



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 Extra Ordinary General Meeting

Shorter Notice is hereby given that an Extraordinary General Meeting of the members of Continental Carbon India Limited will be held on Monday, 7th June, 2021 at A-14, Industrial Area No 1, (Off NH-24), South Side of GT Road, Ghaziabad UP-201009 at 11:00 A.M. to transact the following business:

SPECIAL BUSINESS:

ITEM NO: 1

1. APPOINTMENT OF STATUTORY AUDITORS TO FILL THE VACANCY.

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 sections 139, 141 & 142 of the Companies Act, 2013, and rules made thereunder, and other applicable provisions, if any of the Companies Act, 2013 and Articles of Association, consent of the members be and is hereby accorded to appoint M/s. MSKA & Associates, Chartered Accountants (FRN.: 105047W), as the Statutory Auditors of the Company for conducting the audit for financial year ended 31st March 2021 and to hold office till the conclusion of the ensuing Annual General Meeting of the Company, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable taxes and reimbursement of out-of-pocket expenses incurred, if any.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorised to sign and issue the appointment confirmation letter to the auditors of the Company and to do all other acts, deeds and things as may be incidental and necessary to carry out above purpose, on behalf of the Company.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby authorized severally to sign and file necessary forms with the concerned Registrar of Companies on behalf of the Company and to do all other acts and deeds as necessary in this regard."

ITEM NO: 2

2. APPOINTMENT OF MR. TSUNG MIN CHEN AS MANAGING DIRECTOR OF THE COMPANY.

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 Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), consent of the Shareholders of the Company be and is hereby accorded for the appointment of Mr. Tsung Min Chen (DIN: 08564301), as Managing Director of the Company for a period of Six (6) months with effect from **1st March 2021 to 31st August 2021**, on the terms



and condition of appointment including the payment of remuneration, perquisites & other benefits and including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors to alter and vary the terms & conditions of the said Appointment in such manner as may be agreed to between the Board of Directors and Mr. Tsung Min Chen.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to revise the remuneration of Mr. Tsung Min Chen from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT the Managing Director shall perform such duties and services from time to time be entrusted to him including the powers exercisable by the Board under the Articles of Association of the Company and shall undertake to use the best of his endeavor 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 the Board of Directors of the Company and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

By the order of the Board
For **Continental Carbon India Limited**

Place: Noida, UP
Date: 17th May 2021

Kuldeep Tiwari
Company Secretary



NOTES:

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. The proxy in order to be effective must be received by the Company at least 48 hours before the commencement of the meeting.**
2. An Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of notice.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to submit a duly certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members and/or proxies should bring the attendance slips duly filled in at the meeting to avoid any Inconvenience.
5. 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.



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

Item No. 1

The existing Statutory Auditors of the Company M/s. T R Chadha & Co. LLP, Chartered Accountants (FRN. 006711N/N500028), had resigned from the position of Statutory Auditors, resulting into a casual vacancy in the office of Statutory Auditors of the Company with effect from 9th April 2021.

Therefore, the Board of Directors of the Company had appointed M/s. MSKA & Associates, Chartered Accountants (FRN.: 105047W), as the Statutory Auditors of the Company for conducting the audit for financial year ended 31st March, 2021 and to hold office till the conclusion of the ensuing Annual General Meeting of the Company, subject to approval of members of the Company.

Accordingly, the approval of the members is required by way of Ordinary Resolution to appoint M/s. MSKA & Associates, Chartered Accountants (FRN.: 105047W), as Statutory Auditors of the Company to conduct the audit for the financial year ended 31st March, 2021 and to hold office till the conclusion of the ensuing Annual General Meeting of the Company.

Accordingly, your Directors recommend the passing of resolution as specified in Item No. 1 of the notice by way of Ordinary Resolution.

None of the Directors or any relative of any of the Directors of the Company is, in anyway, concerned or interested in the above resolution.

Item No. 2

The Board of Directors of the Company in their meeting held on 26th February 2021 had appointed Mr. Tsung Min Chen, as the Managing Director of the Company for a period of six month w.e.f. 1st March 2021 to 31st August 2021 upon the terms & conditions hereinafter indicated below, subject to approval of the Members.

The principal terms and conditions of appointment of Mr. Tsung Min Chen as the Managing Director is as follows:

I. Tenure:

Tenure will be initially six (6) months w.e.f. 1st March 2021 to 31st August 2021

II. Remuneration, Benefits and Perquisites:

a) Remuneration: Annual Remuneration will be INR 3,379,380 consisting of basic salary, Special Allowance, Conveyance, Provident Fund, Gratuity, etc.

b) Perquisites: Following perquisites shall be allowed in addition to the Remuneration as mentioned above in point I:

- **Accommodation:** The Company shall provide Rent Free accommodation on the Company lease basis.
- **Medical & other insurance:** As per Company's general policy to employees.

c) Others: He shall be entitled to reimbursement of actual expenses or charges incurred by him on behalf of the Company, in furtherance of its business and object.

