O/K

CARBON SPECIALITIES LIMITED

ANNUAL REPORT 2017-2018

CORPORATE INFORMATION

REGISTERED OFFICE:
Dosi Bhawan, Paltan Bazar,
Guwahati, Assam – 781001

❖ BOARD OF DIRECTORS

Mr. Pankaj Kaya - Chairman
Mr. Ravindra Pratap Singh- Director
Mrs. Prabha Kaya – Managing Director
Mr. Shobhit Gupta - Independent Director
Mr. Anshul Kaya – CFO
Mr. Ketan Gupta – Company Secretary

❖ AUDIT COMMITTEE

Mrs. Prabha Kaya - Member
Mr. Ravindra Pratap Singh- Member
Mr. Shobhit Gupta - Chairperson

❖ NOMINATION & REMUNERATION COMMITTEE

Mrs. Prabha Kaya - Member
Mr. Ravindra Pratap Singh- Member
Mr. Shobhit Gupta - Chairperson

❖ AUDITORS

M/s Alok Basudeo & Company
Chartered Accountants
16/17-G, Civil Lines, Kanpur-208001

❖ REGISTRAR & SHARE TRANSFER AGENTS

ABS CONSULTANT PVT. LTD.
CIN: U74140WB1991PTC053081
REG. OFFICE: 4 B B D BAG (EAST), STEPHEN HOUSE,
R.NO.99, 6TH FLOOR,
KOLKATA, West Bengal
INDIA- 700001

❖ STOCK EXCHANGE

The Calcutta Stock Exchange Limited
The Guwahati Stock Exchange

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NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the members of **CARBON SPECIALITIES LIMITED** will be held at the Registered Office of the Company at Dosi Bhawan Paltan Bazar Guwahati 781001 on Sunday, 30th day of September, 2018, September at 11:00 A.M. to transact the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Director's Report alongwith the Audited Profit & Loss Account for the year ended 31st March, 2018 and the Balance Sheet as at that date and the Auditors' Report thereon.

2. 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 139 of the Companies Act, 2013, and the Rules made thereunder, **M/s. ALOK BASUDEO & COMPANY**, Chartered Accountants, Kanpur bearing ICAI Having FRN 007299C, auditor of the company, be and are hereby re-appointed as the Auditors of the Company, under ratification of the appointment by the member of company at this Annual General Meeting as per the provision of Companies Act 2013, on a remuneration as may be fixed by the Board of Directors of the Company.

   Resolved Further That the Board of Directors be and is hereby authorized in consultation with the Company's Auditors to appoint Auditor of the Company, to audit the accounts of the Company's on such terms and conditions including remuneration as the Board of Directors may deem fit."

3. To re-appoint a Director in place of Mr. Ravindra Pratap Singh, who retires by rotation and, being eligible, has offered himself for re-appointment.

SPECIAL BUSINESS:-

4. **Retirement of Director:**
   To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

   "RESOLVED THAT Mr. Anshul Kaya, who was appointed as an Additional Director of the Company by the Board of Directors, is liable to retire at this meeting and has not being re-appointed as Director of the Company under the provisions of the Companies Act, 2013."

By the order of Board
For CARBON SPECIALITIES LIMITED

(PANKAJ KAYA)
Director
DIN: 00295978

Dated this 30th May 2018 at Guwahati

NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL ONLY INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

2. THE INSTRUMENT APPOINTING A PROXY DULY COMPLETED AND SIGNED SHALL HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE TIME FIXED FOR THE MEETING.

3. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS ANNEXED.

4. THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS OF THE COMPANY WILL REMAIN CLOSED FROM SUNDAY, 23 SEPTEMBER, 2018 TO SUNDAY, 30 SEPTEMBER, 2018 (BOTH DAYS INCLUSIVE).

Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)

Brief profile of Directors retiring by rotation:

1. **Pursuant to item no. 3**

RAVINDRA PRATAP SINGH

RAVINDRA PRATAP SINGH is 69 years of age. He is having vast experience in Business. He is efficient in controlling and managing the business affairs. He is having good leadership qualities with great devotion towards goals. His working experience is more than 20 years with confidence and determination, his presence in the Board will definitely be benefited to the Company.

2. **Pursuant to item no. 4**

RETIREMENT OF ANSHUL KAYA AS DIRECTOR

Mr. Anshul Kaya was co-opted as Additional Director of the Company with effect from 27th March 2018 pursuant to the provision of the Companies Act, 2013. Mr. Anshul Kaya holds office upto the date of General Meeting and shall be liable to ceases from the directorship of the Company at the end of the AGM.

By the order of Board
For CARBON SPECIALITIES LIMITED

(PANKAJ KAYA)
Director
DIN: 00295978

Dated this 30th May 2018 at Guwahati

Directors' Report - 2017-2018

To,
The Members,
CARBON SPECIALITIES LIMITED
Guwahati

Your Directors have pleasure in presenting the Annual Report together with Audited Accounts of the Company for the year ended 31st March, 2018.

