

NOTICE

Notice is hereby given that the Annual General Meeting of the members of Carbo-Ceramics Limited will be held at M. P. Birla Planetarium, 96, Jawaharlal Nehru Road, Kolkata -700 071 on Monday, the 29th September, 2014 at 11.00 A.M. to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited statement of Profit and Loss for the year ended 31st March, 2014, the Balance Sheet as at that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint Auditors of the Company and fix their remuneration and in this regard 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, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Lakhotia & Co., Chartered Accountants (Firm Registration No. 313149E) retiring Auditors of the Company, be and are hereby appointed as Auditors of the Company for a period of three (3) years, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company for financial year ended 31st March, 2017, on such remuneration as shall be fixed by the Board of Directors in consultation with the Auditors.

SPECIAL BUSINESS

3. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Sita Ram Mundra (DIN- 00052472) whose period of office is liable to determination by retirement of directors by rotation, be and is hereby appointed as an Independent Director of the Company, for a period of five (5) years from the conclusion of Annual General Meeting to be held for FY 2013-14 till the Annual General Meeting to be held for FY 2018-19 not liable to retire by rotation.

4. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Manak Chand Darak (DIN- 00029073), whose period of office is liable to determination by retirement of directors by rotation, be and is hereby appointed as an Independent Director of the Company, for a period of five (5) years from the conclusion of Annual General Meeting to be held for FY 2013-14 till the Annual General Meeting to be held for FY 2018-19, not liable to retire by rotation.

5. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. P. K. Joshi (DIN- 00556512), whose period of office is liable to determination by retirement of directors by rotation, be and is hereby appointed as an Independent Director of the Company, for a period of five (5) years from the conclusion of Annual General Meeting to be held for FY 2013-14 till the Annual General Meeting to be held for FY 2018-19 not liable to retire by rotation.

6. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. S. Marda (DIN- 00065359), who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, for a period of five (5) years from the conclusion of Annual General Meeting to be held for FY 2013-14 till the Annual General Meeting to be held for FY 2018-19, not liable to retire by rotation.

By Order of the Board
For Carbo-Ceramics Limited

Kolkata
August 5, 2014

M. C. Darak
Director

NOTES :

- a. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and the additional information pursuant to clause 49 of the Listing Agreement in respect of Directors proposed for re-appointment/ appointments at the Meeting are annexed hereto.
- b. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting.
- c. Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
- d. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 15th September, 2014 to Monday, 29th September, 2014 (both days inclusive).
- e. Members/Proxies should fill in the Attendance Slip for attending the meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.

Members are requested to affix their signature at the space provided in the attendance slip with complete details including the Folio No. annexed to the proxy form and hand over the slip at the entrance of the place of meeting.

- f. Members are requested to notify change in their address, if any, immediately to the Company's Registrar, Link Intime India Pvt. Ltd., 59C, Chowringhee Road, 3rd Floor, Kolkata 700 020.
- g. All the documents referred in the accompanying notice will be available for inspection at the Registered Office of the Company between 10:00 a.m. and 2:00 p.m. on all working days till the date of ensuing Annual General Meeting.
- h. In terms of Rule 18 of the Companies (Management and Administration) Rules, 2014, a company may give notice through electronic mode addressing to the person entitled to receive such e-mail as per the records of the company or as provided by the depository, provided that the company shall provide an advance opportunity at least once in a financial year, to the members to register his e-mail address and changes therein and such request may be made by only those members who have not got their email id recorded or to update a fresh email id and not from the members whose e-mail ids are already registered.

In view of the above, the Company hereby request members who have not updated their email IDs to update the same with their respective Depository Participant(s) or Link Intime Private Limited, Registrar and Transfer Agent (R&T) of the Company. Further, members holding shares in electronic mode also requested to ensure to keep their email addresses updated with the Depository Participants / R&T of the Company. Members holding shares in physical mode are also requested to update their email addresses by writing to the R&T of the Company quoting their folio number(s).

- i. In terms of Sections 107 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is providing the facility to its Members holding shares in physical or dematerialized form as on the cut-off date, being 22nd August, 2014 to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. Details of the process and manner of e-voting is being sent to all the Members along with the Notice.
- j. Ballot form for voting is also being sent alongwith this notice to the members to enable those who do not have access to e-voting facility to cast their vote on the resolutions, to be approved at the forthcoming AGM, by sending their assent or dissent in writing.
- k. Mrs. Swati Bajaj, Partner, M/s P.S. & Associates, Practising Company Secretaries, Kolkata has been appointed to act as the scrutinizer to scrutinize the voting process.
- l. The Results declared along with Scrutinizer's Report(s) will be available on Service Provider's website (<https://www.evotingindia.com>) within two (2) days of passing of the resolutions and communication of the same to The Calcutta Stock Exchange Limited.

