



**ANNUAL REPORT  
2023-2024**

Carbo-Ceramics Limited

Registered Office:  
31, CHOWRINGHEE ROAD  
KOLKATA - 700 016

# **CORPORATE INFORMATION**

## **BOARD OF DIRECTORS**

MR. MANAK CHAND DARAK  
MR. SANJEEV MARDIA  
MR. PAWAN. KUMAR JOSHI  
MRS. SUTAPA BHATTACHARYA  
MR. VIJAY KUMAR (from 30.05.2024)  
Mr. VICKY CHURIWALA (from 30.05.2024)

## **COMPANY SECRETARY**

MS. KAVITA BIYANI

## **CEO & CFO**

MR. R. L. KOTHARI

## **AUDITORS**

ABPP & ASSOCIATES  
CHARTERED ACCOUNTANTS

## **REGISTERED OFFICE**

31, CHOWRINGHEE ROAD  
KOLKATA 700016  
PHONE: 91-33-22659742  
CIN: L26999WB1902PLC001537  
E-MAIL: [secretarial@carbo-ceramics.com](mailto:secretarial@carbo-ceramics.com)  
WEBSITE: [www.carbo-ceramics.com](http://www.carbo-ceramics.com)

**CARBO-CERAMICS LIMITED**

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

CIN: L26999WB1902PLC001537

Notice is hereby given that the 122<sup>nd</sup> Annual General Meeting of the members of Carbo-Ceramics Limited will be held on Wednesday, the 28<sup>th</sup> day of August, 2024 at 11.00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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, 2024 together with the Reports of the Board of Directors and Auditors thereon.

**SPECIAL BUSINESS**

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 provisions of section 149,152, 160 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Manak Chand Darak (DIN: 00029073), who was appointed as an Additional Director of the Company with effect from 30<sup>th</sup> May, 2024 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

3. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

**RESOLVED THAT** pursuant to provisions of section 149,152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Vijay Kumar (DIN: 10579477), who was appointed as an Additional Director of the Company with effect from 30<sup>th</sup> May, 2024 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and in respect of whom, the Company has received a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and Regulation 16 (1)(b) (ii) to (viii) of SEBI(Listing Obligations & Disclosures Requirements) Regulations 2015, and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a term of 5 (five) consecutive years from 30.05.2024 up to 29.05.2029.

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

**RESOLVED THAT** pursuant to provisions of section 149,152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the recommendation of the Nomination and Remuneration Committee Mr. Vicky Churiwala (DIN: 09556735), who was appointed as an Additional Director of the Company with effect from 30th May, 2024 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and in respect of whom, the Company has received a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and Regulation 16 (1)(b) (ii) to (viii) of SEBI(Listing Obligations & Disclosures Requirements) Regulations 2015, and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a term of 5 (five) consecutive years from 30.05.2024 up to 29.05.2029.

By Order of the Board  
For Carbo-Ceramics Limited

Kolkata  
May 30, 2024

K. Biyani  
Company Secretary

**NOTES:**

- a. Brief resume of Director proposed to be appointed/reappointed as stipulated under Regulation 36(3) of SEBI (LODR) Regulations, 2015 ("SEBI Listing Regulation") and Secretarial Standards issued by the Institute of Company Secretaries of India is annexed hereto.
- b. The Register of Members and Share Transfer Books of the Company will remain closed from Monday the 20<sup>th</sup> day of August, 2024 to Wednesday, the 28<sup>th</sup> day of August, 2024 (both days inclusive).
- c. Members are requested to notify change in their address, if any, immediately to the Company's Registrar, Link Intime India Pvt. Ltd., Vaishno Chamber, 5th Floor, Flat Nos-502 & 503 - 6, Brabourne Road, Kolkata - 700 001
- d. **Conduct of AGM through VC/OAVM**
  1. Pursuant to General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") read together with other previous Circulars issued by MCA in this regard (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India ("SEBI") read together with other previous Circulars issued by SEBI in this regard (collectively referred to as "SEBI Circulars"), Companies are permitted to conduct their AGM through VC or OAVM. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM
  2. The Company has engaged the services of Link Intime India Private Limited (LI IPL) for providing facility for voting through remote e-voting, participation in the AGM through VC / OAVM facility and e-voting on the date of the AGM.
  3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
  4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
  5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
  6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.carbo-ceramics.com](http://www.carbo-ceramics.com). The Notice of AGM has also been delivered to Calcutta Stock Exchange. The AGM Notice is also disseminated on the website of LI IPL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://instavote.linkintime.co.in>
- e. **Remote Evoting Instructions for Shareholders.**
  1. The voting period begins on Sunday, 25.08.2024 at 9.00 a.m. (IST) and ends on Tuesday, 27.08.2024 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 21.08.2024 may cast their vote electronically. The e-voting module shall be disabled by LI IPL for voting thereafter. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
  2. As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