➢ **FINANCIAL PERFORMANCE**

Particulars	**Financial Year ended 31st March, 2018**	**Financial Year ended 31st March, 2017**
	(Amount in Rs.)	**(Amount in Rs.)**
Net Sales/Income from Business Operations	77,698,313	59,630,541
Other Income	0	337
Total Income	77,698,313	**59,630,878**
Less: Expenses	69,992,670	60,423,770
Profit / (Loss) before tax and Extraordinary / exceptional items	**7705643**	**(792,893)**
Less: Extraordinary / exceptional items	-	-
Profit/(Loss) before tax	**7705643**	**(792,893)**
Less: Current Income Tax	0	0
Less: Previous year adjustment of Income Tax/Current tax expenses realting to prior years	0	0
Less Deferred Tax	549,676	787,040
Net Profit/(Loss) after Tax	**8,255,319**	**(5,852)**
Earnings per share (Basic)	1.48	0.00
Earnings per Share(Diluted)	1.48	0.00

Prabha Kayan

➢ FINANCIAL RESULTS

During the Financial Year under reporting Company's Revenue from operation are 77,698,313/- and the company has a profit of 8,255,319/- Your directors wished to perform better during the coming financial year. The boards of directors are in big hope to work harder in future in order to receive good recognition in the market and good profits are to be realized during the running year.

➢ FUTURE OUTLOOK

The Indian economy is better than that of last year. Your directors wished to perform better during the coming financial year and generate profits in the coming financial year.

➢ ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in **Annexure I** and is attached to this Report.

➢ NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Board of Director had met 12 times during the financial year under review.

➢ DIRECTORS

During the financial year 2017-18,

- Shobhit Gupta is appointed as Independent Director on 22.07.2017 and regularized on 30.09.2017.
- Mr. Anshul Kaya appointed as additional director on 27.03.2018.
- Mr. Alok Kumar Diwan Resigned on 25.04.2017.

After the Financial year, Mrs. Prabha Kaya Appointed as MD on 02.05.2018 and on 01.06.2018, Mr. Anshul Kaya and Mr. Ketan Gupta, appointed as CFO and CS, respectively.

None of the Directors is disqualified as on 31st March, 2018 from being appointed as director in pursuance of Section 165 of the Companies Act, 2013.

➢ DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the Section 134 (5) of the Companies Act, 2013, the boards hereby submit its responsibility statement:

a. In the preparation of the Annual Accounts for the financial year ended 31/03/2018, the applicable accounting standards have been followed along with proper explanations relating to material departures;

Prabha Kaya

b. The Directors had selected the accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2018 and of the Profit & Loss of the company for the year ended 31st March, 2018;

c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and

d. The Directors had prepared the annual accounts for the year ended 31st March, 2018 on a going concern basis.

e. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

- **DECLARATION OF INDEPENDENT DIRECTORS**

The provisions of Section 149 pertaining to the appointment of Independent Directors apply to our Company. During the financial year the Company has one Independent Director.

- **COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES**

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee is applicable to the Company and hence the Company has devised policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

- **EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS.**

There was no qualifications, reservations or adverse remarks made by the Auditors in their report. The provisions relating to submission of Secretarial Audit Report is applicable to the Company.

- **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013.**

There was no Inter Corporate Loan and advances made by the Company under Section 186 of the Companies Act, 2013 during the year under review. As per the information the company has Inter Corporate Loan and advances carried forward from previous years.

Prabha Kaya

	PARTICULARS	As at 31 March 2018
1	**Long Term Loans and Advances (Unsecured, Considered Good)**	
	Loans & Advances to related parties	
	Hotels Control Pvt. Ltd.	7,520,000.00
		7,520,000.00

➢ PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review. As per the information the company has balances of related party transactions carried forward from previous years. Details attached in Annexure II.

➢ AFFAIRS OF THE COMPANY

A copy of the balance sheet and the profit and loss account of the company is being enclosed herewith for the appreciation by the members of the financial position and the state of the affairs of the company.

➢ RESULTS OF BUSINESS OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

During the year under review, the Company has achieved a total turnover including income from other operation (other income) of Rs. **77,698,313/-**. The Net Profit/(Loss) after tax during the year has been Rs. **8,255,319/-**.

➢ DISCLOSURE ABOUT COST AUDIT

The provision of maintenance of cost audit records and filing the same is not applicable to the Company.

➢ CHANGE IN THE NATURE OF BUSINESS

There was no change in nature of business during the year.

➢ AMOUNT TRANSFER TO ANY RESERVE

Amount of Rs 12,701,633 proposed to be carried on reserve during this financial year.

➢ DIVIDEND

No Dividend was declared for the current financial year due to loss incurred by the Company.

Prabha Kaya

➢ SHARES

a) **Equity shares with differential rights:** The Company has not issued any equity share with differential rights during the year under review.

b) **Buy Back of Securities:** The Company has not bought back any of its securities during the year under review.

c) **Sweat Equity:** The Company has not issued any Sweat Equity Shares during the year under review.

d) **Bonus Shares:** No Bonus Shares were issued during the year under review.

e) **Employees Stock Option Plan:** The Company has not provided any Stock Option Scheme to the employees.

