

CARBO-CERAMICS LIMITED

Regd. Off: 31, Chowringhee Road, Kolkata 700 016

CIN: L26999WB1902PLC001537

Notice is hereby given that the 117th Annual General Meeting of the members of Carbo-Ceramics Limited will be held at Calcutta Chamber of Commerce 18-H, Park Street, Stephen Court, Kolkata 700071 on Wednesday, the 25th day of September, 2019 at 11.30 A.M. to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Samarpita De (DIN 08128103) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

3. To consider and if thought fit, to pass the following resolution with or without modification, as a Special Resolution.

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. M.C. Darak (DIN: 00029073), who was appointed as an Independent Director of the Company for a term of five (5) consecutive years from the conclusion of 112th AGM of the Company till the 117th AGM of the Company being eligible, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five (5) consecutive years i.e. from the conclusion of 117th AGM of the Company till the conclusion of 122nd AGM of the Company.

4. To consider and if thought fit, to pass the following resolution with or without modification, as a Special Resolution.

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. S. Marda (DIN: 00065359), who was appointed as an Independent Director for a term of five (5) consecutive years from the conclusion of 112th AGM of the Company till the 117th AGM of the Company, being eligible, be and is hereby re-appointed as a Non - Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five (5) consecutive years i.e. from the conclusion of 117th AGM of the Company till the conclusion of 122nd AGM of the Company.

5. To consider and if thought fit, to pass the following resolution with or without modification, as a Special Resolution.

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. P. K. Joshi (DIN: 00556512), who was appointed as an Independent Director for a term of five (5)

consecutive years from the conclusion of 112th AGM of the Company till the 117th AGM of the Company, being eligible, be and is hereby re-appointed as a Non - Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five (5) consecutive years i.e. from the conclusion of 117th AGM of the Company till the conclusion of 122nd AGM of the Company.

By Order of the Board
For **Carbo-Ceramics Limited**

Kolkata
May 28, 2019

K. Biyani
Company Secretary

NOTES:

- a. The relevant Statement pursuant to Section 102 of the Companies Act, 2013 is attached. Additional Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Director being appointed is 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 Saturday, the 14th day of September, 2019 to Wednesday, the 25th day of September, 2019 (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. **Voting through electronic means.**
- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Secretarial Standard on General Meetings (SS2) issued by The Institute of Company Secretaries of India, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the forthcoming Annual General Meeting (AGM) on 25th September, 2019 by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL). The Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the Annual General Meeting.

- II The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on 22nd September, 2019 from 9.00 a.m. (IST) and ends on 24th September, 2019 at 5.00 p.m. (IST). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders tab to cast your votes.
- (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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated 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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach 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” on which you choose to vote.
- (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.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Non – Individual Shareholders and Custodians
 Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (V) 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 (18th September, 2019) only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- (VI) Mrs. Swati Bajaj, Partner, M/s. PS & Associates, Practicing Company Secretaries, Kolkata has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- (VII) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” or “Ballot Paper” or “Polling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (VIII) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company (www.carbo-ceramics.com) and on Service Provider’s website (<http://www.evotingindia.com>) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to The Calcutta Stock Exchange Limited.

By Order of the Board
For **Carbo-Ceramics Limited**

Kolkata
May 28, 2019

K. Biyani
Company Secretary

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 3

Mr. M.C. Darak (DIN: 00029073) was appointed as an Independent Director of the Company for a period of five (5) years from the conclusion of 112th Annual General Meeting till the 117th AGM of the Company. His term as an Independent Director of the Company will end at the forthcoming 117th AGM of the Company. The Nomination and Remuneration Committee on the basis of performance evaluation recommended re-appointment of Mr. M.C. Darak as a Non-Executive Independent Director for a second term of five consecutive years on the Board of the Company from the conclusion of 117th AGM of the Company till the 122nd AGM of the Company. The Board of Directors (“Board”), in its meeting held on May 28th, 2019 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 under “LODR” and was of the opinion that he fulfills the conditions specified in the Act, the rules made there-under and in LODR and is independent of the management. The Board accordingly re-appointed him as a Non-Executive Independent Director not liable to retire by rotation for a further period of five years from the conclusion of 117th AGM of the Company till the conclusion of 122nd AGM of the Company. His vast and varied experience in the business and corporate world justifies his re-appointment and continuance as an Independent Director of the Company. His contribution towards deliberations in Board/Committee meetings have been beneficial to the Company and the Company looks up to him for advice. The special resolution set out at Item No. 3 of the Notice is accordingly recommended for approval of the members. The above may also be regarded as an appropriate disclosure under the Act and LODR.

