



**CONTINENTAL CARBON INDIA LIMITED**

CIN: U31908DL1985PLC112602

Regd. Office: Unit No. FF-05, First Floor, Omaxe Square,  
Jasola District Centre, New Delhi - 110025

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

**NOTICE**

**Of the Annual General Meeting**

*Notice is hereby given that the 34<sup>th</sup> Annual General Meeting of Continental Carbon India Limited will be held on Saturday, 30th November, 2019 at 11.00 a.m. at the Registered Office of the Company Situated at Unit No. FF-05, First Floor, Omaxe Square, Jasola District Centre, New Delhi – 110025 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, 2019 including audited Balance Sheet as at 31st March, 2019 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. TIEN FU CHAO (DIN: 06682595), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and approve the appointment of Statutory Auditors of the Company to hold office for a period of Five years and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provision, if any of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, including any statutory modifications or re-enactment(s) thereof for the time being in force, and pursuant to recommendation of Board of Directors of the Company in their meeting held on 29<sup>th</sup> November, 2019, M/s. T.R Chadha & Co. LLP, Chartered Accountants (LLP Identification Number AAF-3926), having its office at B-30, Connaught Place, Kuthalia Building, New Delhi- 110001 be and is hereby appointed as Statutory Auditors of the Company, in place of retiring auditors M/s Deloitte Haskins & Sells, Chartered Accountants, to hold the office for a term of up to 5 (Five) consecutive years, from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 39<sup>th</sup> AGM of the Company, to examine and audit the accounts of the Company on such remuneration plus reimbursement of out-of pocket expenses, as may be mutually decided by the Board of Directors of the Company”.

**SPECIAL BUSINESS**

**4. Ratification of Remuneration of Cost Auditors**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:



**“RESOLVED THAT** pursuant to the provisions of Section 141, 148 and such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) the company hereby ratifies and approve the remuneration amounting Rs. 60,000/- (Rupees Sixty Thousand only) plus applicable taxes and re-imbursement of out- of- pocket expenses of Rs. 10,000/- (Rupees Ten Thousand Only) incurred in connection with the audit, payable to **M/s. Manu Marwah & Associates, Cost Accountants (Firm Registration No. 002945)** who have been appointed as Cost Auditors to conduct the Audit of the relevant cost records of the Company by the Board of Directors for the financial year ending 31<sup>st</sup> March, 2020 be and is hereby ratified and confirmed”.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary or expedient to give effect to this Resolution.”

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

**“RESOLVED THAT** Mr. Tsung Min, Chen (DIN: 08564301) who was appointed as an Additional Director by the Board of Directors with effect from 18<sup>th</sup> September, 2019 under section 161 of the Companies Act, 2013 (including any modification (s) or any re-enactment thereof for the time being in force), who is eligible for appointment as a Director and his candidature for the Directorship recommended by the Board of Directors, be and is hereby appointed as a Director with immediate effect.”

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

**“RESOLVED THAT** Ms. Chia Wen Lee, (DIN : 07191136) who was appointed as an Additional Director by the Board of Directors with effect from 30<sup>th</sup> August, 2019 under section 161 of the Companies Act, 2013 (including any modification (s) or any re-enactment thereof for the time being in force), who is eligible for appointment as a Director and her candidature for the Directorship recommended by the Board of Directors, be and is hereby appointed as a Director with immediate effect.”

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

**“RESOLVED THAT** pursuant to the recommendation of the Board and in accordance with the provisions of Section 2(54), 2(78) 196, 197, 203 and Schedule V and other applicable provisions of the Companies Act, 2013 or any re-enactment thereof for the time being in force and subject to the ratification/ approval of Members and Central Government approval if any be required, the company hereby approves the appointment of Mr. Cheng Chi Yeh, (DIN : 08543597) for a period of Six (6) months starts from 30<sup>th</sup> August, 2019 to 29<sup>th</sup> February, 2020 on the terms and conditions and on the remuneration payable as follows: on the terms and conditions as set out by the Board also stated herein below including minimum remuneration to be paid in the event of loss or inadequacy of profits in any financial year with the liberty of the board to alter and may vary terms and



conditions of said appointment in such manner as may be agreed to between the Board and the concerned Director.

**Remuneration:**

Annual Remuneration will be INR 19,54,740/- consisting of basic salary, House Rent Allowance, Provident Fund and Gratuity.