➢ CHANGE IN REGISTERED OFFICE OF THE COMPANY

There is no change in registered office of the Company during the period under review.

➢ TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCTION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

➢ MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which this financial statement relate on the date of this report.

➢ CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars as required under section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 with regard to conservation of energy, technology absorption, foreign exchange earnings and outgoing are **Nil** during the year under review. There were no foreign exchange earnings or outgo during the year under review.

Prabha Kaya

(A) CONSERVATION OF ENERGY	
The steps taken or impact on conservation of energy	NA
The steps taken by the company for utilizing alternate sources of Energy	NA
The capital investment on energy conservation equipments	NA
(B) TECHNOLOGY ABSORPTION	
The efforts made towards technology absorption	NA
The benefits derived like product improvement, cost reduction, product development or import substitution	NA
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	NA
The expenditure incurred on research and development	NA

Details of Foreign currency transactions are as follows:
a. The company has not earned any income in Foreign Currency during the year.
b. The company has not incurred any expenditure in Foreign Currency.

- **STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY**

The Company does not have any Risk Management Policy as the element of risk threatening the Company's existence is very minimal.

- **DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

- **AUDITORS AND AUDITOR'S REPORT**

M/s Alok Basudeo & Company, Chartered Accountants, (FRN: 007299C), Kanpur, being as an auditor of the Company, be and are hereby re-appointed as the Auditors of the Company, under ratification of the appointment by the Member of Company at this Annual General Meeting as per the provision of Companies Act 2013, on a remuneration as may be fixed by the Board of Directors of the Company.

The Directors' recommend the same for the approval of the Members.

Prabha Kaya

- **DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM**

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is applicable to the Company. Hence the company has its Audit Committee.

- **FIXED DEPOSITS**

The Company has not accepted or invited any Fixed Deposits from the Public as envisaged under Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules 2014.

- **PARTICULARS OF EMPLOYEES:**

The Company has employees who were in receipt of remuneration aggregating to the sum prescribed under Section 134 of the Companies Act, 2013.

Following are the employees who are in receipt of remuneration:

1. K K Kaya
2. Nandani Tandon

Details Attached In Annexure A1

- **STATEMENT UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

As per the requirement of <u>The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013</u> ('Act') and rules made there under, your Company has adopted a Sexual Harassment Policy for women to ensure healthy working environment without fear of prejudice, gender bias and sexual harassment.

Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

- **CONSOLIDATED FINANCIAL STATEMENT**

The provisions of Section 129(3) of Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are not applicable to the Company.

- **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any Subsidiaries, Joint Ventures and Associate Companies.

Prabha Kaya

- **INTERNAL FINANCIAL CONTROLS**

The said disclosure has been taken care of by the management of the Company in relation to the financial statement of the Company.

- **INDUSTRIAL RELATIONS**

The Industrial Relations have remained cordial and harmonious during the year.

- **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

No significant or material orders were passed by the any Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

- **ACKNOWLEDGEMENTS**

Your directors place on record their sincere appreciation of the Company to the Bankers for their continued support, to the officers, staff and workers of the Company for their relentless and dedicated efforts and devotion put in by them in tough such time of the Company and look forward for a bright future.

By the order of Board
For CARBON SPECIALITIES LIMITED

(PRABHA KAYA)	(PANKAJ KAYA)
Director	Director
DIN: 00326278	DIN: 01279883

Dated this 30th May 2018 at Guwahati

ANNEXURE I:

Form No. MGT-9

EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31/03/2018

Of

CARBON SPECIALITIES LIMITED
[Pursuant to Section 92(3) *of the Companies Act, 2013*
And
Rule 12(1) of the Companies (Mgt. and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN:	L65929AS1985PLC002427
Registration Date [DDMMYY]	26/08/1985
Company Name	CARBON SPECIALITIES LIMITED
Category of the Company	Public Company
Address	DOSI BHAWAN, PALTAN BAZAR GUWAHATI Assam
Whether Listed Company	YES
Name , Address and contact details of Registrar and Transfer agent if any	Not Applicable

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	**Activities auxiliary to financial service activities n.e.c.**	**6619**	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES [No. of Companies for which information is being filled]]

S. N0	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% OF SHARE HELD	APPLICABLE SECTION
		N/A			

Prabha Kaya

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2017]				No. of Shares held at the end of the year[As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) **Indian**									
a) Individual/ HUF	0	4706780	4706780	84.70	0	4706780	4706780	84.70	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Sub Total shareholding of Promoter (A) (1)	**0**	4706780	4706780	84.70	**0**	4706780	4706780	84.70	**0**
(2) **Foreign**									
a) NRIs Individual	0	0	0	0	0	0	0	0	0
b) Others-Individual	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any others…	0	0	0	0	0	0	0	0	0
Sub Total shareholding of Promoter (A) (2)	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**0**	4706780	4706780	84.70	**0**	4706780	4706780	84.70	**0**