**A. Individual Shareholders holding securities in demat mode with NSDL:**

**METHOD 1 - If registered with NSDL IDeAS facility**

**Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**User not registered for IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> “
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**B. Individual Shareholders holding securities in demat mode with CDSL:**

**METHOD 1 – From Easi/Easiest**

**Users who have registered/ opted for Easi/Easiest**

- a) Visit URL: <https://web.cdslindia.com/myeasinew/home/login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

**Users not registered for Easi/Easiest**

- a) To register, visit URL: <https://web.cdslindia.com/myeasinew/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**C. Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

*\*Shareholders holding shares in NSDL form, shall provide 'D' above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

#### **Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.

2. E-voting page will appear.

3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).

4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

#### **D. Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):**

##### **STEP 1 – Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

##### **STEP 2 –Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
  - a. ‘Investor ID’ -
    - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
    - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
  - b. ‘Investor’s Name - Enter full name of the entity.
  - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
  - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

##### **STEP 3 – Voting through remote e-voting.**

The corporate shareholder can vote by two methods, once remote e-voting is activated:

##### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.

- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

**VOTES UPLOAD:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**Helpdesk:**

**Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
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.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 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

**Forgot Password:**

**Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*



User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

**Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**f. Process and manner for attending the Annual General Meeting through InstaMeet:**

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.

▶ Select the “Company” and ‘Event Date’ and register with your following details: -

**A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed**

**by 8 Digit Client ID**

- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the

Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/

Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

**g. Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**h. Instructions for Shareholders/Members attending the AGM as Speaker through InstaMeet:**

Shareholders who would like to speak during the meeting must register their request as a speaker by sending their request in advance at [secretarial@carbo-ceramics.com](mailto:secretarial@carbo-ceramics.com) between 19.08.2024 (9.00 a.m. IST) to 22.08.2024 at (5.00 p.m. IST) mentioning their name, demat account number/folio number, email id, mobile number. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name**

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 8108118484.

- i. 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 (21<sup>st</sup> August 2024) only shall be entitled to avail the facility of e-voting.
- j. Mrs. Swati Bajaj, Partner, M/s. Bajaj Todi & 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.
- k. 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 "e-voting" for all those members who are present at the AGM but have not cast their votes by availing the e-voting facility.
- l. The Scrutinizer shall after the conclusion of voting at the general meeting, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, than two working days of the conclusion of the AGM a 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.
- m. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company ([www.carbo-ceramics.com](http://www.carbo-ceramics.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.
- n. The Member(s) requiring any assistance with regard to use of technology for remote e-voting or at any time before or during the 122<sup>nd</sup>AGM (including e-voting in the 122<sup>nd</sup> AGM) may contact Mr. Rajiv Ranjan (Assistant Vice-President) at the designated email ID: [rajiv.ranjan@linkintime.co.in](mailto:rajiv.ranjan@linkintime.co.in) or contact at 022-49186060.

By Order of the Board  
For Carbo-Ceramics Limited

Kolkata  
May 30, 2024

K. Biyani  
Company Secretary

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

**ITEM NO. 2**

Pursuant to provisions of Section 152 & 161 of the Companies Act, 2013 read with the applicable rules made thereunder, the Board of Directors of the Company ('Board') at its meeting held on May 30, 2024, based on the recommendation of the Nomination and Remuneration Committee ('NRC'), had appointed Mr. Manak Chand Darak (DIN: 00029073) as an Additional Director (Non-Executive Non-Independent Director) of the Company with effect from May 30, 2024, who shall hold the office till the approval of the shareholders at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier, on such terms and conditions as may be decided by board and shall be liable to retire by rotation.