By Order of the Board
For Carbo-Ceramics Limited

M. C. Darak
Director

Kolkata
August 5, 2014

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**ITEM NO. 3**

Mr. S. R. Mundra, is a Non-Executive Independent Director of the Company and was last appointed as Director liable to retire by rotation, under Companies Act, 1956 by the members at the Annual General Meeting held on 22nd September, 2013. In terms of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Companies Act, 2013 ("Act"), the Board of Directors ("Board") have reviewed the declaration made by Mr. S. R. Mundra that he meets the criteria of independence as provided in Section 149(6) of the Act and the Board is of opinion that he fulfills the conditions specified in the Act and the rules made there-under and is independent of the management and be appointed as an independent director of the Company for a period of 5 years from the conclusion of Annual General Meeting to be held for FY 2013-14 till the Annual General Meeting to be held for FY 2018-19 not liable to retire by rotation.

Mr. S. R. Mundra has been a director of the Company from 25th March, 1988. In terms of section 149(10) of the Act, an Independent Director shall hold office for a term up to 5 consecutive years on the Board of a company but shall be eligible for reappointment on passing of a special resolution by the company for a further period of upto five years. Any tenure of an Independent Director on the date of commencement of the Act shall not be counted as a term.

In view of the above provisions, the proposal for appointment of Mr. S. R. Mundra as Independent Director, not liable to retire by rotation, for a period of five years from the conclusion of Annual General Meeting to be held for FY 2013-14 till the Annual General Meeting to be held for FY 2018-19 has been put up for the approval of members. His vast and varied experience in the field of accounts, finance, taxation and law justifies his appointment as an Independent Director of the Company. The resolution is accordingly recommended for approval of the members.

Except Mr. S. R. Mundra, none of the Directors nor Key Managerial Personnel or their relatives are concerned or interested, whether financially or otherwise in the above resolution.

ITEM NO. 4

Mr. M. C. Darak, is a Non-Executive Independent Director of the Company and was last appointed as Director liable to retire by rotation, under Companies Act, 1956 by the members at the Annual General Meeting held on 28th September, 2012. In terms of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Companies Act, 2013 ("Act"), the Board of Directors ("Board") have reviewed the declaration made by Mr. M. C. Darak that he meets the criteria of independence as provided in Section 149(6) of the Act and the Board is of opinion that he fulfills the conditions specified in the Act and the rules made there-under and is independent of the management and be appointed as an independent director of the Company for a period of 5 years from the conclusion of Annual

General Meeting to be held for FY 2013-14 till the Annual General Meeting to be held for FY 2018-19 not liable to retire by rotation.

Mr. M. C. Darak has been a director of the Company from 30th July, 1999. In terms of section 149(10) of the Act, an Independent Director shall hold office for a term up to 5 consecutive years on the Board of a company but shall be eligible for reappointment on passing of a special resolution by the company for a further period of upto five years. Any tenure of an Independent Director on the date of commencement of the Act shall not be counted as a term.

In view of the above provisions, the proposal for appointment of Mr. M. C. Darak as Independent Director, not liable to retire by rotation, for a period of five years from the conclusion of Annual General Meeting to be held for FY 2013-14 till the Annual General Meeting to be held for FY 2018-19 has been put up for the approval of members. His vast and varied experience in the field of accounts, finance and taxation justifies his appointment as an Independent Director of the Company. The resolution is accordingly recommended for approval of the members.

Except Mr. M. C. Darak, none of the Directors nor Key Managerial Personnel or their relatives are concerned or interested, whether financially or otherwise in the above resolution.

ITEM NO. 5

Mr. P. K. Joshi, is a Non-Executive Independent Director of the Company and was last appointed as Director liable to retire by rotation, under Companies Act, 1956 by the members at the Annual General Meeting held on 28th September, 2011. In terms of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Companies Act, 2013 ("Act"), the Board of Directors ("Board") have reviewed the declaration made by Mr. P. K. Joshi that he meets the criteria of independence as provided in Section 149(6) of the Act and the Board is of opinion that he fulfills the conditions specified in the Act and the rules made there-under and is independent of the management and be appointed as an independent director of the Company for a period of 5 years from the conclusion of Annual General Meeting to be held for FY 2013-14 till the Annual General Meeting to be held for FY 2018-19 not liable to retire by rotation.

Mr. P. K. Joshi has been a director of the Company from 7th June, 2001. In terms of section 149(10) of the Act, an Independent Director shall hold office for a term up to 5 consecutive years on the Board of a company but shall be eligible for reappointment on passing of a special resolution by the company for a further period of upto five years. Any tenure of an Independent Director on the date of commencement of the Act shall not be counted as a term.

In view of the above provisions, the proposal for appointment of Mr. P. K. Joshi as Independent Director, not liable to retire by rotation, for a period of five years from the conclusion of Annual General Meeting to be held for FY 2013-14 till the Annual General Meeting to be held for FY 2018-19 has been put up for the approval of members. His vast and varied experience in the field of accounts, finance and taxation justifies his appointment as an Independent

Director of the Company. The resolution is accordingly recommended for approval of the members.

Except Mr. P. K. Joshi, none of the Directors nor Key Managerial Personnel or their relatives are concerned or interested, whether financially or otherwise in the above resolution.