Prabha Kaya

B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify) HUF	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	0	768110	768110	13.82	0	768110	768110	13.82	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	82410	82410	1.48	0	82410	82410	1.48	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
Non Resident Indians	0	0	0	0	0	0	0	0	0

Prabha Kaya

Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	0	850520	850520	15.3	0	850520	850520	15.3	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	850520	850520	15.3	0	850520	850520	15.3	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	**0**	**5557300**	**5557300**	**100**	**0**	**5557300**	**5557300**	**100**	**0**

ii) Shareholding of Promoter-

Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Pankaj Kaya	2155040	38.78	NA	2155040	38.78	NIL	NIL
2	Kishore Kumar Kaya	2551740	45.92	NA	2551740	45.92	NIL	NIL

Prabha Kaya

iii) Change in Promoters' Shareholding (please specify, if there is no change): No Change in Shareholding Pattern

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	4706780	84.70	4706780	84.70
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change	No Change	No Change	No Change
	At the end of the year	4706780	84.70	4706780	84.70

iv) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	795310	15	795310	15
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Change		No Change	
	At the end of the year	795310	15	795310	15

Prabha Kaya

v) ***Shareholding of Directors and Key Managerial Personnel:***

SN	***Shareholding of each Directors and each Key Managerial Personnel***	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	SHOBHIT GUPTA	0	0	0	0
2	RAVINDRA PRATAP SINGH	0	0	0	0
3	PANKAJ KAYA	2155040	38.78	2155040	38.78
4	PRABHA KAYA	0	0	0	0

V) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1540951.70	0	0	1540951.70
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	1540951.70	0	0	1540951.70
Change in Indebtedness during the financial year				
* Addition	0	0	0	0
* Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	1540951.70	0	0	1540951.70
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	1540951.70	0	0	1540951.70

Prabha Kaya

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. *Remuneration to Managing Director, Whole-time Directors and/or Manager:*

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		-----	----	----	---	
1	Gross salary	**N/A**				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961					
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961					
2	Stock Option					
3	Sweat Equity					
4	Commission - as % of profit - others, specify…					
5	Others, please specify					
	Total (A)					
	Ceiling as per the Act					

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		-----	----	----	---	
1	Independent Directors	**N/A**				
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (1)					
2	Other Non-Executive Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (2)					

Prabha Kaya

	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	**N/A**	**N/A**	**N/A**	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	Others, specify…				
5	Others, please specify				
	Total				

Prabha Kaya

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment		NIL			
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

By the order of Board
For CARBON SPECIALITIES LIMITED

Prabha Kaya

(PRABHA KAYA)
Director
DIN: 00326278

(PANKAJ KAYA)
Director
DIN: 01279883

Dated this 30th May 2018 at Guwahati

ANNEXURE II:
Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. **Details of contracts or arrangements or transactions not at arm's length basis**: The Company has not entered into any contract or agreement or transaction with its related parties which is not at arm's length during the financial year 2017-18

2. Details of material contracts or arrangement or transactions at arm's length basis:

(a) Name(s) of the related party and nature of relationship: Details given in Annexure A2

(b) Nature of contracts/arrangements/transactions: Details given in Annexure A2

(c) Duration of the contracts / arrangements/transactions: Details given in Annexure A2

(d) Salient terms of the contracts or arrangements or transactions including the value, if any: Details given in Annexure A2

(f) Date(s) of approval by the Board, if any: Not applicable, since the transaction was entered into the ordinary course of business and on arm's length basis

(e) Amount paid as advances, if any: NIL

By the order of Board
For CARBON SPECIALITIES LIMITED

Prabha Kaya

(PRABHA KAYA)	(PANKAJ KAYA)
Director	Director
DIN: 00326278	DIN: 01279883

Dated this 30th May 2018 at Guwahati

Annexure A1

A) Details of the every employee of the Company as required pursuant to 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. –

NAME	DESIGNATION	DOJ	QUALIFICATION	% Of Equity Shares held in the Company	Relative of any Director/ Manager of the Company	DOL/ Transfer
Kishore Kumar Kaya	Employee	01.06.2015	Graduate	45.92%	Relative	N/A
Nandani Tandon	Employee	01.03.2018	Post Graduate	0	N/A	N/A

Note :

1. The detailed information regarding remuneration paid is covered in Note 20 forming part of the Financial Statements.

2. Kishore Kumar Kaya, is relative of director (Brother of Mr. Pankaj Kaya), pursuant to the provision of Section 188(1)(f), and other applicable provisions, if any of the Companies Act, 2013 and relevant Rules made there under (including any statutory modifications or re-enactment thereof, for the time being in force) and with the approval of the members in the meeting, the Company entered into contract or arrangement with related party i.e. Mr. Kishore Kumar Kaya (relative of Director) as defined under the Act with respect to his appointment as the employee of the company.

