reg. No. 015125N), Statutory Auditors of the Company.

SPECIAL BUSINESS

4. To consider, and if, thought fit to pass with or without modifications, if any, the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration payable to M/s V K. Dube & Co., Cost Accountants (Firm Registration No. 000343), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019, amounting to Rs. 60,000/- (Rupees Sixty Thousand Only) plus service tax as applicable and re-imbusement of out-of-pocket expenses of Rs. 10,000/- (Rupees Ten Thousand Only) incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

5. To consider, and if, thought fit to pass with or without modifications, if any, the following resolution as an Ordinary Resolution:-

“RESOLVED THAT Ms. Lin Chin, Ping (DIN-06934740) who was appointed as an Additional Director as per the terms of Section 161 of the Companies Act, 2013 and Article 128 of Article of Association of the Company and who holds office up to the date of this General Meeting, be and is hereby appointed as a Director of the Company and liable to retire by rotation.”

6. To consider, and if, thought fit to pass with or without modifications, if any, the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 2(54), 2(78), 196, 197, 203 and Schedule V and subject to other applicable provisions, if any of the Companies Act, 2013 including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force, and subject to the approval of the members and Central Government approval if any as may be required, the Company hereby approves re-appointment of Mr. Raghvinder Singh (DIN 07165647) as Managing Director for a period of 2 (two) years with effect from 25 January 2018 upon the terms and conditions as set out in Nomination &



Remuneration Committee Meeting, including minimum remuneration to be paid in the event of loss or inadequacy of profits in any financial year, with a liberty to the Board of Directors to alter and vary terms and conditions of said re-appointment in such manner as may be agreed to between the Board and Mr. Raghvinder Singh.

Consolidated Salary: Upto a Maximum of Rs. 75,00,000/-p.a. bifurcated into a **maximum** fixed amount of Rs. 53,00,000 and variable amount of Rs. 22,00,000/- which includes the perquisites as stated in the employment contract dated **25th January, 2018** effective from 25th January, 2018, with the authority to Board to fix the salary within the said maximum amount from time to time.

Benefits over annual CTC: Long Term Incentive, Accident Insurance Coverage, Medical Insurance Coverage, Life time Insurance Coverage and Gratuity : as per company policy.

RESOLVED FURTHER THAT the Managing Director shall perform such duties and services as shall from time to time be entrusted to him including the powers exercisable by the Board under the Articles of Association of the Company and shall undertake to use his best endeavors to promote the interests of the Company and comply with such orders and directions as may be given to him by the Board from time to time.

RESOLVED FURTHER THAT no sitting fees shall be paid to the Managing Director, for attending the Meetings of the Board of Directors of the Company or Committees thereof.

RESOLVED FURTHER THAT during such time as Mr. Raghvinder Singh holds and continues to hold the office of Managing Director of the Company, he shall not be liable to retire by rotation.

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

RESOLVED FURTHER THAT any one of the Director or Company Secretary be and are hereby severally authorised to file necessary forms with the Registrar of Companies, Delhi & Haryana and to do or cause to do such other acts, deeds and things as may be considered necessary in connection with or incidental to the above."

7. To consider, and if, thought fit to pass with or without modifications, if any, the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Article of Association of the Company read with Section 196, 197 of the Companies Act, 2013 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) subject to such other consents, approvals and permissions if any needed, and on the recommendation of Nomination & Remuneration Committee, remuneration of Mr. Raghvinder Singh, Managing Director be and is hereby revised on the terms and conditions in the Appointment Letter dated 25th January, 2018 as placed in the Nomination & Remuneration Committee hereinafter mentioned with effect from 25th January, 2018

The principal terms and conditions of re-appointment of **Mr. Raghvinder Singh as Managing Director** *inter alia* contain the following.

During the period of this appointments and subject to the limits and during the period of this appointment and subject to the limits laid down in Section 197, 198 and other applicable provisions of the Companies Act, 2013

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Managing Director shall be entitled to pursue the following remuneration with effect from 25th January, 2018:-

- i) **Fixed Salary: Rs. 5,300,000/-** per annum which will be paid equally every month as per the salary disbursement of the organisation.
- ii) **Performance Bonus/ Incentive Remuneration- Rs. 2,200, 000/-** per annum will be paid at the end of the year and will be determined based on "KPI" for bonus linked calculation table.
- iii) **Perquisites / Allowances** – Perquisites / Allowances will be restricted to an amount equal to the annual salary as specified in the Employment Contract dated 25th January, 2018.

