



CONTINENTAL CARBON INDIA LIMITED

CIN- U31908DL1985PLC112602

Registered office Address- Unit no. FF-05, First floor, Omaxe square, Jasola District Centre, New Delhi South Delhi DL 110025

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

NOTICE

Of the Extra Ordinary General Meeting

NOTICE OF THE EXTRAORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF CONTINENTAL CARBON INDIA LIMITED BE HELD ON MONDAY, THE 07TH DAY OF SEPTEMBER, 2020 AT 11.00 A.M. AT ITS REGISTERED OFFICE OF THE COMPANY AT UNIT NO. FF-05, FIRST FLOOR, OMAXE SQUARE, JASOLA DISTRICT CENTRE, NEW DELHI SOUTH DELHI- 110025, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. CONVERSION OF COMPANY INTO PRIVATE LIMITED COMPANY:

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 13, 14 and any other applicable provisions of the Companies Act, 2013, if any and subject to the approval of the Tribunal, (powers delegated to the ROC by Central Government vide General Circular No. 18/2014 dated June 11, 2014) the consent of the shareholders of the Company be and is hereby given to convert the Company from 'Public Limited' to 'Private Limited' and consequently the name of the company be changed from **“CONTINENTAL CARBON INDIA LIMITED”** to **“CONTINENTAL CARBON INDIA PRIVATE LIMITED”** by inserting the word 'Private' before the word 'Limited'.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and Company Secretary of the Company be and is hereby severally authorized to execute all such documents, instruments and writings as may be required and to take all such steps and actions and give such directions as may in its absolute discretion deem necessary and to settle any question that may arise in this regard.

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



2. ALTERATION OF NAME CLAUSE CONTAINED IN THE MEMORANDUM OF ASSOCIATION:

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 13 and any 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 Members be and is hereby accorded for substituting Clause I of the Memorandum of Association of the Company with the following clause:

- I. “The Name of the Company is **Continental Carbon India Private Limited.**”

3. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY PURSUANT TO THE COMPANIES ACT, 2013 AND CONVERSION TO A PRIVATE LIMITED COMPANY:

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 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Incorporation) Rules, 2014, including any statutory modifications or re-enactment thereof from time to time, the Articles of Association of the Company be and is hereby altered to be in conformity with the provisions of the Act relating to a private limited company and thereby inserting the restrictive clause as per Section 2(68) of the Act including provisions for the following:

- (i) Restricts the right to transfer its shares;
- (ii) Except in case of One Person Company, limits the number of its members to two hundred:
Provided that where two or more persons hold one or more shares in a company jointly, they shall, for the purposes of this clause, be treated as a single member:
Provided further that—
 - (A) Persons who are in the employment of the company; and
 - (B) Person who, having been formerly in the employment of the company, were members of the company while in that employment and have continued to be members after the Employment ceased, shall not be included in the number of members; and
- (iii) Prohibits any invitation to the public to subscribe for any securities of the company; as placed before the Meeting be and is hereby approved and adopted by the Board.

RESOLVED FURTHER THAT the new set of Articles of Association pursuant to the Companies Act, 2013 be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.



RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution.”

For and on behalf of the Board of Directors



Sunita Tomar
(Company Secretary)
ACS-37243

Place: Ghaziabad

Date: 14th August, 2020

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 Extra Ordinary General Meeting is annexed hereto.

3. 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 Extra Ordinary General Meeting of the Company.



ANNEXURE TO THE NOTICE

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

ITEM 1:

As the members are aware that the Company was originally incorporated as a public limited company about 45 years ago. The directors and promoters of the company felt at that time they will go to public for raising of funds through investment in equity share capital of the company. However, the Company in its existence for about 45 years never raised capital through public issues and it is no more interested to raise capital through public equity issues. The existing and prospective business of the Company can be very well done with a status of private limited company. The Board of Directors considered that since there is no involvement of public in the shareholding or management of the Company, it would be appropriate to convert the Company into the Private Limited Company to avoid unnecessary formalities & paper work and to avail privileges which are available to the Private Limited Companies under the Companies Act, 2013 which would help the management to carry out its affairs efficiently & economically.