By the order of Board
For CARBON SPECIALITIES LIMITED

Prabha Kaya
(PRABHA KAYA)
Director
DIN: 00326278

(PANKAJ KAYA)
Director
DIN: 01279883

Dated this 30th May 2018 at Guwahati

Annexure A2

PARTICULARS	As on 31.03.2018
(A) Kishore Kumar Kaya (relative of director)	-
Salary	16,500,000.00
TOTAL	**16,500,000.00**
(B) Shree Govardhan Unnat Krishi Beej Anusandhan Kendra	
(Director is partner)	-
Loan given to party	-
Opening Balance (Dr.)	2,000,000.00
Amount paid during the year	-
Amount received back during the year	-
Closing Balance (Dr.) -	2,000,000.00
(C) Hotels Control Pvt. Ltd. (Director's Relative are director in the company)	
Loan given to party	
Opening Balance (Dr.)	7,520,000.00
Amount paid during the year	-
Amount received back during the year	
Closing Balance (Dr.) -	7,520,000.00

By the order of Board
For CARBON SPECIALITIES LIMITED

Prabha Kaya

(PRABHA KAYA)
Director
DIN: 00326278

(PANKAJ KAYA)
Director
DIN: 01279883

Dated this 30th May 2018 at Guwahati

MANAGEMENT DISCUSSION & ANALYSIS REPORT

OVERVIEW

Carbon Specialities Limited is a listed company with a record of consistent growth and profitability. This Management Discussion and Analysis Report have to be read in conjunction with the Company's financial statements, which follows this section. The Financial Statements have been prepared in compliance with the requirements of the Companies Act, 2013, and Generally Accepted Accounting Principles (GAAP) in India. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present the Company's state of affairs and profits for the year. The following discussion may include forward looking statements which may involve risks and uncertainties, including but not limited to the risks inherent to Company's growth strategy, change in regulatory norms, economic conditions and other incidental factors. Actual results could differ materially.

STRENGTH, WEAKNESS, OPPORTUNITY, THREATS

STRENGTHS

Able to generate higher yield on assets
Experienced management team
Strong relationships with public as well as private banks, institutions and investors

WEAKNESSES

The Company's business and its growth are directly linked to the growth of the country
Higher regulatory restrictions

OPPORTUNITES

New opportunities in wholesale and trading related works.

THREATS

High cost of funds

RISK MANGEMENT

Enterprise Risk Management (ERM) at Carbon Specialities Limited encompasses practice relating to identification, evaluation, monitoring and mitigation of various key risks towards the achievement of the key business objectives. It helps to minimize adverse impact of risks and also enable to leverage market opportunities. Risk management practices seek to sustain and enhance short & long term competitive advantage to the Company. It is integral to our business model, described as the "Practicable, Sustainable, Profitable and Derisked" (PSPD) model. Our core values and ethics provide the platform for our risk management practices.

RISK MANAGEMENT & GOVERNANCE

- Responsible for managing overall ERM, Internal Control, Compliance and Assurance activities.
- Co-ordinating with Internal Auditors & Functional Head for timely execution of Audit & Compliance of Audit observation.
- Work with Business Management Group (BMG) of respective locations for process efficiency & productivity improvements.
- Ensure effective implementation of Standard Operating Procedure & Policies.
- Conducting management Audit & Special Audit as assigned by the Management/Audit Committee.
- Conducting Self Assessment Survey for all Business Verticals.

INTERNAL CONTROL SYSTEM

Carbon Specialities Limited has an adequate internal control system in place to safeguard assets and protect against losses for many unauthorized use or disposition. The system authorizes records and reports transactions and ensures that recorded data are reliable to prepare financial information and to maintain accountability of assets. The Company's internal controls are supplemented by an extensive programme of internal audits, review by the management, and documented policies, guidelines and procedures.

REPORT ON CORPORATE GOVERNANCE

Corporate Governance is the application of best management practices, compliance of law and adherence to ethical standards to achieve the Company's objective of enhancing shareholders' value and discharge of social responsibility. The Corporate Governance structure in the company assigns responsibilities and entrust authority among different participants in the organisation viz. the Board of Directors, the Senior Management, Employees, etc. The Company has adopted Corporate Governance and disclosure practices even before these were mandated legislations.

The philosophy of Corporate Governance is a principle based approach as codified in Clause 49(I) of the Listing Agreement, encompassing the fundamentals of rights and roles of various stakeholders of the Company, disclosure, transparency and board responsibility.

Keeping in view the Company's corporate traditions, we are fully committed to follow the procedures and practices in conformity with the clause 49 of the listing agreement of the Stock Exchanges, as applicable.

Your Directors present the Company's report on Corporate Governance as under:-

Mandatory Requirements

COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE

The Company's essential character revolves around values based on transparency, integrity, professionalism and accountability. At the highest level, the company continuously endeavours to improve upon these aspects on an ongoing basis and adopts innovative approaches for leveraging resources, converting opportunities into achievements. Our philosophy on Corporate Governance envisages attainment of absolute transparency, accountability and equity in all facets of its operations and in all its interactions with shareholders, employees and Government departments.