You will be entitled to reimbursement of expenses incurred by you in connection with attending the Board Meeting, the Board Committee meetings, General meetings, and in relations to the business of the Company towards hotel accommodation, travelling and other out of pocket expenses.

**Code of Conduct, Functions and Duties:**

During the tenure of your appointment, you are required to comply with code of conduct adopted by the Board of Directors and to comply with Schedule IV of the Companies Acct, 2013 and other related issues from time to time.

**Conflict of Interest:**

By accepting this appointment, you will be deemed to have confirmed that any other position you hold including your directorship in other organizations shall not give rise to any conflict of interest in relation to your appointment as Managing Director of the Company. Should you become aware of any conflict or potential conflict during your appointment, you are expected to notify the Company Secretary.

**Confidentiality and Access to Company Records:**

Under Company law, Directors have a right of access to Company's documents and records, including financial records. Any confidential information which may come to your knowledge in the performance of your duties as a director of the Company must not divulge, except so far as: a) may be necessary in connection with the proper performance of your duties to the Company; or b) the Company may from time to time authorised you to disclose such information as may be required by you with the condition that you will take all responsible precautions as may be necessary to maintain the secrecy and confidentiality of all confidential information of the Company: or c) you may be required by law to disclose.

You are expected to discharge the duties assigned to you from time to time with due diligence, integrity and responsibility to the entire satisfaction of the management and also maintain high standard of work expected of you by the Company.

**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 excisable by the Board under the Articles of Association of the Company and shall undertake to use the best of his endeavour 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 Board Meeting of the Board of Directors of the Company.

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**RESOLVED FURTHER THAT** Mr. Cheng Chi Yeh holds and continues to hold the office of Managing Director of the Company, he shall not 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 THAT** any of the Director or Company Secretary of the Company be and is hereby severally authorised to file necessary forms with the Registrar of Companies(ROC), Delhi & Haryana and to do all deeds, acts and things as deemed necessary in connection with or incidental to the above”.

For and on behalf of the Board of Directors

Place: Ghaziabad  
Date: 29/11/2019

  
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. Pursuant to section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed on Friday, November 29, 2018 (both days inclusive).

4. 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 in this Annual General Meeting of the Company.



5. It is deemed that the Annual General Meeting of the Company will be convened and held at a Shorter Notice on 30<sup>th</sup> November, 2019 at 11:00 AM at the registered office of the Company. Pursuant to Section 101 of the Companies Act, 2013, requires consent of members holding not less than 95% of total voting power for holding a member on shorter notice is accorded.

For and on behalf of the Board of Directors

Place: Ghaziabad  
Date: 29/11/2019

  
Sunita Tomar  
Company Secretary

#### ANNEXURE TO THE NOTICE

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

##### Item No. 3

M/s Dèloitte Haskins & Sells Chartered Accountants, Gurgaon, (Firm Registration No. - 015125N) who were appointed as the Statutory auditors of the Company hold the office till the conclusion of this AGM and hence they are going to retire on the conclusion of this Annual General Meeting i.e. 34<sup>th</sup> Annual General Meeting of the Company.

Pursuant to Section 139 of the Companies Act, 2013 (the Act) the statutory auditor, which has completed its term of two consecutive terms of five years shall not be eligible for re-appointment as auditor in the same company for a period of five years from the completion of such term.

Provided further that no audit firm having a common partner or partners to the other audit firm, whose tenure has expired in a company immediately preceding the financial year, shall be appointed as auditor of the same company for a period of five years

Accordingly, the Board of Directors has, proposed to appointment of M/s T.R. Chaddha & Co. LLP., Chartered Accountants (LLP Identification Number AAF-3926), as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this AGM till the conclusion of 39<sup>th</sup> AGM of the Company.

M/s T.R. Chaddha & Co. LLP., have consented their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013. The Board recommends the Resolution at Item No. 3 for approval by the Members. Further, they confirmed that they are not disqualified to be appointed as Statutory Auditor of the company in terms of the Companies Act, 2013 and the rules made thereunder.

Pursuant to Provisions of Companies Act, 2013, the approval of the members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution. Accordingly, approval of the members is sought for appointment of M/s T.R. Chaddha & Co. LLP., Chartered Accountants, as the statutory auditor and to fix their remuneration.





None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise in the resolution.

This explanatory statement is provided as additional information to shareholders though not required as per Section 102 of the Act.