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 said resolution.

ITEM NO. 4

Mr. S. Marda (DIN: 00065359) was appointed as an Independent Director of the Company for a period of five (5) years from the conclusion of 112th Annual General Meeting till the 117th AGM of

the Company. His term as an Independent Director of the Company will end at the forthcoming 117th AGM of the Company. The Nomination and Remuneration Committee on the basis of performance evaluation recommended re-appointment of Mr. S. Marda as a Non-Executive Independent Director for a second term of five consecutive years on the Board of the Company from the conclusion of 117th AGM of the Company till the 122nd AGM of the Company. The Board of Directors ("Board"), in its meeting held on May 28th, 2019 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 under "LODR" and was of the opinion that he fulfills the conditions specified in the Act, the rules made there-under and in LODR and is independent of the management. The Board accordingly re-appointed him as a Non-Executive Independent Director not liable to retire by rotation for a further period of five years from the conclusion of 117th AGM of the Company till the conclusion of 122nd AGM of the Company. His vast and varied experience in the secretary and legal field justifies his re-appointment and continuance as an Independent Director of the Company. His contribution towards deliberations in Board / Committee meetings have been beneficial to the Company and the Company looks up to him for advice. The special resolution set out at Item No. 4 of the Notice is accordingly recommended for approval of the members. The above may also be regarded as an appropriate disclosure under the Act and LODR.

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 said resolution.

ITEM NO. 5

Mr. P. K. Joshi (DIN: 00556512) was appointed as an Independent Director of the Company for a period of five (5) years from the conclusion of 112th Annual General Meeting till the conclusion of 117th AGM of the Company. His term as an Independent Director of the Company will end at the forthcoming 117th AGM of the Company. The Nomination and Remuneration Committee on the basis of performance evaluation recommended re-appointment of Mr. P. K. Joshi as a Non-Executive Independent Director for a second term of five consecutive years on the Board of the Company from the conclusion of 117th AGM of the Company till the 122nd AGM of the Company. The Board of Directors ("Board"), in its meeting held on May 28th, 2019 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 under "LODR" and was of the opinion that he fulfills the conditions specified in the Act, the rules made there-under and in LODR and is independent of the management. The Board accordingly re-appointed him as a Non-Executive Independent Director not liable to retire by rotation for a further period of five years from the conclusion of 117th AGM of the Company till the conclusion of 122nd AGM of the Company. His vast and varied experience in the business and corporate world justifies his re-appointment and continuance as an Independent Director of the Company. His contribution towards deliberations in Board / Committee meetings have been beneficial to the Company and the Company looks up to him for advice. The special resolution set out at Item No. 5 of the Notice is accordingly recommended for approval of the members. The above may also be regarded as an appropriate disclosure under the Act and LODR.

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 said resolution

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

Mrs. Samarpita De (DIN 08128103), aged 32 years, is a B.Sc. Graduate and qualified MBA in Human Resource Management having over 12 years of experience in various fields including HR, Administration and Co-ordination. She is neither a director in any other Company nor holds committee position in any other Company. She is not related to any director of the Company. She does not hold any shares in the Company.

Mr. Manak Chand Darak, aged 64 years, is a Non-Executive Independent Director of the Company. He is a Bachelor of Commerce and has more than forty five 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	Bangur Land development Corporation Ltd	Director
2	Innovative Properties Private Limited	Director
3	Emerald Highrise Private Ltd	Director
4	Emerald Company Private Limited	Director
5	Extreme Learning Private Limited	Director
6	Shree Laxmi Agents Limited	Director

Committee Memberships

Sl. No.	Name of the Company	Committee	Position
1	Emerald Company Private Limited	Corporate Social Responsibility Committee	Member

Mr. Sanjeev Marda, aged 46 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 17 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	Shree Laxmi Agents Limited	Director
4	Emerald Company Private Limited	Director

Committee Memberships

Sl. No.	Name of the Company	Committee	Position
1	Emerald Company Private Limited	Corporate Social Responsibility Committee	Member

Mr. Pawan Kumar Joshi, aged 59 years, is a Non-Executive Independent Director of the Company. He is a Bachelor of Commerce and has more than 30 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	Bangur Land Development Corporation Ltd	Director
3.	Emerald Highrise Private Limited	Director

Committee Memberships: Nil

By Order of the Board
For **Carbo-Ceramics Limited**

Kolkata
May 28, 2019

K. Biyani
Company Secretary