COMPOSITION OF BOARD OF DIRECTORS

The Company has optimum combination of Executive, Non-executive Directors and Independent Directors in conformity with Clause 49 of the Listing Agreement.

The Board comprises of 4 (Four) Directors, as on March 31, 2018.

As per the declarations received by the Company from each of the Directors, none of them are disqualified under Section 164(2) Of the Companies Act, 2013.

The Independent Directors of the Company are in compliance with the provisions of Clause 49(II) (B) (2). Further, disclosures have been made by the Directors regarding their Chairmanships/ Memberships of the mandatory Committees of the Board and that the same are within the maximum permissible limit as stipulated under Clause 49(II)(D)(2) of the Listing Agreement.

The functions of the Board include formulation of strategic business plans, budgets, setting up of goals and evaluation of performance, approving corporate philosophy and mission, monitoring corporate performance against strategic business plans, overseeing operations, recruitment of senior management personnel, review of material investment and fixed assets transactions, ensuring compliance with laws and regulations, keeping shareholders informed regarding plans, strategies and performance of the Company and other important matters.

Title (Mr./ Ms.)	Name of Director	PAN / DIN	Category	Date of Appointment	Tenure(in yrs)	No. of Directorship in Listed entity	No. of membership in Audit/Stakeholder Relationship Committee	No. of Chairmanship in audit/ Stakeholder Relationship Committee
Mrs.	Prabha Kaya	00326278	Executive Director	01/04/2010	8	1	1	Nil
Mr.	Ravindra Pratap Singh	00326358	Non-Executive Director	29/08/2001	17	1	1	Nil
Mr.	Pankaj Kaya	01279883	Executive Director	01/04/2010	8	1	0	Nil
Mr.	Alok Kumar Diwan	03504296	Independent Director	31/07/2015 to 25/04/2017	1.75	1	1	Two
Mr.	Shobhit Gupta	06438521	Independent Director	22/07/2017	1	1	1	Two
Mr.	Anshul Kaya	07550910	Additional Director	27/03/2018 to 30/09/2018	-	-	-	-

BOARD MEETING

13 (Twelve) Meetings of the Board of Directors were held during the year 2017-18:

(i) 25th April 2017
(ii) 30th May 2017
(iii) 19th June 2017
(iv) 22nd July 2017
(v) 14th September 2017
(vi) 18th September 2017
(vii) 30th September 2017
(viii) 14th December 2017
(ix) 20th December 2017
(x) 14th February 2018
(xi) 1st March 2018
(xii) 27th March 2018

Agenda papers were circulated to the Directors in advance for each meeting. All relevant information as required under Clause 49 of the Stock Exchange Listing Agreement was placed before the Board from time to time.

COMMITTEES

As mandated by Clause 49 of the Listing Agreement, the Company has constituted an Audit Committee, a Nomination and Remuneration Committee. The functioning of each of these Committees is regulated by the specific terms of reference, roles and responsibilities and powers detailed in their respective Charters.

The Minutes of the meetings of all these Committees were placed before the Board for discussions/noting. None of the Directors is a member of more than ten committees or Chairman of more than five committees across all companies in which they are Directors.

AUDIT COMMITTEE

The Audit Committee comprises of 1 (One) Executive Directors, 1(One) Non-Executive Director and 1(one) Non-Executive Independent Director having expertise in the field of Financial Management. Mr. Shobhit Gupta was elected as Chairman of committee by the members.

5 (Five) meetings of the Audit Committee were held during the year:

i. 24/04/2017
ii. 26/06/2017
iii. 02/09/2017
iv. 22/11/2017
v. 20/03/2018

COMPOSITION

The Audit Committee consists of following members as under:

S.No.	Name	Category	Position
1.	Prabha Kaya	Director	Member
2.	Ravindra Pratap Singh	Director	Member
3.	Alok Kumar Diwan	Director (Ceased on 24/04/2017)	Chairman
4.	Shobhit Gupta	Director	Chairman

Terms of reference: The Audit Committee assists the Board in its responsibility of overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial process of the Company, the audits of the Company's financial statements, the appointment, independence, performance and remuneration of the statutory auditors, the performance of internal auditors and the Company's risk management policies. The terms of reference of Audit Committee cover the areas mentioned under Clause 49 of the Listing Agreement as well as Section 177 of the Companies Act, 2013.

The Audit Committee will also be responsible for holding discussions with Auditors periodically about:

- Internal control system and compliance thereof.
- Scope of audit including observations of the auditors.
- Review of the quarterly, half yearly and annual financial statements before submission to the Board.
- Any other matter as may be referred by the Board.

The Audit Committee is further responsible for: -

- Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.

- Reviewing with the management the annual financial statements with primary focus on accounting policies and practices, compliance with accounting standards and guidelines of stock exchange(s), major accounting entries, qualifications in draft audit reports, related party transactions & the going concern assumption.

- Holding discussions with external auditors to ascertain any area(s) of concern.

- Reviewing the Company's financial and risk management strategies.