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. 2 of the Notice except Mr. Tsung Min Chen.

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 (03/01/1985).	
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 (as per last audited Financial Statements of the Company)		
		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. Tsung Min Chen, having very vast experience in Carbon Black Industry. He is having very good knowledge and understanding of petrochemical industry, exclusively in Carbon Black products. His knowledge and experience had helped the Company in achieving new heights in past.	
2	Past remuneration	Annual Remuneration-INR 3,379,380 consisting of basic salary, Special Allowance, Conveyance, Provident Fund, Gratuity, etc.	
3	Recognition or awards	N.A	
4	Job profile and his suitability	Before being appointed as Managing Director of the Company, Mr. Chen was designated as President and Director. Under his guidance and due to his professional support, the Company is performing very well. The Board is confident that in future the Company will	



		achieve new heights under his guidance in future as well. Accordingly the Board of Directors of the Company in their meeting held on 26 th February 2021 had appointed him as Managing Director for a term of Six months beginning from 1 st March 2021.
5	Remuneration proposed	Annual Remuneration-INR 3,379,380 consisting of basic salary, Special Allowance, Conveyance, Provident Fund, Gratuity, etc.
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
	OTHER INFORMATION:	
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 favorable profit margin.

Note: - The brief profile of Director/Managing Director/KMP, seeking their appointment/regularization in this General Meeting, as mentioned in item No. 2 is attached with this Notice.

By the order of the Board
For **Continental Carbon India Limited**

Place: Noida, UP
Date: 17th May 2021

Kuldeep Tiwari
Company Secretary



Brief Profile of Directors

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

Name of Director/Managing Director/KMP	Mr. Tsung Min Chen
DIN	08564301
Date of Birth and Age	09/03/1965 (around 56 years)
Terms & Conditions of Appointment or Re-appointment	Refer Item no. 2 of the Notice
Details of remuneration last drawn (FY 2019-20) and sought to be paid, if applicable.	Annual Remuneration-INR 3,379,380 consisting of basic salary, Special Allowance, Conveyance, Provident Fund, Gratuity, etc.
Date of First Appointment	18/09/2019
No of shares held in the Company	Nil
Relationship with other Directors, Manager or KMP	NA
No of Board Meeting Attended during the year	Four (4)
List of Directorship held in other Companies as on 31st March, 2021	Nil
Membership/Chairmanship of Committees of other Boards as on 31st March, 2021	N.A.



FORM NO. MGT.11 – PROXY FORM

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

CIN: **U31908DL1985PLC112602**

Name of the company: **Continental Carbon India Limited**

Registered office: **Unit no. FF-05, First floor, Omaxe square, Jasola District Centre, New Delhi-110025**

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member(s) of shares of the above-named company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature:, or failing him
2. Name:
Address:
E-mail Id:
Signature:, or failing him
3. Name:
Address:
E-mail Id:
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary general meeting of the company, to be held on **Monday, 7th June, 2021 at A-14, Industrial Area No 1, (Off NH-24), South Side of GT Road, Ghaziabad UP-201009 at 11:00 A.M** and at any adjournment thereof in respect of ordinary resolution as are indicated below:

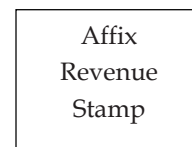
Item No.:

- 1. To appoint statutory auditors for Financial Year 2020-21.**
- 2. To appoint Mr. Tsung Min Chen as Managing Director of the Company.**

Signed this day of 20 ...

Signature of shareholder

Signature of Proxy holder(s)



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.



ATTENDANCE SLIP

CIN: **U31908DL1985PLC112602**

Name of the company: **Continental Carbon India Limited**

Registered office: **Unit no. FF-05, First floor, Omaxe square, Jasola District Centre, New Delhi-110025**

Registered Folio no.	
Name and Address of the Shareholder(s)	

1. I hereby record my presence at the Extra-ordinary General Meeting of the Company held on **Monday, 7th June, 2021 at A-14, Industrial Area No 1, (Off NH-24), South Side of GT Road, Ghaziabad UP-201009 at 11:00 A.M.**
2. Signature of the Shareholder / Proxy Present:
3. Shareholder / Proxy Holder wishing to attend the meeting must bring the duly signed Attendance Slip to the meeting.

Route Map of A-14, Industrial Area No 1, (Off NH-24), South Side of GT Road, Ghaziabad UP-201009