#### **Item No. 4**

In accordance of the provisions of Section 148 of the companies Act, 2013 and the rules framed there under, the Board of Directors in their meeting held on 29<sup>th</sup> day of November, 2019 has considered and approved the appointment of **M/s. Manu Marwah & Associates, Cost Accountants** Firm Registration No. 002945 as a Cost Auditor of the Company for the Financial Year 2019-2020 to carry out the Audit of cost Accounts of the Company at a Remuneration of Rs. 60,000/- (Rupees Sixty Thousand only) plus applicable taxes and re-imburement of out- of- pocket expenses of Rs. 10,000/- (Rupees Ten Thousand Only) subject to confirmation by the members of the Company at the ensuing Annual General Meeting.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) 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.

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

#### **Item No. 5**

The Board of Director of the Company has appointed Mr. Tsung Min, Chen, (DIN: 08564301) as an Additional Director. He holds the office upto the ensuing Annual General Meeting of the Company. The Board is of the view that, appointment of Mr. Tsung Min, Chen will be of immense benefit and value to the Company and it is desirable to continue to avail his service as a Director.

Therefore, the Board of Director of the company at its meeting dated 29<sup>th</sup> November, 2019, recommend appointment of Mr. Tsung Min, Chen on Board to members for their approval.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise in the resolution.

#### **Item No. 6**

The Board of Director of the Company has appointed Ms. Chia Wen Lee (DIN: 07191136) as an Additional Director with effect from 30<sup>th</sup> August, 2019. She holds the office upto the ensuing Annual General Meeting of the Company. The Board considers that her continued association would be immense benefit to the company and it is desirable to continue to avail her services as a Director.



Therefore, the Board of Director of the company at its meeting dated 29<sup>th</sup> November, 2019, recommend appointment of Ms. Chia Wen Lee on Board to members for their approval.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise in the resolution.

**Item No. 7**

The Board of Director of the Company has appointed Mr. Cheng Chi Yeh (DIN: 08543597) with effect from 30<sup>th</sup> August, 2019 as Managing Director of the Company. The principal terms and conditions of appointment of Mr. Cheng Chi Yeh (DIN: 08543597) as Managing Director inter alia contain the following.

**Remuneration:**

Annual Remuneration will be INR 19,54,740/- consisting of basic salary, House Rent Allowance, Provident Fund and Gratuity.

You will be entitled to reimbursement of expenses incurred by you in connection with attending the Board Meeting, the Board Committee meetings, General meetings, and in relations to the business of the Company towards hotel accommodation, travelling and other out of pocket expenses.

**Code of Conduct, Functions and Duties:**

During the tenure of your appointment, you are required to comply with code of conduct adopted by the Board of Directors and to comply with Schedule IV of the Companies Act, 2013 and other related issues from time to time.

**Conflict of Interest:**

By accepting this appointment, you will be deemed to have confirmed that any other position you hold including your directorship in other organizations shall not give rise to any conflict of interest in relation to your appointment as Managing Director of the Company. Should you become aware of any conflict or potential conflict during your appointment, you are expected to notify the Company Secretary.

**Confidentiality and Access to Company Records:**

Under Company law, Directors have a right of access to Company's documents and records, including financial records. Any confidential information which may come to your knowledge in the performance of your duties as a director of the Company must not divulge, except so far as: a) may be necessary in connection with the proper performance of your duties to the Company; or b) the Company may from time to time authorised you to disclose such information as may be required by you with the condition that you will take all responsible precautions as may be necessary to maintain the secrecy and confidentiality of all confidential information of the Company; or c) you may be required by law to disclose.

A handwritten signature in blue ink, consisting of a stylized 'C' followed by a flourish.



You are expected to discharge the duties assigned to you from time to time with due diligence, integrity and responsibility to the entire satisfaction of the management and also maintain high standard of work expected of you by the Company.

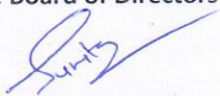
Therefore, the Board of Director of the company at its meeting dated 29<sup>th</sup> November, 2019., recommend appointing Mr. Cheng Chi Yeh on Board to members for their approval.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise in the resolution.

**Note:** - The brief profile of Directors, seeking their regularisation in this Annual General Meeting, as mentioned in item No. 5, 6 and 7 are attached with this Notice.

