



## Continental Carbon India Limited

### CONTINENTAL CARBON INDIA LIMITED

CIN: U31908DL1985PLC112602

Regd. Office: F-40, N.D.S.E., Part - I, New Delhi - 110 049

Tel Nos. 0120 6721200, Fax Nos.0120 6721222, Website: [www.continentalcarbonindia.com](http://www.continentalcarbonindia.com)

NOTICE BE AND IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF CONTINENTAL CARBON INDIA LIMITED WILL BE HELD ON FRIDAY, THE 22<sup>ND</sup> DAY OF APRIL AT 10.00 A.M. ON A SHORTER NOTICE, AT THE REGISTERED OFFICE OF THE COMPANY AT F-40, N.D.S.E., PART-1, NEW DELHI- 110049 TO TRANSACT THE FOLLOWING BUSINESS:

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#### AS SPECIAL BUSINESS

##### ITEM NO.1

#### 1. APPROVE THE ENHANCEMENT OF AUTHORISED SHARE CAPITAL OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Section 61 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 Board of Directors of the Company be and is hereby accorded, subject to the approvals of shareholders in the General meeting, to increase the Authorized Share Capital of the Company from existing Rs. 60,00,00,000 (Rupees Sixty crores) divided into Rs. 6,00,00,000 Equity Shares of Rs. 10/- each to Rs. 95,00,00,000 (Rupees Ninety Five crores) divided into 9,50,00,000 Equity Shares of Rs. 10/- each by creation of additional 35,00,00,000 (Rupees Thirty Five crores) divided into 350,00,000 Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

#### 1A. ALTERATION OF CAPITAL CLAUSE CONTAINED IN THE MEMORANDUM OF ASSOCIATION:

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

**RESOLVED 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 Members be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause.

V. “The Authorised Share Capital of the Company is Rs.95,00,00,000 (Rupees Ninety Five Crores Only) divided into 9,50,00,000 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.”

**Continental Carbon India Limited**
**ITEM NO.2**
**PREFERENTIAL ISSUE OF EQUITY SHARES:**

**To consider and if thought fit, to pass with or without modifications, the following resolution as 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 **3,45,00,000** 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. 34.50 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.”

“**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 Board be and is hereby 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.”

**ITEM NO.3**
**APPROVAL FOR RELATED PARTY TRANSACTIONS BY THE COMPANY IN EACH FINANCIAL YEAR**

**To consider and if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company subject to members approval be and is hereby accorded to the transactions with maximum limits against each of them, between Company and respective related parties and for the maximum amounts to be granted from time to time, as mentioned herein below:

<b>MAXIMUM VALUE OF CONTRACT/TRANSACTION IN EACH FINANCIAL YEAR</b>						
<b>Sr.</b>	<b>Nature</b>	<b>of</b>	<b>Name</b>	<b>of the</b>	<b>Name of the Related</b>	<b>Amount (In USD)</b>

**Continental Carbon India Limited**

No.	Transactions as per section 188 of the Companies Act, 2013	Director/KMP who is related and nature of their relationship	Party	Receipts	Payments
1.	Support Services		TCCI		150000
2.	Sale, purchase or supply of any goods or materials;		CSRC Singapore Pte. Ltd.	15000	
			Consolidated Resource Company		
3.	Others				15000
		<b>Total</b>		<b>15000</b>	<b>165000</b>

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or a Committee thereof, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

Place: New Delhi

Date: 13-04-2016

By order of the Board of Directors

Registered Office:  
F-40, N.D.S.E., PART-1,  
NEW DELHI- 110049

Neha Gaur  
Company Secretary



## **Continental Carbon India Limited**

### **NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.**
- 2. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- 3. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS ANNEXED HERETO**
- 4. CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORISED REPRESENTATIVES TO ATTEND THE EXTRAORDINARY GENERAL MEETING ARE REQUESTED TO SEND A CERTIFIED COPY OF BOARD RESOLUTION AUTHORIZING THEIR REPRESENTATIVE TO ATTEND AND VOTE ON THEIR BEHALF AT THE MEETING.**
- 5. MEMBERS AND/OR PROXIES SHOULD BRING THE ATTENDANCE SLIPS DULY FILLED IN AT THE MEETING TO AVOID ANY INCONVENIENCE.**
- 6. IN TERMS OF THE REQUIREMENTS OF THE SECRETARIAL STANDARDS -2 ON "GENERAL MEETINGS" ISSUED BY THE INSTITUTE OF THE COMPANY SECRETARIES OF INDIA AND APPROVED & NOTIFIED BY THE CENTRAL GOVERNMENT, ROUTE MAP FOR THE LOCATION OF THE AFORESAID MEETING IS ENCLOSED.**

