

## **NOTICE**

Notice is hereby given that the 39<sup>th</sup> Annual General Meeting of the members of Carbon Specialities Limited will be held on Monday, 30<sup>th</sup> September, 2024 at 12.30 p.m. at the Registered Office of the Company at 7/181A, Duplex Bungalow, Unit No. 4, Swaroop Nagar, Kanpur – 208001 (U.P.) to transact the following businesses:

### **ORDINARY BUSINESS: -**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024, together with the Reports of the Board of Directors and the Auditors thereon; and
2. To appoint a Director in place of Mr. Vaibhav Kaya (DIN: 08842707), who retires by rotation and, being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS: -**

3. **To approve appointment of M/s Tandon & Mahendra to fill the casual vacancy created in office of the Statutory Auditor:**

To consider and, if thought fit, to pass with or without modification, as Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provision of Section 139(8) and other applicable provision of the Companies Act, 2013 read with rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), and subject to approval of the members in general meeting, consent of the Board of Directors of the Company be and is hereby accorded to appoint, M/s Tandon & Mahendra, Chartered Accountants, Firm registration No. 003747C, who have signified their consent and eligibility for the same, as the Statutory auditor of the Company in the casual vacancy caused by the resignation of M/s. Agarwal & Saxena, Chartered Accountants, Firm registration No. 002405C and who shall hold office from 05.08.2024 until the conclusion of the ensuing Annual General Meeting of the Company on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby severally authorised to file necessary E-form/ Returns with Registrar of Companies and to do such things actions and deeds as may be incidental or necessary to give effect to the aforesaid resolution”

4. **Appointment of M/s Tandon & Mahendra as Statutory Auditor for a period of five years:**

To consider and, if thought fit, to pass with or without modification, as Ordinary Resolution:

“**RESOLVED THAT** subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. Tandon & Mahendra, Chartered Accountants Firm registration No. 003747C be and

are hereby appointed as the Statutory Auditor of the Company, to hold the office from the conclusion of this 39<sup>th</sup> Annual General Meeting of the Company until the conclusion of 44<sup>th</sup> Annual General Meeting of the Company to be held for the Financial Year 2028-29, for a single tenure of 5 (five) years, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby severally authorised to file necessary E-form/ Returns with Registrar of Companies and to do such things actions and deeds as may be incidental or necessary to give effect to the aforesaid resolution”

#### **5. Appointment of Mr. Rohit Singh as Independent 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 section 149, 150, 152 read with schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Rohit Singh (DIN: 10643104), who was appointed as an Additional Independent Director of the Company w.e.f. 30<sup>th</sup> May, 2024, pursuant to Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from Member under section 160(1) of the Act proposing his candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 consecutive years i.e. w.e.f. 30<sup>th</sup> May, 2024 to 29<sup>th</sup> May, 2029.”

**“RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as many be necessary and/or incidental to give effect to this resolution including filing of the necessary forms with the Registrar of Companies.”

**By the order of the Board of Directors  
CARBON SPECIALITIES LIMITED**

Sd/-

**Prabha Kaya**

Managing Director

[DIN: 00326278]

Add: 16/81, Civil Lines

Kanpur 208001 UP

Date: 04.09.2024

Place: Kanpur

**NOTES: -**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM') IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10 percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

2. The relative Explanatory statement pursuant to section 102 of the Companies Act, 2013 (the 'Act') setting out the material facts concerning the business under item no. 3 & 4 and item no. 5 of the Notice, is annexed hereto.
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing them to attend and vote on their behalf at the AGM.
4. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from September 24, 2024 to September 30, 2024 (both days inclusive).
6. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to RTA in case the shares are held in physical form.
8. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

9. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.

**10. VOTING THROUGH ELECTRONIC MEANS:**

In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, applicable Secretarial Standards, Regulation 44 of the SEBI Listing Regulations and MCA & SEBI Circulars, the Company is providing to its members the facility to exercise votes by electronic means (remote e-voting) in respect of any or all of the resolutions contained in this notice and the business may be transacted through remote e-voting services. Necessary arrangements have been made by the Company with NSDL for providing facility of voting through remote e-Voting. Remote E-voting is optional and members shall have the option to vote either through remote e-voting or in person at the Annual General Meeting. Members are requested to carefully read the instructions for remote e-voting before casting their vote.

**INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING:**

- I. The voting period begins on September 27, 2024 at 09:00 A.M. and ends on September 29, 2024 at 05:00 P.M. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date September 23, 2024 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

**The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:**

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li data-bbox="699 243 1500 1003">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="699 1031 1500 1654">2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="699 1682 1500 1808">3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system

	of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rsacacs@gmail.com](mailto:rsacacs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [carbonspecialities85@gmail.com](mailto:carbonspecialities85@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [carbonspecialities85@gmail.com](mailto:carbonspecialities85@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**OTHER INSTRUCTIONS:**

1. The facility of voting through ballot paper shall also be made available at the Meeting. Members attending the Meeting, who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper.
2. Members who have cast their vote by remote e-voting prior to the Meeting, may also attend the Meeting, but shall not be entitled to cast their vote again. Once a vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
3. The voting rights of the shareholders (for voting through remote e-voting or by ballot paper at the Meeting) shall be in proportion to their shares of the paid-up equity share capital of the Company as on September 23, 2024 (i.e. the “Cut-Off Date”).
4. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only.
5. Any person holding shares in physical form and non-individual Shareholders, who acquire shares of the Company and becomes a member of the Company after September 04, 2024 i.e. BENPOS date considered for dispatch of the notice and holding shares, as on the cutoff date i.e. September 04, 2024, may obtain the login ID and password by sending a request to the NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) or to the Company’s RTA at [absconsultant99@gmail.com](mailto:absconsultant99@gmail.com). However, the members already registered with CDSL for remote e-voting can use their existing user ID and password for casting their vote. Members who have forgotten the User ID and Password can reset the password by using “Forgot User ID” and “Forgot Password” option available on [www.evotingindia.com](http://www.evotingindia.com) or may call on Toll Free No. 1800 21 09911.