- The statutory auditors of the Company are invited to attend the meetings whereas the Audit committee holds discussion with the statutory auditors on the quarterly account subjected to their Limited Review, yearly audit plan, matters relating to compliance with Accounting standards, their observations on matter arising out of annual audit and other related.

NOMINATION AND REMUNERATION COMMITTEE

Terms of reference:

The Board has framed Nomination and Remuneration policy, which is generally in line with the existing industry practice and applicable laws. The object of formulating Nomination and Remuneration Committee is as follows:

- To formulate the criteria for determining the qualifications, positive attributes and independence of Directors and recommend to the Board their policy related to appointment;

➢ To review and approve the Executive Directors' remuneration on behalf of the Board, subject to the approval of the Shareholders, as follows:

- Elements of the remuneration package that is salary, perquisites, retirement benefits, separation compensation and the structure of the remuneration package viz. the proportion of fixed and variable component;
- Changes in the remuneration package, terms of appointment, notice period, severance fees, recruitment, retention and termination policies and procedures;
- Key performance indicators, the actual performance vis-à-vis the key performance indicators and amount of the annual performance linked incentive;

➢ To recommend to the Board a policy, relating to the remuneration of the Executive Directors, Key Managerial personnel and other employees;

➢ To formulate the criteria for evaluation of Independent Directors and the Board.

Composition:

The Nomination and Remuneration Committee consists of following members as under:

S.No.	Name	Category	Position
1.	Prabha Kaya	Director	Member
2.	Ravindra Pratap Singh	Director	Member
3.	Alok Kumar Diwan	Director	Chairman(Ceased on 24/04/2017)
4.	Shobhit Gupta	Director	Chairman

REMUNERATION POLICY

Remuneration of employees consists of basic salary and perquisites. Remuneration to employees is based on their qualification, experience, responsibilities held and their performance.

The objective of the remuneration policy is to motivate employees to excel in their Performance, recognize their contribution, retain talent in the organization and reward Merits.

Remuneration Policy for Board Members, Key Managerial Personnel and other Employees:

A. Objective

Nomination and Remuneration Committee of the Board shall recommend this Policy to the Board, relating to the remuneration of the Directors, Key Managerial Personnel and other employees. The objective of this policy is to ensure that:

1. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors,

2. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
3. Remuneration to Directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

B. Remuneration to Executive Directors

The Remuneration to be paid to Executive Directors shall be governed as per provisions of the Companies Act, 2013 and Rules made there under. The same shall be determined by the Committee and recommended to Board for approval.

1. Remuneration structure of the Executive Directors shall include following components:
a. Fixed Pay
b. Perquisites and allowances
c. Commission

2. The Committee may recommend an increase in existing remuneration structure to the Board, within the limits as approved by shareholders.

3. Minimum Remuneration: If, in any financial year, the Company has no profits or its profits are Inadequate, the Company shall pay remuneration to its Executive Directors in accordance with the provisions of Schedule V of the Act.

C. Remuneration to Non-Executive/Independent Directors

The Remuneration to be paid to Non-Executive/Independent Directors shall be governed as per provisions of the Companies Act, 2013 and Rules made there under. The same shall be determined by the Committee and recommended to Board for approval.

1. Commission-based payment
Non-Executive/Independent Directors of the Company may be paid an amount not exceeding one Percent of the net profits of the Company in terms of provisions of the Companies Act, 2013 and Rules made thereunder as amended from time to time, and as approved by the shareholders.

2. Sitting fee
Non-Executive/Independent Directors of the Company shall be paid a sitting fee for attending the Board as well as the Committee meetings as per the Companies Act, 2013 and Rules made thereunder as amended from time to time.

3. Employee Stock Options (ESOP)
An Independent Director shall not be entitled to any stock option of the Company.

4. Pension
The Board of Directors of the Company are not covered by any pension scheme or any defined benefit pension scheme.

5. Reimbursement of expenses
The Company shall reimburse the Directors all traveling, hotel, and other incidental expenses properly and reasonably incurred by them in incurred by them in the performance of duties as per provisions of the Companies Act, 2013 in conjunction with the Company rules and policies.

D. Remuneration of Key Managerial Personnel (KMP) and Senior Management Personnel
Remuneration of KMP's (excluding the Managing Director and Executive Director, which is already covered above) and senior management personnel shall be reviewed /decided on an annual basis, or earlier if deemed necessary, by the Nomination and Remuneration Committee.

The Remuneration shall consist of the following components:
- Fixed remuneration
- Variable pay
- Incentives if any
- Employee Stock Options (ESOP)
- Reimbursement of expenses

Policy Review
This Policy is purely at the discretion of the Nomination and Remuneration Committee and it reserves its right to recommend modifications in this Policy to the Board, as per applicable laws and regulations, at any time without assigning any reason whatsoever.