Mr. Manak Chand Darak is not disqualified from being appointed as a Non-Executive Non- Independent Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. He is not debarred from holding the office of a Director by virtue of any order issued by the Securities and Exchange Board of India or any other such authority.

Mr. Manak Chand Darak aged 69 years, is a Non-Executive Director of the Company. He is a Bachelor of Commerce and has more than fifty years of experience in the field of accounts, finance and taxation matters.

Mr. M C Darak does not hold any equity shares of the Company by himself or on beneficial basis for any other person as on date of this Notice and is not inter-se related to any Director or Key Managerial Personnel ('KMPs') of the Company.

Other disclosures and details of terms and conditions of appointment of Mr. M C Darak as stipulated under Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided in the Annexure to this Explanatory Statement and should be taken and read as part hereof.

Other than Mr. M C Darak, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice.

The Board of Directors of the Company recommends the resolution set out at Item No. 2 of this Notice for approval of the Members as an Ordinary Resolution.

**ITEM NO. 3**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") at its meeting held on May 30, 2024 had appointed Mr. Vijay Kumar (DIN: 10579477) as an Additional Director (Non-Executive Independent) of the Company for the term of five (5) years effective from May 30, 2024, not liable to retire by rotation, subject to approval of the Members of the Company.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

The Company has received a declaration from Mr. Vijay Kumar to the effect that he meets the criteria of independence as required under the provisions of Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1) (b) of the SEBI Listing Regulations. The Company has also received a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and that no order of the Securities and Exchange Board of India or any other such authority has been passed against Mr. Vijay Kumar restraining from being appointed as Director of the Company.

The Board of Directors of the Company is of the opinion that Mr. Vijay Kumar, fulfils the criteria of Independence as specified under Section 149 of the Act and Regulation 16(1) (b) of SEBI Listing Regulations as amended from time to time and is independent of the management.

Mr. Vijay Kumar (DIN: 10579477) aged 40 years is Commerce Graduate having more than 11 years' experience in the field of secretarial and legal matters.

In the opinion of the Board of Directors, Mr. Vijay Kumar fulfils the conditions specified in the Act and the Rules made there under. He is a person of integrity, independent of the management and possesses appropriate skills, experience

and knowledge. His appointment as an Independent Director would be beneficial to the company and will enable the Board to discharge its functions and duties effectively. He is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India order or any other such authority.

Disclosures, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

Other than Mr. Vijay Kumar, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval of the Members by way of Special Resolution.

#### **ITEM NO. 4**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") at its meeting held on May 30, 2024 had appointed Mr. Vicky Churiwala (DIN: 09556735) as Additional Director (Non-Executive Independent) of the Company for the first term of five (5) years effective from May 30, 2024, not liable to retire by rotation, subject to approval of the Members of the Company.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

The Company has received a declaration from Mr. Vicky Churiwala to the effect that he meets the criteria of independence as required under the provisions of Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1) (b) of the SEBI Listing Regulations. The Company has also received a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and that no order of the Securities and Exchange Board of India or any other such authority has been passed against Mr. Vicky Churiwala restraining from being appointed as a Director of the Company.

The Board of Directors of the Company is of the opinion that Mr. Vicky Churiwala, fulfils the criteria of Independence as specified under Section 149 of the Act and Regulation 16(1)(b) of SEBI Listing Regulations as amended from time to time and is independent of the management.

Mr. Vicky Churiwala (DIN: 09556735) aged 41 years is B.Com and MBA in finance and have 10 years of experience in the field of accounts and taxation matters.

In the opinion of the Board of Directors, Mr. Vicky Churiwala fulfils the conditions specified in the Act and the Rules made there under. He is a person of integrity, independent of the management and possesses appropriate skills, experience and knowledge. His appointment as an Independent Director would be beneficial to the company and will enable the Board to discharge its functions and duties effectively. He is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India order or any other such authority.

Disclosures, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

Other than Mr. Vicky Churiwala none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval of the Members by way of Special Resolution.

