

SHIVAM AGARWAL & ASSOCIATES

E-31A, 1st Floor, Jawahar Park, Laxmi Nagar New Delhi-110092

Mail: csshivamagarwal@gmail.com M.No:9873796405

Date: August 23, 2023

To,
The Board of Directors,
M/S CARBON SPECIALITIES LIMITED
Add: 7/181 A, Duplex Bungalow Unit No. 4,
Swaroop Nagar, Kanpur-208002 (UP)

Dear Sir's,

Sub: Passing of Resolution through Postal Ballot including Remote E-voting for Voluntary Delisting of Equity Shares of the Company from Calcutta Stock Exchange

Pursuant to the resolution passed by the Board of Directors of **CARBON SPECIALITIES LIMITED** on **July 11, 2023**, I have been appointed as a Scrutinizer to receive process and scrutinize the postal ballot papers in respect of the Special Resolution as circulated in the postal ballot notice dated **July 11, 2023**.

To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under vide Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICY CELL/2/2014 April 17, 2014, Listed companies are required to provide e-voting facility to their shareholders, in respect of all shareholder resolutions to be passed at General Meetings or through Postal Ballot. Since **CARBON SPECIALITIES LIMITED** falls within the requirements as specified in the Companies Act, 2013 and the above-mentioned Circular of SEBI, e-voting which has been made applicable, the Company has provided for the same.

CARBON SPECIALITIES LIMITED accordingly has made arrangements with the System Provider NSDL for providing a system of recording votes of the shareholders electronically through e-Voting. The company has also accordingly made arrangements to set up the e-Voting facility on the NSDL e-Voting website <https://www.evoting.nsdl.com>.

CARBON SPECIALITIES LIMITED has also uploaded the resolution together with the explanatory statement on which e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by NSDL, the system provider, have been done by the Company. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot Notice dated **July 11, 2023** sent to the shareholders by Courier Service. The Register of Members was made up, for the purpose of dispatch of postal ballot to the shareholders as of July 14, 2023.

I report that the Postal ballot Notice dated **July 11, 2023** under Section 110 of the Companies Act, 2013, read with Rule 22 under the Chapter on "Management and Administration" as notified by MCA on March 27, 2014 were dispatched to the shareholders who held in physical form by Courier Service along with self-addressed prepaid Envelope.

I further report that as stated in the Notice sent to the shareholders, the Company had fixed Saturday, the August 22, 2023 (5:00 P.M.) as the last date for receipt of Postal Ballots and for E-voting.

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As stated in sub rule 3 of Rule 20 under the Chapter on "Management and Administration" Rules as notified by MCA an advertisement was published by the Company in **FINANCIAL EXPRESS** in English and **JANSATTA** in Hindi Newspaper on 23 July, 2023, informing about the completion of dispatch of the Postal Ballot Notices, by Courier Service to the shareholders along with other related matters mentioned therein.

I report that I have received No Postal Ballot forms from the shareholders during the period starting from, July 11, 2023 till August 22, 2023.

Since e-voting facility was provided by NSDL, the details of the e-voting exercised by the shareholders and also the votes exercised through Postal Ballot, which were duly scrutinized and processed. While the details of the e-voting was provided by the system provider namely NSDL, the compilation by the company, in respect of Postal Ballots containing the statement of shareholder's name, folio number, postal ballot number, number of shares held, number of votes exercised, votes in favor, votes against and those votes which were rejected have been duly scrutinized.

On scrutiny, I report that **7** Shareholders have exercised their vote through e- voting. The details of polling results for the item placed for consideration by the members are given below:

Item No 1. Special Resolution pursuant to the SEBI (Delisting of Equity Shares) Regulations, 2021, as amended, for the voluntary delisting of the equity shares of the Company from the Calcutta Stock Exchange Limited where the shares of the company are listed.

Total No. of Shareholders	7		
Total no. of shares	55,56,640		
Receipt of Postal Ballot Forms	From July 11, 2023 till August 22, 2023		
		Number of Votes	Number of Shares
Total votes cast through e- voting	A	7	55,56,640
Total votes cast through Postal Ballot Forms Received	B	NIL	NIL
Grand Total of e- voting/ Postal Ballot Form (A+B)	C	7	55,56,640
Less: Invalid e- voting/ Postal Ballot Forms (On account of signature mismatch, for/ against option not indicated)	D	NIL	NIL
Net e- voting/ postal Ballot Forms (C-D)	E	7	55,56,640

Percentage of votes cast in favor: 100%, Percentage of votes cast against: NIL

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RESULTS: -

Hence, I report that the Special Resolutions under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules 2014, as set out in the Notice of Postal Ballot dated July 11, 2023 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as Special Resolution on the date of the announcement of the results.

I further report that as per the Postal Ballot Notice dated July 11, 2023 and the Board Resolution dated July 11, 2023, any Director of the Company may declare and confirm the above results of voting by postal ballot in respect of the special resolution and also intimate to the stock exchange. The results of Postal Ballot together with this Report would be displayed on the website of NSDL and shall also be communicated by the Company to the Calcutta Stock Exchange Limited.

I further report that the provisions of Rule 22 of the Companies (Management and Administration) Rules 2014 have been duly complied by the Company and as per the said Rules, the records maintained by the Company including the data as obtained from NSDL - the System provider - for the e-voting facility recording the consent or otherwise received from the shareholders, ballot papers and other related papers are in my safe custody which shall be handed over to the Director of the Company.