ITEM NO. 6

Mr. S. Marda, is a Non-Executive Independent Director of the Company and was last appointed as Director liable to retire by rotation, under Companies Act, 1956 by the members at the Annual General Meeting held on 27th September, 2010 is liable to retire at this Annual General Meeting. In terms of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Companies Act, 2013 ("Act"), the Board of Directors ("Board") have reviewed the declaration made by Mr. S. Marda that he meets the criteria of independence as provided in Section 149(6) of the Act and the Board is of opinion that he fulfills the conditions specified in the Act and the rules made there-under and is independent of the management and be appointed as an independent director of the Company for a period of 5 years from the conclusion of Annual General Meeting to be held for FY 2013-14 till the Annual General Meeting to be held for FY 2018-19 not liable to retire by rotation.

Mr. S. Marda has been a director of the Company from 5th September, 2006. In terms of section 149(10) of the Act, an Independent Director shall hold office for a term up to 5 consecutive years on the Board of a company but shall be eligible for reappointment on passing of a special resolution by the company for a further period of upto five years. Any tenure of an Independent Director on the date of commencement of the Act shall not be counted as a term.

In view of the above provisions, the proposal for appointment of Mr. S. Marda as Independent Director, not liable to retire by rotation, for a period of five years from the conclusion of Annual General Meeting to be held for FY 2013-14 till the Annual General Meeting to be held for FY 2018-19 has been put up for the approval of members. His vast and varied experience in secretarial and legal matters justifies his appointment as an Independent Director of the Company. The resolution is accordingly recommended for approval of the members.

Except Mr. S. Marda, none of the Directors nor Key Managerial Personnel or their relatives are concerned or interested, whether financially or otherwise in the above resolution.

Profile of Directors being appointed in the order of the items mentioned in the notice

Mr. Sita Ram Mundra, aged 76 years, is a Non-Executive Independent Director of the Company. He is an Associate Member of ICSI and a Law Graduate and has more than 50 years of experience in the field of accounts, finance, taxation and law. He does not hold any shares in the Company.

Other Directorships

Sl. No.	Name of the Company	Position
1	Bangur Land Development Corporation Ltd	Director
2	Emerald Company Limited	Director
3	Guardian Leasing Limited	Director
4	Rosemery Commercial Private Limited	Director
5	Uttam Fiscal Services Limited	Director

Committee Memberships

Sl. No.	Name of the Company	Committee	Position
1	Emerald Company Limited	1. Nomination Committee	Chairman
		2. Asset Liability Management Committee	Member

Mr. Manak Chand Darak, aged 59 years, is a Non-Executive Independent Director of the Company. He is a Bachelor of Commerce and has more than 40 years of experience in the field of accounts, finance and taxation matters. He does not hold any shares in the Company.

Other Directorships

Sl. No.	Name of the Company	Position
1	Innovative Properties Private Limited	Director
2	Bangur Land Development Corporation Ltd.	Director
3	Emerald Highrise Private Limited	Director
4	Emerald Company Limited	Director
5	Extreme Learning Private Limited	Director
6	Guardian Leasing Limited	Director
7	SCL Investments Private Limited	Director
8	Likhmi Leasing Limited	Director
9	Tandem Fiscal Services Limited	Director
10	D. C. Mercantile Private Limited	Director

Committee Memberships

Sl. No.	Name of the Company	Committee		Position
1	Emerald Company Limited	1	Asset Liability Management Committee	Chairman
		2	Audit Committee	Member
		3	Nomination Committee	Member
2	Likhmi Leasing Limited	1	Nomination Committee	Chairman
		2	Asset Liability Management Committee	Member
		3	Audit Committee	Member
		4	Shareholders'/Investors' Grievance Committee	Member

Mr. Pawan Kumar Joshi, aged 54 years, is a Non-Executive Independent Director of the Company. He is a Bachelor of Commerce and has more than 25 years of experience in the field of accounts, finance and taxation matters. He does not hold any shares in the Company.

Other Directorships

Sl. No.	Name of the Company	Position
1	Salasar Towers Private Limited	Director
2.	Rosemery Commercial Private Limited	Director

Committee Memberships – Nil

Mr. Sanjeev Marda, aged 41 years, is a Non-Executive Independent Director of the Company. He is an Associate Member of ICSI, a Cost Accountant and also a Law Graduate and has more than 12 years of experience in managing legal and secretarial matters. He does not hold any shares in the Company.

Other Directorships

Sl. No.	Name of the Company	Position
1.	Matrix Commercial Private Limited	Director
2	Salasar Towers Private Limited	Director
3	Uttam Fiscal Services Limited	Director
4	Tandem Fiscal Services Limited	Director

Committee Memberships – Nil

By Order of the Board
For Carbo-Ceramics Limited

M. C. Darak
Director

Kolkata
August 5, 2014

Instructions for electronic voting**In case of members receiving e-mail :**

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the Company name “Carbo Ceramics Limited” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below :

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	<ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Carbo Ceramics Limited.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy :

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on September 23, 2014 (10.00 a.m.) and ends on September 25, 2014 (6.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on August 22, 2014 (the cut-off date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.