By Order of the Board  
For Carbo-Ceramics Limited

Kolkata  
May 30, 2024

K. Biyani  
Company Secretary

## ANNEXURE TO THE NOTICE

## DETAILS OF DIRECTOR SEEKING APPOINTMENT

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

## Item No 2

1.	Name of Director	Mr. Manak Chand Darak
2.	Director Identification Number (DIN)	00029073
3.	Category/Designation	Non –Executive Director
4.	Age	69 years
5.	Date of first appointment	May 30,2024
6.	Brief resume including experience, Nature of expertise in specific functional areas	Mr. Manak Chand Darak is a Bachelor of Commerce and has more than fifty years of experience in the field of accounts, finance and taxation matters
7.	Terms and conditions of appointment	Appointed as Non-Executive Non Independent Director who shall be liable to retire by rotation.
8.	Remuneration last drawn	NIL
9.	Remuneration proposed to be given	As a Non-Executive Director Mr. M C Darak is entitled to sitting fee for each meeting of the Board and Committee attended by him.
10.	Shareholding in the Company	NIL
11.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL
12.	Other Directorships, Memberships / Chairmanship of Committees of other Boards.	<b>Other Directorships</b> 1.Bangur Land Development Corporation Ltd 2.Emerald Highrise Private Limited 3.Extreme Learning Private Limited 4. Emerald Company Private Limited 5. Shree Laxmi Agents Private Limited
13.	Membership/ Chairmanship of Committees in other Companies	<b>Emerald Company Private Limited</b> <ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee (Member)</li> <li>• Audit Committee (Member)</li> <li>• Nomination Committee (Chairman)</li> <li>• Risk Management Committee (Chairman)</li> </ul> <b>Shree Laxmi Agents Private Limited</b> <ul style="list-style-type: none"> <li>• Audit Committee (Member)</li> <li>• Nomination Committee (Chairman)</li> <li>• Risk Management Committee (Member)</li> </ul>
14	Name of listed entities from which the person has resigned in past three years	NIL

**Item No 3**

1.	Name of Director	Mr. Vijay Kumar
2.	Director Identification Number (DIN)	10579477
3.	Category/Designation	Non-Executive Independent Director
4.	Age	40 years
5.	Date of first appointment	May 30,2024
6.	Brief resume including experience, Nature of expertise in specific functional areas	Mr. Vijay Kumar is Commerce Graduate having more than 11 years' experience in the field on secretarial and legal matters.
7.	Terms and conditions of appointment	It is proposed to appoint Mr. Vijay Kumar as a Non-Executive Independent Director for a term of 5 (five) consecutive years from 30.05.2024 up to 29.05.2029.
8.	Remuneration last drawn	NIL
9.	Remuneration proposed to be given	As an Independent Director Mr. Vijay Kumar is entitled to sitting fee for each meeting of the Board and Committee attended by him.
10.	Number of Board meetings of the Company attended during the year	NIL
11.	Shareholding in the Company	NIL
12.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL
13.	Other Directorships, Memberships / Chairmanship of Committees of other Boards.	NIL
14.	Membership/ Chairmanship of Committees in other Companies	NIL
15.	Name of listed entities from which the person has resigned in past three years	NIL

## Item No 4

1.	Name of Director	Mr. Vicky Churiwala
2.	Director Identification Number (DIN)	09556735
3.	Category/Designation	Non-Executive Independent Director
4.	Age	41 years
5.	Date of first appointment	May 30,2024
6.	Brief resume including experience, Nature of expertise in specific functional areas	Mr. Vicky Churiwala is B.Com and MBA in finance and have 10 years of experience in the field on accounts and taxation matters.
7.	Terms and conditions of appointment	It is proposed to appoint Mr. Vicky Churiwala as a Non-Executive Independent Director for a term of 5 (five) consecutive years from 30.05.2024 up to 29.05.2029.
8.	Remuneration last drawn	NIL
9.	Remuneration proposed to be given	As an Independent Director Mr. Vicky Churiwala is entitled to sitting fee for each meeting of the Board and Committee attended by him.
10.	Number of Board meetings of the Company attended during the year	NIL
11.	Shareholding in the Company	NIL
12.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL
13.	Other Directorships, Memberships / Chairmanship of Committees of other Boards.	NIL
14.	Membership/ Chairmanship of Committees in other Companies	NIL
15.	Name of listed entities from which the person has resigned in past three years	NIL