

ON THE LETTERHEAD OF THE COMPANY

**Notice is hereby given that the 31<sup>st</sup> Annual General Meeting of Continental Carbon India Limited will be held on Shorter Notice on Friday, 23<sup>rd</sup> September, 2016 at 11.00 a.m. at the Registered Office of the Company Situated at F-40, N.D.S.E., Part – I, New Delhi – 110 049 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, 2016 including audited Balance Sheet as at 31st March, 2016 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 (Sinclair Huang)** (DIN 07140135), who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s Deloitte Haskins & Sells, Chartered Accountants, (Firm Reg. No. 015125N) as Statutory Auditor of the Company and in this connection, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Reg. No. 015125N), the retiring Auditors, be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Thirty Second Annual General Meeting of the Company at a remuneration as may be determined by the Board of Directors of the Company and reimbursement of all out-of-pocket expenses, in connection with the audit of the accounts of the Company for the Financial Year 2016-2017.”

**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 VMSR & Associates, Cost & Works Accountants (Firm Registration No. 000428), 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, 2017, amounting to Rs. 60,000/- (Rupees Sixty Thousand Only) plus service tax as applicable and re-imburement 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.”

**For and on behalf of the Board of Directors**

**Place: Ghaziabad  
Date: 13th September, 2016**

**Vimal Kumar Dubey  
Director Technical and Acting Managing Director**

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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, Saturday, 17<sup>th</sup> September, 2016 to, Friday, 23<sup>rd</sup> September, 2016 (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, September 23, 2016 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

**For and on behalf of the Board of Directors**

**Place: Ghaziabad**  
**Date: 13th September, 2016**

**Vimal Kumar Dubey**  
**Director Technical and Acting Managing Director**

**ANNEXURE TO THE NOTICE**

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

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s VMSR & Associates, Cost & Works Accountants, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017. 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 (financially or otherwise) in this Resolution.

The Board commends the Ordinary Resolution set out at Item no. 4 for the approval of Members.

**Inspection of Documents**

The documents pertaining to special business are available for inspection at the registered office of the Company between 10.00 a.m. to 12.00 p.m. on any working day prior to the meeting

**For and on behalf of the Board of Directors**

**Place: Ghaziabad  
Date: 13th September, 2016**

**Vimal Kumar Dubey  
Director Technical and Acting Managing Director**

**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 31<sup>st</sup> Annual General Meeting of the Company on Friday, 23<sup>rd</sup> September, 2016 at 11.00 a.m. at the Registered Office of the Company at F-40, N.D.S.E., Part – I, New Delhi – 110 049

**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.

**Proxy form**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration) Rules, 2014]**

**ANNUAL GENERAL MEETING – SEPTEMBER 23, 2016**

<b>Name of the Member(s)</b>	
<b>Registered address</b>	
<b>E-mail Id</b>	
<b>Folio No. / Client Id</b>	
<b>DP ID</b>	
<b>Name of the Member(s)</b>	

Name of the Member(s) :

Registered address

E-mail Id:

Folio No. / Client Id :

DP ID :

I/We, being the holder(s) of \_\_\_\_\_ equity shares of Continental Carbon India Limited, hereby appoint

1.Name:\_\_\_\_\_ Address \_\_\_\_\_

E-mail Id:\_\_\_\_\_ Signature :\_\_\_\_\_or failing him/her

2.Name:\_\_\_\_\_ Address \_\_\_\_\_

E-mail Id:\_\_\_\_\_ Signature :\_\_\_\_\_or failing him/her

3 Name:\_\_\_\_\_ Address \_\_\_\_\_

E-mail Id:\_\_\_\_\_ Signature :\_\_\_\_\_or failing him/her

as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on ....., September ....., 2016 at 11.00 a.m. at the Registered Office at F-40, N.D.S.E., Part – I, New Delhi – 110 049 of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Particulars
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ON THE LETTERHEAD OF THE COMPANY

	<b>Ordinary Business</b>
1.	Adoption of Financial Statements and Reports thereon for the financial year ended 31st March, 2016
2.	Re-appointment of Mr. Po Sung Huang (Sinclair Huang) as Director who retires by rotation.
3.	Appointment of M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Reg. No. 015125N) as Auditors and fixing their remuneration
	<b>Special Business</b>
4.	Ratification of the remuneration of M/s VMSR & Associates, Cost & Works Accountants for the financial year ending 31st March, 2017.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

AFFIX  
Revenue  
Stamp of  
Rs.1

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**