Place: Ghaziabad  
Date: 29/11/2019

By order of the Board of Directors



Sunita Tomar  
Company Secretary





**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 34<sup>th</sup> Annual General Meeting of the Company on Saturday, 30<sup>th</sup> November, 2019 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 - 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. :** \_\_\_\_\_

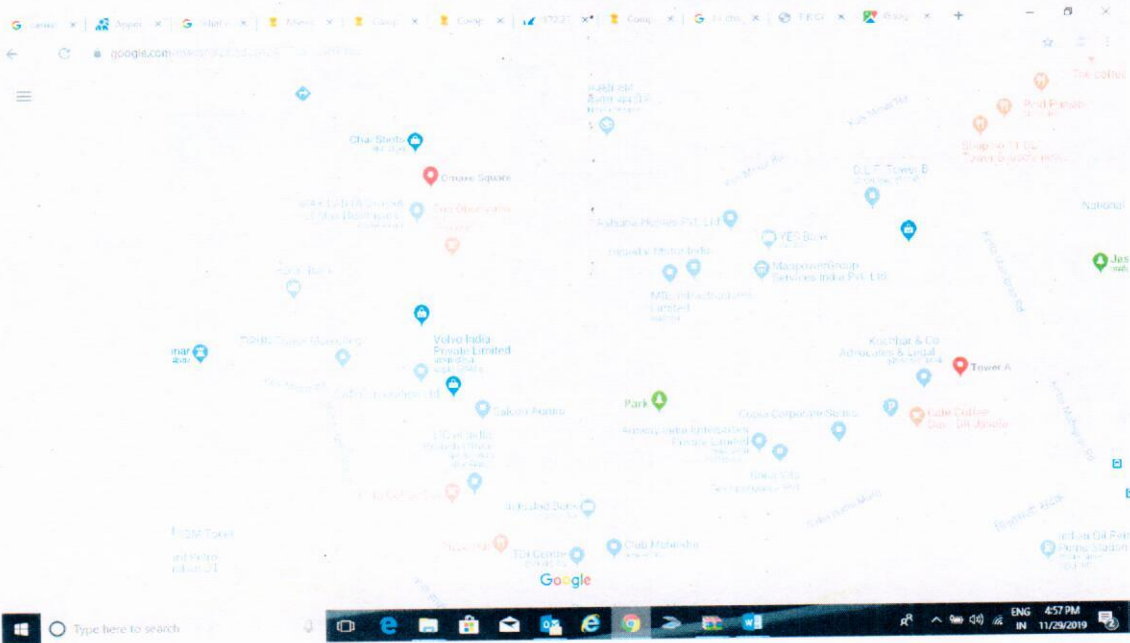
**\*DP ID:** \_\_\_\_\_

**\*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





### Brief Profile of Directors

(Pursuant to Secretarial Standard-02 on General Meeting issued by ICSI)

Name of Director	Ms. CHIA WEN LEE	Mr. CHEN TSUNG MIN	Mr. CHENG CHI YEH
DIN	07191136	08564301	08543597
Date of Birth	02/07/1971	09/03/1965	08/03/1984
Age	48 years	54 years	35 years
Date of First Appointment	30/08/2019	18/09/2019	30/08/2019
Terms & Conditions of Appointment	As per the resolution at item No 6 of the Annual General Meeting on 30 <sup>th</sup> November, 2019 read with Explanatory statement thereto, Ms. Chia Wen Lee is proposed to be appointed as a Director.	As per the resolution at item No 5 of the Annual General Meeting on 30 <sup>th</sup> November, 2019 read with Explanatory statement thereto, Mr. Chen Tsung Min is proposed to be appointed as a Director.	As per the resolution at item No 7 of the Annual General Meeting on 30 <sup>th</sup> November, 2019 read with Explanatory statement thereto, Mr. Cheng Chi Yeh is proposed to be appointed as a Director.
No of Board Meeting Attended during the year	N.A.	N.A.	N.A.
Relationship with other Directors, Manager or KMP	Not related to any Director/Manager/KMP or any	Not related to any Director/Manager/KMP or any	Not related to any Director/Manager/KMP or any
No of shares held in the Company( either own or acquire for other person on a beneficial basis)	Nil	Nil	Nil
List of other Companies in which Directorship held on 31 <sup>ST</sup> March, 2019	Nil	Nil	Nil
Chairperson/ Member of the Committees of the Board of other Companies in which he/she is a Director as on 31st March, 2019.	N.A.	N.A.	N.A.