**By order of the Board of Directors**

**Registered Office:  
F-40, N.D.S.E., PART-1,  
NEW DELHI- 110049**

**Neha Gaur  
Company Secretary**

ANNEXURE TO THE NOTICE

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

**ITEM NO.1.1**

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 paid-up capital of the Company has already reached at par with the Authorized Share Capital of the Company; in order to issue further shares to the Shareholders, the Company must first increase its authorized share capital.

Hence the board of directors of the Company (Board), vide its resolution dated March 07, 2016 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.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the resolution except for their shareholding in the Company.

Accordingly, the Board recommends the Resolution at Item No.1.1 of the Notice for your approval.

**ITEM NO.1.1A**

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(a) of the Memorandum of Association of the Company must be amended. A draft of the amended Memorandum of Association with the following Clause V(a) was tabled for discussion: "...V(a) The Authorised Share Capital of the Company is Rs.95,00,00,000 (Rupees Ninety Five Crores Only) divided into 9,50,00,000 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." As per section 13 of Companies Act, 2013, the alteration of the memorandum of association of the Company requires the approval of shareholders.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the resolution except for their shareholding in the Company.

Accordingly, the Board recommends the Resolution at Item No.1.1A of the Notice for your approval.

**ITEM NO.2**

Section 62 of the Act, provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by allotment of further shares, such further shares shall be offered to the persons who on the date of the offer are holders of the equity shares of the company in proportion to

## Continental Carbon India Limited

the capital paid-up on that date and in the manner laid down under Section 62(1) of the Act, unless the members in a general meeting decide otherwise by way of a Special Resolution. Furthermore, as per Section 42 of the Act, read with the Rules framed thereunder, a company offering or making an invitation to subscribe to securities on a private placement basis, is required to obtain the prior approval of the shareholders for each of the offers and invitations.

In accordance with Sections 42 and 62 of the Act read with the Rules framed there under, approval of the Members is sought by way of a Special Resolution for the issue of upto **3,45,00,000** Equity Shares of the Company for an aggregate value not exceeding Rs. 34.50 crores, to **CSRC (Singapore) Pte. Ltd.** on the terms contained herein.

Given below are the disclosures as required under the Rules:

1. The object of the issue is to raise funds for shoring up networking capital & for general corporate purposes.
2. The maximum number of Equity Shares which may be issued will be **3,45,00,000**.
3. The Equity Shares are proposed to be issued at a price of Rs. 10/- per share, based on the Valuation Report dated April 08, 2016 of M/s. Devendra Sharma & Co., Chartered Accountants. A copy of the aforesaid Valuation Report is attached to this Explanatory Statement.
4. The Equity Shares are proposed to be offered to **CSRC (Singapore) Pte. Ltd.**, the existing shareholder of the Company, who intends to subscribe to the offer. Post allotment, the shareholding of **CSRC (Singapore) Pte. Ltd.** in the Company will be 99.99% of the post issue paid-up Equity Share capital of the Company. The Directors and Key Management Personnel will not be offered any Equity Shares and therefore cannot subscribe to the said offer.
5. Upon the issue and offer of the Equity Shares as aforesaid, the allotment shall be completed within a period of sixty days from the date of receipt of application money. Such allotment shall not be later than one year from the date of passing the Special Resolution set out at Item No. 2 of the accompanying Notice.
6. The shareholding pattern of the Company, before and after the proposed issue, will be as under:

Sr. No.	Shareholders	Pre Issue Shareholding		Post Issue Shareholding	
		Pre-issues Shares Held	% of Total Shareholding	Post-issues Shares Held	% of Total Shareholding
1	CSRC (Singapore) Pte. Ltd	55,567,135	99.99%	90,067,135	99.99%
2	CSRC (BVI) Ltd	1	0.0020%	1	0.0020%
3	China Synthetic Rubber Corp	1	0.0020%	1	0.0020%
4	CS Development & Investment Corp	1	0.0020%	1	0.0020%
5	Consolidated Resource Company	1	0.0020%	1	0.0020%
6	Synpac Ltd	1	0.0020%	1	0.0020%
	<b>Total</b>	<b>55,567,140</b>	<b>100%</b>	<b>90,067,140</b>	<b>100%</b>

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7. No change in control is intended or expected post issuance of the said Equity Shares.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the resolution except for their shareholding in the Company.