NOTES: -

- (i) Invalid Postal Ballot was not taken into account for counting of votes.
- (ii) Votes cast in favor or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.
- (iii) There is no case where the shareholder holding shares has voted both through Postal Ballot as well as through e-Voting. The votes cast through e-voting have been considered valid pursuant to Rule No. 22 read with Rule No. 20 of the Companies (Management and Administration) Rules, 2014.
- (iv) Summary of E-Voting/ Postal Ballot Result is Annexed Separately to this Report.

Shivam Agarwal
Company Secretary
M.NO. 49447

Place: Delhi

Date: August 23, 2023

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ANNEXURE

SUMMARY OF E-VOTING / POSTAL BALLOT RESULT

Pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the approval of the shareholders was sought by way of E-voting / Postal Ballot for the following Special Resolution:

"RESOLVED THAT pursuant to the Initial Public Announcement dated June 28, 2023 received from Mr. Pankaj Kaya and Mr. Kishore Kumar Kaya (Acquirers) are the promoter of the Carbon Specialities Limited ("the Company") and are disclosed under "promoter/ promoter group" of the Company in terms of the shareholding pattern as on March 31, 2023, in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("SEBI Delisting Regulations"), wherein they have expressed their intention to acquire entire 8,50,520 equity shares of the Company representing 15.3% of the paid up equity share capital of the Company that are presently held by the Public Shareholders of the Company and consequently voluntarily delist the equity shares of the Company from the Calcutta Stock Exchange Limited, where the shares of the Company are presently listed, in accordance with SEBI Delisting Regulations; and the approval of the board of directors of the Company ("Board") granted in their meeting held on Tuesday, July 11, 2023 for voluntary delisting of equity shares of the Company from the The Calcutta Stock Exchange Limited ("CSE"); and in accordance with the provisions of the Companies Act, 2013 ("Companies Act") and applicable rules framed thereunder, the SEBI Delisting Regulations or any amendment(s) or modification(s) or reenactment(s) thereof, and subject to such approvals, permissions and sanctions, as may be necessary, and subject to compliance with other statutory formalities and subject to such conditions and modifications as may be prescribed or imposed by any authority including Securities and Exchange Board of India, Reserve Bank of India, CSE, etc. while granting such approvals, permissions or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board") or persons authorized by the Board, the consent of the shareholders of the Company be and is hereby accorded to voluntary delist the equity shares of the Company from The Calcutta Stock Exchange Limited i.e. the only stock exchange where the shares of the Company are presently listed after providing an exit opportunity to the existing shareholders as provided in the Delisting Regulation."

"RESOLVED FURTHER THAT the Board of Directors / persons authorized by the Board of Directors be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things which they may consider proper and desirable to give effect to the aforesaid resolution, including making applications to the CSE seeking their in principle and final approval for the proposed voluntary delisting of the equity shares of the Company, which it may consider proper and desirable and settle any question, difficulties or doubts that may arise in regard to delisting of the equity shares of the Company from The Calcutta Stock Exchange Limited."

The Company had availed the e-voting facility offered by NSDL for conducting e-voting for the Shareholders of the Company. The Company has also provided voting by physical Postal Ballot Form along with a self-addressed postage pre-paid envelope to all the Shareholders of the Company. Further, the shareholders holding shares as on the "cut-off" date of July 14, 2023 were entitled to vote on the proposed resolution as set out in the Postal Ballot Notice dated July 11, 2023.

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Accordingly, the e-voting period remained open from July 24, 2023 at 09:00 AM and ended on August 22, 2023 at 05:00 P.M and the E-voting module was disabled by the NSDL thereafter. Votes cast through physical Postal Ballot Forms received up to 05:00 PM of August 22, 2023 were considered.

Result of the voting conducted through e-voting / Postal Ballot on the Special Resolution is as under:

Details of Agenda:

Resolution required: (~~Ordinary~~/Special)

Mode of voting: (~~Show of hands / Poll~~ / Postal Ballot / E-voting)

In case of Poll / ~~Postal~~ Ballot / E-voting:

Summary of result of E-voting / Postal Ballot								
Sl. No.	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. Of votes - in favor	No. of votes - against	% of votes in favor on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)] *100	(7) = [(5)/(2)] *100
1	Promoter & Promoter Group	47,06,780	47,06,780	100%	47,06,780	NIL	100%	NIL
2	Public – Others	8,50,520	8,49,860	99.92%	8,49,480	NIL	99.92%	NIL
3	TOTAL	55,57,300	55,56,640	99.99%	55,56,640	NIL	99.99%	NIL

Shivam Agarwal
Company Secretary
M.NO. 49447

Place: Delhi

Date: August 23, 2023

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Details of Public Shareholders who cast their Votes in this Postal Ballot Notice for delisting matter

Sl. No	Name of Shareholder	No. of Shares Held	Favor	Against
1	Sandhya Rani Panda	1,86,060	1,86,060	-
2	Sushil Kumar Mohanty	1,08,600	1,08,600	-
3	Somanjum Panigrahi	1,92,800	1,92,800	-
4	Sagarika Satapathy	1,70,600	1,70,600	-
5	Nice Ithub Pvt Ltd	1,91,800	1,91,800	-

**For Shivam Agarwal & Associates
Company Secretary**

**ACS Shivam Agarwal
M.No: 49447
CP No. 17959
UDIN : A049447E000848740**

**Place: New Delhi
Date: August 23,2023**