Moreover, conversion into a Private Company shall not affect any debts, liabilities, obligations or contracts incurred or entered into, by or on behalf of the company before conversion and such debts, liabilities, obligations and contracts may be enforced in the manner as if such conversion had not been done.

As per the provisions of the Companies Act, 2013, the consent of the members by way of special resolution is required for conversion of the Company to a private limited company.

The Members are requested to note that the amendment and conversion is subject to the approval granted by the Regional Director (Northern Region), Registrar of Companies, Delhi, Ministry of Corporate Affairs and such other regulatory authorities, as may be required.

The Directors recommend the Resolution for Member's approval as a **Special Resolution**

None of the Directors and their relatives is concerned or interested, financially or otherwise, in the said resolution except in their capacity as a Director of the Company.

ITEM 2:

The conversion of the Company to a private limited company will result in amending the name clause of the Memorandum of the Company since the name of the Company will change from "**Continental Carbon India Limited**" to "**Continental Carbon India Private Limited**".



In terms of Sections 4 and 13 of the Companies Act, 2013, the consent of the members by way of special resolution is required for amendment of the Memorandum of Association of the Company. The Board has approved the amendment at its meeting held on Friday, 14th August, 2020.

The Members are requested to note that the amendment is subject to the approval granted by the Regional Director (Northern Region), Registrar of Companies, Delhi, Ministry of Corporate Affairs and such other regulatory authorities, as may be required.

The Directors recommend the Resolution for Member's approval as a **Special Resolution**.

None of the Directors and their relatives is concerned or interested in the said resolution, financially or otherwise, except in their capacity as a Director of the Company.

ITEM 3:

The Company was incorporated under the provisions of the Companies Act, 1956 and deemed to exist within the purview of the Companies Act, 2013. Hence the existing Articles of Association (AOA) were based on the Companies Act, 1956 and several clauses/regulations in the existing AOA contain references to specific sections of The Companies Act, 1956 which are no longer in force.

With the coming into force of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration or deletions at several places. Also, as it is proposed to convert the Company into a Private Limited Company, it is considered expedient to adopt new set of Articles of Association in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013 applicable to a private limited company.

In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company. The Board has approved the draft altered /new set of Articles at its meeting held on 14th August, 2020.

A copy of existing and draft altered / new set of articles of association is available for inspection for member at the registered office of the company on any working day during business hours.

The Members are requested to note that the amendment is subject to the approval granted by the Regional Director (Northern Region), Registrar of Companies, Delhi, Ministry of Corporate Affairs and such other regulatory authorities, as may be required.

The Directors recommend the Resolution for Member's approval as a **Special Resolution**.



None of the Directors and their relatives is concerned or interested in the said resolution, financially or otherwise, except in their capacity as a Director of the Company.

For and on behalf of the Board of Directors



Sunita Tomar
(Company Secretary)
ACS-37243

Place: Ghaziabad

Date: 14th August, 2020



ATTENDANCE SLIP

I hereby certify that I am a registered member/proxy for the registered member of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the Company on Monday, 07th September 2020 at 11.00 a.m. at the Registered Office of the Company at Unit no. FF-05, First floor, Omaxe square, Jasola District Centre, New Delhi South Delhi DL 110025

Name of the Attending Shareholder: _____

(In Block Letters)

Name of the Proxy: _____

(If the proxy attends instead of Shareholder)

Signature of the Shareholder/Proxy

Ledger Folio No. : _____

***DP ID:** _____

***Client Id** _____

* Applicable for persons holding share in Electronic Form.

Notes: Shareholding/Proxy holders are requested to bring the Attendance Slips with them and handover the same at the entrance of the Meeting Hall.

ROUTE MAP