6. In case of Individual Shareholders holding shares in demat mode who acquire shares of the Company after August 30, 2024, i.e. BENPOS date and are holding shares as on the Cut-off Date i.e. August 30, 2024 may follow the steps mentioned in the Notice of the AGM under “Step 1: Log-in to NSDL e-Voting system”.
7. Mr. Rabindra Kumar Satapathy, Proprietor of M/s. Rabi Satapathy and Associates Company Secretaries (CP No. 4270) (Membership No. FCS 8282), has been appointed as the Scrutinizer to scrutinize the remote e-voting process including the ballot/poll process at AGM, in a fair and transparent manner; and the Scrutinizer has given his consent for appointment.
8. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of “Ballot Paper/ Polling Paper” for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
9. The Scrutinizer shall after the conclusion of voting at the AGM, will scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer’s Report and submit the same to the Chairman or any other person authorized by him, within 48 hours of conclusion of the meeting. The result declared along with the consolidated Scrutinizer’s Report will be placed on the website of the Company at <http://carbon.in.net> and on the website of NSDL at [www.evotingindia.com](http://www.evotingindia.com). The result will simultaneously be communicated to the CSE.

### **Explanatory Statement**

**As required under Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to business mentioned under**

#### **Item Nos. 3 & 4:**

M/s. Agarwal & Saxena, Chartered Accountants, Firm registration No. 002405C, Statutory Auditor of the company had tendered their resignation they would not be able to continue as the Statutory Auditor of the Company. The Company in its Board Meeting held on 05.08.2024 has appointed M/s. Tandon & Mahendra, Chartered Accountants, Firm Registration No. 003747C, from this date i.e. 05.08.2024 until the conclusion of the ensuing Annual General Meeting of the Company. In pursuance to the provisions of Section 139(8) of the Companies Act, 2013, the Company needs to get the approval of the Members for the appointment of M/s. Tandon & Mahendra, Chartered Accountants Firm registration No. 003747C, in the General Meeting, within 3 (three) months from the date of appointment of the Statutory Auditor by the Board of Directors. Hence, the company has proposed the resolution for the approval of the Members in the item number 3 of the notice. Further, the company has proposed the resolution for the appointment of Statutory Auditor in the item number 4 of the notice, for the period of 5 (five) years. The Board of Directors has proposed the two resolutions for your approval.

None of the Directors and Key Managerial Personnel is interested in this resolution.

**Item No. 5:**

The constitution of the Board is not proper as required under the Act, rules made thereunder. Therefore, based on the recommendation of Nomination and Remuneration committee, the Board of Directors appointed Mr. Rohit Singh (DIN: 10643104) as Additional Director (Independent), not liable to retire by rotation subject to approval of members.

Pursuant to the provisions of Section 161(1) of the Act, Mr. Rohit Singh (DIN: 10643104) shall hold office up to the date of this Annual General Meeting (“AGM”) and is eligible to be appointed as Independent Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing their candidature for the office of Director. The Board of Directors considers him for the interest of the company due to his experience, to appoint Mr. Rohit Singh (DIN: 10643104) as an Independent Director of the Company to hold office for a period of 5 consecutive years i.e. w.e.f. 30<sup>th</sup> May, 2024 to 29<sup>th</sup> May, 2029.

The Company has received the consent of the Director to be appointed as such and intimation that he is not disqualified to be Director under the Act.

None of the Directors / Key Managerial Personnel of the Company and their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the Notice. The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

**ATTENDANCE SLIP**

PLEASE COMPLETE THIS ATTENDANCE SLIP IN ALL RESPECTS AND HAND IT  
OVER AT THE ENTERANCE OF THE MEETING HALL

REGD. FOLIO NO. /CLIENT ID : -----  
DP ID NO. : -----  
CLIENT ID : -----  
NO. OF SHARES : -----  
NAME : -----  
ADDRESS : -----

I hereby certify that I am a registered shareholder/proxy for the registered shareholder of the company. I hereby record my presence at the Annual General Meeting of the Company to be held on Monday, 30<sup>th</sup> September, 2024 at 12.30 PM. at the Registered Office of the Company at 7/181A, Duplex Bungalow, Unit No. 4, Swaroop Nagar, Kanpur – 208001 (UP).

<b>NAME OF THE SHAREHOLDER/PROXY</b>	<b>SIGNATURE OF SHAREHOLDER/PROXY</b>
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**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 : L65929UP1985PLC111401  
Name of the company: CARBON SPECIALITIES LIMITED  
Registered office : 7/181A, Duplex Bunglow, Unit No. 4, Swaroop Nagar Kanpur 208001 (U.P.)  
Name of the member (s):  
Registered address:  
E-mail Id:  
Folio No/ Client 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:....., or failing him

as my/our proxy to attend and vote (on a poll) for me and on my behalf at the Annual general meeting of the company, to be held on Monday, 30<sup>th</sup> September 2024 at 12:30 P.M at 7/181A, Duplex Bunglow, Unit No. 4, Swaroop Nagar, Kanpur – 208001 and at any adjournment thereof in respect of such resolutions as mention in notice of meeting:

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signature of shareholder \_\_\_\_\_

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

Affix Revenue Stamp
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Note:

THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.