Term and Termination

Term of the this Agreement shall remain in force up to January 24, 2020 unless terminated earlier.

This Appointment may be terminated earlier by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration in lieu of such notice.

The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice if (i) he is found guilty of any gross negligence, default or misconduct with or affecting the business of the Company, its subsidiaries or associates (ii) in the event of any serious or repeated or continuing breach (after prior warning) or non-observance of any stipulations contained in the terms of his appointment, or (iii) in the event the Board loses confidence in him (iv) in the event the Managing Director shall become disqualified or vacant pursuant to the Section 164 and 167 of the Companies Act, 2013 or any applicable laws.

Duties & Powers

The Managing Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him. Subject to the supervision and control of the Board, the Managing Director be entrusted with substantial powers of management which are in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and / or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company. The Managing Director shall not exceed the aforementioned power so delegated by the Board.

The Managing Director undertakes to employ the best of his skill and ability to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

In compliance with the provisions of Sections 2(54),2(78), 197 and 203 of the Companies Act 2013 (Act) and other applicable provisions, if any, the appointment and terms of remuneration specified above are now being placed before the Board for approval and subject to Members approval as a special resolution & Central Government approval if any required.

RESOLVED FURTHER THAT all other terms and conditions as per the HR policy of the company be and is hereby applicable including Earned/Privilege leave, contribution to Provident Fund, Superannuation fund or annuity fund/Gratuity in terms of applicable provisions of the relevant statutes.

RESOLVED FURTHER THAT the remuneration payable to Mr. Raghvinder Singh, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time and with a liberty to the Board of Directors to revise the remuneration as and when required but within the limits and alter and vary terms and conditions of said re-

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appointment in the coming year in such manner as may be agreed to between the Board and Mr. Raghvinder Singh.

RESOLVED FURTHER THAT any one of the Director or Company Secretary be and are hereby severally authorised to file necessary forms with the Registrar of Companies, Delhi & Haryana and to do or cause to do such other acts, deeds and things as may be considered necessary in connection with or incidental to the above."

8. To consider, and if, thought fit to pass with or without modifications, if any, the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of section 61(1)(a) and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the shareholders of the Company be and is hereby accorded, in the General meeting, to increase the authorised share capital of the company from Rs. 95,00,00,000/- divided into 9,50,00,000 equity shares of Rs. 10/- each to Rs. 145,00,00,000/- (approximately US\$ 6.3 MN) divided into 14,50,00,000 equity shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder the consent of the shareholders of the company be and is hereby accorded, to substitute the existing Clause V of the Memorandum of Association of the Company with the following Clause V:

V. "The Authorised Share Capital of the Company is Rs.145,00,00,000 (Rupees One Hundred Forty Five Crores Only) divided into 14,50,00,000 Equity Shares of Rs.10/- each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate such rights, privileges or conditions in such manner as may for the time being be provided by regulations of the Company or as may be permitted by the Companies Act, 1956 of any amendment or replacement thereof."

9. To consider, and if, thought fit to pass with or without modifications, if any, the following resolution as a Special Resolution:-

"RESOLVED THAT in accordance with the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, the Articles of Association of the Company, FEMA Act, the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to offer, issue and allot, upto **4,40,00,000** Equity Shares of the Company, ranking pari passu with the existing Equity Shares of the Company of face value of Rs. 10 each at par per share, for an aggregate value not exceeding Rs.44.00 crores on such terms as may be determined by the Board, to **CSRC (Singapore) Pte. Ltd.**, the holding company, through private placement and / or on preferential basis.

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RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds and things, including fixing the timing of the issue and the number of Equity Shares to be offered and to execute all such deeds, documents, writings as it may in its absolute discretion deem necessary or incidental and pay such fees, etc. and incur such expenses in relation thereto as it may deem appropriate for giving effect to this Resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the members of the Board be and is hereby severally authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper including without limitation to enter into arrangements/agreements and to settle any question, difficulties or doubts that may arise in this regard and to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

For and on behalf of the Board of Directors

Place: Ghaziabad
Date: 28TH November, 2018


Sunita Tomar
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

2. Corporate Members intending to send their Authorized Representatives are requested to send a duly certified copy of Board Resolution authorizing the representatives to attend and vote in the General Meeting.

In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.

3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday 23rd November, 2018 to, Friday, November 29, 2018 (both days inclusive).

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.