Accordingly, the Board recommends the Resolution at Item No.2 of the Notice for your approval.

### ITEM NO.3

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain prior approval of the Board of Directors and in case of the Company having a paid up share capital of rupees Ten crore or more, prior approval of the shareholders by way of Ordinary Resolution must be obtained:

1. Sale, purchase or supply of any goods or materials;
2. Selling or otherwise disposing of, or buying, property of any kind;
3. Leasing of property of any kind;
4. Availing or rendering of any services;
5. Appointment of any agent for purchases or sale of goods, materials, services or property;
6. Such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company and
7. Underwriting the subscription of any securities or derivatives thereof, of the Company.

In the light of provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013)

The particulars of the transaction pursuant to the provisions of Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

- (1) Name of the Related Party: As provided in table below
- (2) Name of the Director or Key Managerial Personnel who is related, if any: As provided in table below
- (3) Nature of Relationship:

Name of the Related Party	Name of the Director/KMP who is related and their nature of relationship
TCCI	---
CSRC Singapore Pte. Ltd.	---
Consolidated Resource Company	---
Others	---

- 4) Nature, material terms, monetary value and particulars of the contract or arrangement: The details are as mentioned below:

(a) Support Services: The Company get certain services from TCCI to leverage its existing know how and professional expertise. It has entered into agreement(s) with TCCI for providing support services towards IT applications/developments, internal audit processes & systems and setting up new



## **Continental Carbon India Limited**

offices. The amount being charged for the said services is fixed after considering all the relevant factors. For the said services taken by the Company, the Company provides payment of an amount upto USD 150000 per annum, respectively.

(b) Sale, purchase or supply of any goods or materials; The Company sales or supplies goods/materials to CSRC Singapore Pte. Ltd. & Consolidated Resource Company. The amount being paid or charged for the said services is fixed after considering all the relevant factors and it is on arm length basis. For the said services taken by the Company, the Company is expected to make /receive payment of an amount upto USD 15000 per annum, respectively.

(5) Others as per Section 188 of the Companies Act, 2013 & Rules thereunder: The Company if in the financial year 2015-2016 does any of the below with any of the related party(s):

Selling or otherwise disposing of, or buying, property of any kind, Leasing of property of any kind, Availing or rendering of any services, Appointment of any agent for purchases or sale of goods, materials, services or property, such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company and Underwriting the subscription of any securities or derivatives thereof, of the Company. Then the Company is expected to receive/pay an amount of USD 15000 per annum respectively.

Any other information relevant or important for the Board/Members to take a decision: The support and services being extended/taken by/from the Company to its related Companies in relation to business enhancement and for building up robust practices and processes are towards the benefit of all the Companies.

The Board of Directors recommends the resolution set forth in item No. 3 for approval of the Members.

### **Inspection of Documents**

The documents pertaining to special business are available for inspection at the registered office of the Company between 10.30 a.m. to 12.30 p.m. on any working day prior to the meeting

**By order of the Board of Directors**

**Registered Office:  
F-40, N.D.S.E., PART-1,  
NEW DELHI- 110049**

**Neha Gaur  
Company Secretary**





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CIN: U31908DL1985PLC112602

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

### 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 Extraordinary General Meeting of the Company on Friday, 22<sup>nd</sup> April, 2016 at 10.00 a.m. at registered office of the Company at F-40, N.D.S.E., Part - I, New Delhi - 110 049 (INDIA)

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

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# Continental Carbon India Limited

CIN: U31908DL1985PLC112602

Regd. Office: F-40, N.D.S.E., Part - I, New Delhi - 110 049

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

## Proxy form

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

### EXTRAORDINARY GENERAL MEETING - APRIL 22, 2016

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: \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Friday, 22<sup>nd</sup> April, 2016 at 10.00 a.m. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Particulars
1.1	Approve the enhancement of Authorised Share Capital of the Company
1.1A	Alteration of Capital Clause contained in the Memorandum of Association
2.	Preferential Issue of Equity Shares
3.	Approval for Related Party Transactions by the Company in each Financial Year

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

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

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

AFFIX Revenue Stamp of Rs.1
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**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**

ROUTE MAP