GENERAL BODY MEETINGS

Details of location, time and date of the General Body Meetings held during the last three years is as follows:

Date of AGM	*Time*	*Venue*	*Special Resolution passed, if any*
30th September, 2017	11 AM	Dosi Bhawan, Paltan Bazar, Guwahati, Assam-781001	None
30th September, 2016	11 AM	Dosi Bhawan, Paltan Bazar, Guwahati, Assam-781001	None
30th September, 2015	11 AM	Dosi Bhawan, Paltan Bazar, Guwahati, Assam-781001	None

No resolution has been passed through postal ballot.

DISCLOSURES

Disclosures on materially significant related party transactions i.e., transactions of the company of material nature, with its promoter, the Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of company at large:

All transactions with related parties were in the ordinary course of business. During the year the company has not entered into any transaction of a material nature with any of the related parties which are in conflict with the interest of the company.

Compliance with Accounting Standards

In the preparation of financial statements there is no deviation from the prescribed Accounting Standards.

Compliance Certificate from the auditors

Certificate from the auditors of the company confirming compliance with the mandatory requirements under clause 49 of the listing agreement is annexed to this report. This certificate has also been forwarded to the Stock Exchanges where the shares of company are listed.

Adoption of non - mandatory requirements under clause 49 and as applicable under Companies Act, 2013

The company complies with the following non-mandatory requirements under clause 49 with reference to Companies Act, 2013 relating to Audit Committee.

(a) Nomination and Remuneration Committee
The Board has constituted a remuneration committee. The nomination and remuneration committee recommends/reviews remuneration of the Directors.

(b) Vigil Mechanism/Whistle blower policy
The company has put in place a mechanism of reporting illegal or unethical behavior. Employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor/notified persons.
The reports received from any employee will be reviewed by the committee. It is affirmed that no person has been denied access to the audit committee in this respect.
The Directors and senior management are to maintain confidentiality of such reporting and ensure that the whistle blowers are not subjected to any discriminatory practice.

(c) Risk Management
Your Company has a comprehensive risk management policy. Your Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls the risks through properly defined framework.

The Audit Committee, has been designated by the Board for reviewing the adequacy of the risk management framework of the Company, the key risks associated with the businesses of the Company and the measures are taken in place to minimize the same and thereafter the details are presented to and discussed at the Board meeting.

Code of Conduct for Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading as well as a Code of Corporate Disclosure Practices (Code), as prescribed by the SEBI Regulations in this regard. The Compliance Officer is responsible for monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, pre-clearance of trades, monitoring of trades and implementation of the Code for trading in Company's securities, under the overall supervision of the Board. All Directors and employees, who could be privy to the Unpublished Price Sensitive Information of the Company, are governed by this Code.

Code of Conduct for Board of Directors

The Board is responsible for ensuring that rules are in place to avoid conflicts of interest by members of the Board. The Company has adopted a code of conduct for members of the Board and senior management personnel as required under clause 49 of the listing agreement. All the members of the Board and senior management personnel have affirmed their compliance with the code.

MEANS OF COMMUNICATION

The Company ensures that its quarterly and annual financial results are sent to the concerned Stock Exchange immediately after the same have been considered and taken on record by the Board of Directors.

The company also ensures that its quarterly financial results are normally published in **THE FINANCIAL EXPRESS.**

GENERAL SHAREHOLDERS' INFORMATION

(i) Annual General Meeting to be held:
Day: Sunday
Date: 30th September, 2018
Time: 11:00 A.M.
Venue: Dosi Bhawan, Paltan Bazar, Guwahati, Assam- 781001

ii) Financial Year: 1st April, 2017 to 31st March, 2018

(iii) Dates of Book Closure: 23rd September, 2018 to 30th September, 2018 (both days inclusive)

STOCK EXCHANGES ON WHICH THE COMPANY'S SHARES ARE LISTED

The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata -700001

SHARE PRICE DATA

There has been no trading of shares at Calcutta Stock Exchange Limited during the last financial year. Hence no data is available.

SHARE TRANSFER SYSTEM

M/s. ABS Consultant Private Limited is acting as the Registrar and Transfer Agent of the Company. Share transfer requests are processed within 30 days of receipt by Registrar and Transfer Agent. In compliance with the listing guidelines, every six months, the share transfer system is audited by a practicing Company Secretary and certificates to that effect are issued by him.

DISTRIBUTION OF SHAREHOLDING

S. No.	Category of shareholder	Total number of shares	Percentage of total number shareholding
1	Promoter and Promoter Group	4706780	84.70
2	Bodies Corporate	768110	13.82
3	Individuals	82410	1.48
	TOTAL	**5557300**	**100**

ADDRESS FOR CORRESPONDENCE

Company Office: Dosi Bhawan, Paltan Bazar,
Guwahati, Assam- 781001
Email: carbonspecialities85@gmail.com
Phone No. : 9838823600
Website: carbon.net.in

Registrar & Transfer Agent: 4 B B D BAG (East),
Stephen House, R.NO.99, 6th Floor,
Kolkata, West Bengal

REGISTERED OFFICE
DOSI BHAWAN, PALTAN BAZAR,
GUWAHATI, ASSAM - 781001