4. It is deemed that the Annual General Meeting of the Company will be convened and held at a shorter length of notice on Friday, November 12, 2018 at 11.00 AM at the Registered Office of the Company. Section 101(1) of the Companies Act, 2013, permits Annual General Meeting of a Company being called at a shorter notice if the consent thereto is accorded by members holding not less than 95% of the total voting power

By order of the Board of Directors

Place: Ghaziabad
Date: 28TH November, 2018


Sunita Tomar
Company Secretary



ANNEXURE TO THE NOTICE

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

Item No. 4

The Board of Directors of the Company, approved the appointment and remuneration of M/s. V K. Dube & Co., Cost Accountants (Firm Registration No. 000343), to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested in the said Resolution.

The resolution as set out in Item no. 4 of this Notice is accordingly commended for the approval of Members.

Item No. 5

Ms. Lin Chin, Ping was appointed as an Additional Director of the Company by the Board of Directors of the Company in terms of Section 161(1) of the Companies Act, 2013 w.e.f. 11th June, 2018 who vacates her office at this General Meeting. The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Ms. Lin Chin, Ping as Director.

None of the Directors or Key Managerial Personnel and their relatives except Ms. Lin Chin, Ping, is in any way concerned or interested in the said Resolution.

The resolution as set out in Item no. 5 of this Notice is accordingly commended for the approval of Members.

Item No. 6 & 7

The Nomination and Remuneration Committee in their meeting held on 24th January, 2018 re-appointed Mr. Raghvinder Singh (DIN 07165647) as Managing Director with effect from 25th January, 2018. The principal terms and conditions of re-appointment of Mr. Raghvinder Singh (DIN 07165647) as Managing Director inter alia contain the following.

During the period of this appointments and subject to the limits and subject to the limits laid down in Section 197, 198 and other applicable provisions of the Companies Act, 2013 Managing Director shall be entitled to pursue the following remuneration with effect from 25th January, 2018:-

- i) **Fixed Salary:** Rs. 5,300,000/- per annum which will be paid equally every month as per the salary disbursement of the organisation.
- ii) **Performance Bonus/ Incentive Remuneration-** Rs. 2,200, 000/- per annum will be paid at the end of the year and will be determined based on "KPI" for bonus linked calculation table.
- iii) **Perquisites / Allowances** – Perquisites / Allowances will be restricted to an amount equal to the annual salary as specified in the Employment Contract dated 25th January, 2018.

Terms & Termination

Term of the this Agreement shall remain in force up to January 24, 2020 unless terminated earlier.

This Appointment may be terminated earlier by either Party by giving to the other Party six months'



notice of such termination or the Company paying six months' remuneration in lieu of such notice.

The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice if (i) he is found guilty of any gross negligence, default or misconduct with or affecting the business of the Company, its subsidiaries or associates (ii) in the event of any serious or repeated or continuing breach (after prior warning) or non-observance of any stipulations contained in the terms of his appointment, or (iii) in the event the Board loses confidence in him (iv) in the event the Managing Director shall become disqualified or vacant pursuant to the Section 164 and 167 of the Companies Act, 2013 or any applicable laws.

Duties & Powers

The Managing Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him. Subject to the supervision and control of the Board, the Managing Director be entrusted with substantial powers of management which are in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and / or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company. The Managing Director shall not exceed the aforementioned power so delegated by the Board.

The Managing Director undertakes to employ the best of his skill and ability to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board. In compliance with the provisions of Sections 2(54), 2(78), 197 and 203 of the Companies Act 2013 (Act) and other applicable provisions, if any, the appointment and terms of remuneration specified above are now being placed before the Board for approval and subject to Members approval as a special resolution & Central Government approval if any required.

Item No. 8

The Company is looking to develop the business and thus is in need of equity infusion, and is therefore proposing to raise further capital. However, since the Authorized Share Capital of the Company is not sufficient in order to issue further shares to the Shareholders, the Company must first increase its authorized share capital.

In order to reflect the increase authorised share capital of the Company, and in order to conform to the requirements of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company must be amended. A draft of the amended Memorandum of Association with the following Clause V was tabled for discussion: "...V. "The Authorised Share Capital of the Company is Rs.145,00,00,000 (Rupees One Hundred Forty Five Crores Only) divided into 14,50,00,000 Equity Shares of Rs.10/- each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate such rights, privileges or conditions in such manner as may for the time being be provided by regulations of the Company or as may be permitted by the Companies Act, 1956 of any amendment or replacement thereof."

Hence, the board of directors of the Company (Board), has proposed to increase the authorised share capital of the Company. Pursuant to Sections 61(1) (a) and 64(1) (a) of the Companies Act, 2013, the shareholders of the Company must accord their consent to the proposed increase in the authorised share capital.

