



CONTINENTAL CARBON INDIA LIMITED

CIN: U31908DL1985PLC112602

Regd. Office: FF-05, First floor, Omaxe square,
Jasola District Centre, New Delhi-110025

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

NOTICE

Of the Annual General Meeting

Notice is hereby given that the 35th Annual General Meeting of Continental Carbon India Limited will be held on Wednesday, 30th December 2020 at 01.00 PM. at the Registered Office of the Company Situated at Unit no. FF-05, First floor, Omaxe square, Jasola District Centre, New Delhi, India-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 2020 including audited Balance Sheet as at 31st March 2020 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.

SPECIAL BUSINESS

3. 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 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-imbusement 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 (FRN.: 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 31st March, 2021 be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary 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.”

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4. 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, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Cheng Chi Yeh, (DIN : 08543597) as Managing Director of the Company, for an overall period of One (1) year beginning from 29th February 2020 to 28th February 2021, 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 1,954,740/- 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.

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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.

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

A handwritten signature in black ink, appearing to read 'Kuldeep Tiwari', written over a horizontal line.

Kuldeep Tiwari
Company Secretary

Place: Ghaziabad

Date: 28th December 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.

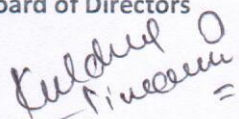
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.

3. Pursuant to section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from 29th December, 2020 to 30th December, 2020 (both days including).

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 Wednesday, 30th December, 2020 at 01.00 PM. 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


Kuldeep Tiwari
Company Secretary

Place: Ghaziabad

Date: 28th December 2020



ANNEXURE TO THE NOTICE

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

Item No. 3

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 14th August, 2020 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 2020-21 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. 3 of this Notice is accordingly commended for the approval of Members.

Item No. 4

The Board of Directors of the Company in their meeting held on 20th February, 2020 had approved the re-appointment of Mr. Cheng Chi Yeh, as the Managing Director of the Company for a period of six month with effect from 29th February 2020. Further the Board of Directors of the Company in their meeting held on 24th August 2020, has further extended the term of Mr. Cheng Chi Yeh, as Managing Director of the Company for a further period of six month with effect from 1st September 2020. Therefore, Mr. Cheng Chi Yeh has been re-appointed as Managing Directors of the Company for an overall period of One (1) year beginning from 29th February 2020 to 28th February 2021, on the principal terms and conditions as mentioned below:

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.

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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.

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 28th December 2020 recommend re-appointment of Mr. Cheng Chi Yeh on Board to members for their approval.

None of the Directors/ Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 4 of the Notice except Mr. Cheng Chi Yeh.

The Board recommends to the shareholders the said resolution to be passed as an ordinary resolution.

Information as required in Part II (B) (IV) of Schedule V to Companies Act, 2013 is as follows:-

	<u>GENERAL INFORMATION:</u>	
1	Nature of industry	Petrochemical Industry
2	Date or expected date of commencement of commercial production	The company has already commenced its production.



3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.	
4	Financial performance based on given indicators		
		31.03.2020	31.03.2019
	REVENUE (Rs.)	3,13,76,50,276	4,06,31,71,080
	PBT (Rs.)	(84,15,66,386)	7,02,68,395
	TAXES (Rs.)	-	1,07,764
	EQUITY SHARE CAPITAL (Rs.)	4,08,39,06,400	88,91,71,400
	RESERVE & SURPLUS (Rs.)	(1,61,89,11,024)	(77,73,44,638)
	NETWORTH (Rs.)	2,46,49,95,376	11,18,26,762
5	Foreign investments or collaborations, if any.	Company has not made any foreign investments.	
	<u>INFORMATION ABOUT THE APPOINTEE:</u>		
1	Background details	Mr. Cheng Chi Yeh is holding a master degree in IHRM and having over 12 years of experience in handling the HR department of reputed organisations.	
2	Past remuneration	INR 19, 54,740/- per annum consisting of basic salary, House Rent Allowance, Provident Fund and Gratuity.	
3	Recognition or awards	N.A	
4	Job profile and his suitability	Mr. Cheng Chi Yeh has been appointed as Managing Director of the Company w.e.f. 30 th August, 2019. During the said period, the Company has been performing excellently under his guidance. He also looks after the Human Resource of the Company.	
5	Remuneration proposed	INR 19, 54,740/- per annum consisting of basic salary, House Rent Allowance, Provident Fund and Gratuity.	
6	Comparative remuneration profile with respect to industry, size of the company	Information on comparative remuneration profiles with respect to industry, size of the Company is not available.	
7	Profile of the position and person	Managing Director of the Company.	
8	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	NO	



<u>OTHER INFORMATION:</u>		
1	Reasons of loss or inadequate profits	Due to slow down in the Automobile market and reduction of demand.
2	Steps taken or proposed to be taken for improvement	Improving the production plan and sales area. Finding new customers.
3	Expected increase in productivity and profits in measurable terms	Company is expecting a growth of 14% in productivity with a favourable profit margin.

Note: - The brief profile of Director(s), seeking their regularisation in this Annual General Meeting, as mentioned in item No. 2 and 4 are attached with this Notice.

For and on behalf of the Board of Directors

A handwritten signature in black ink that reads 'Kuldeep Tiwari' with a small flourish at the end.

Kuldeep Tiwari
Company Secretary

Place: Ghaziabad

Date: 28th December 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 35th Annual General Meeting of the Company on Wednesday, 30th December, 2020 at 01.00 PM. at the Registered Office of the Company at Unit No. FF-05, First Floor, Omaxe Square, Jasola District Centre, New Delhi, India-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.

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ROUTE MAP



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Brief Profile of Directors

(Pursuant to Secretarial Standard-02 on General Meeting issued by Institute of Company Secretaries of India)

Name of Director	MR. PO SUNG HUANG	Mr. CHENG CHI YEH
DIN	07140135	08543597
Date of Birth and Age	29/02/1960 (60 years)	08/03/1984 (36 years)
Terms & Conditions of Appointment or Re-appointment	Refer Item no. 2 of the notice	Refer Item no. 4 of the notice
Details of remuneration last drawn (FY 2019-20) and sought to be paid, if applicable.	Nil	INR 19, 54,740/- p.a. (consisting of basic salary, House Rent Allowance, Provident Fund and Gratuity).
Date of First Appointment	01/10/2014	30/08/2019
No of shares held in the Company	Nil	Nil
Relationship with other Directors, Manager or KMP	NA	NA
No of Board Meeting Attended during the year	Five (5)	Three (3)
List of Directorship held in other Companies as on 31 st March, 2020	1. Continental Carbon Eco Technology Pvt. Ltd.	Nil
Membership/Chairmanship of Committees of other Boards as on 31 st March, 2020	N.A.	N.A.

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