

Thai Carbon Black *Driven by excellence*

Invitation letter for the 18th

Shareholder's Annual General Meeting

30th March 2012

3.00 pm.



บริษัท ไทยคาร์บอนแบล็ค จำกัด (มหาชน)
Thai Carbon Black Public Company Limited



March 15, 2012

Sub: **Invitation for the 18th Shareholders' Annual General Meeting (AGM)**

To: **Shareholders of Thai Carbon Black Public Company Limiteds**

Attachments:

1. Copy of the Minutes of the 17th Shareholders' Annual General Meeting
2. Annual Report for the year 2011
3. Curriculum Vitae of the proposed 4 Directors who retire by rotation
4. Curriculum Vitae of the proposed persons to be elected as Audit Committee Members
5. The Company's definition on independent Director
6. Duties and responsibilities of the Audit Committee
7. Document required to be presented for attending the AGM
8. Company's Articles of Association concerning the shareholders meeting and vote casting
9. Letter about appointment of proxy for AGM
10. Proxy Form, name and detail of a member of Audit Committee who can be a proxy
11. Map of the Annual General Meeting venue

The Board of Directors of Thai Carbon Black Public Company Limited (the “**Company**”) have resolved to hold the 18/2012 Shareholders Annual General Meeting on Friday, 30th March 2012 at 1500 hrs. at Ruamrudee Ballroom, Novotel Bangkok Fenix Ploenchit Hotel, 566 Ploenchit Road, Bangkok 10330, Thailand to transact the following agenda :

Agenda 1. To consider and adopt the minutes of the 17th Shareholders' Annual General Meeting held on 31st March, 2011

Necessity and Reason

For the annual general meeting No. 17th held on 31st March, 2011, the copy of minutes of the meeting is circulated along with this notice (attachment 1).

Opinion of the Board of Directors

Shareholders should acknowledge the minutes, which the Board considered, that it was correctly recorded as proposed in the meeting

Agenda 2. To consider and approve the Company's audited financial statements for the year ended December 31, 2011

Necessity and Reason

In compliance with Public Companies Act, the Company shall prepare a balance sheet as well as statements of profit and loss at the end of the fiscal year of the Company, which are to be audited and certified by auditor of the Company and presented for Shareholder's approval.

Opinion of the Board of Directors

The Board has recommended the meeting to approve the balance sheet and profit and loss statements for the year ended December 31, 2011, as duly audited and certified by the auditor Mr Termphong Opanaphan of Ernst & Young Office Limited, and as considered and reviewed by the Audit Committee.

Summary of consolidated Balance Sheets and consolidated profit and loss account of the Company and its subsidiaries are as follows:

(Total Assets)	17,423	(Million Baht)
(Total Liabilities)	8,135	(Million Baht)
(Total Shareholder's Equity)	9,288	(Million Baht)
(Sales)	10,819	(Million Baht)
(Total Revenue)	11,028	(Million Baht)
(Net Profit)	806	(Million Baht)
(Earning per share)	2.69	(Baht / Share)

Summary of the balance sheet and profit and loss accounts of the Company (only) are as follows:

(Total Assets)	15,853	(Million Baht)
(Total Liabilities)	7,311	(Million Baht)
(Total Shareholder's Equity)	8,541	(Million Baht)
(Sales)	10,156	(Million Baht)
(Total Revenue)	10,402	(Million Baht)
(Net Profit)	870	(Million Baht)
(Earning per share)	2.90	(Baht / Share)

Complete details of the above are as shown in the Company's Annual Report for the year 2011, which will be delivered to the shareholders together with this notice as attachment No.2.

Agenda 3. To consider and approve the dividend payment for the year 2011

Necessity and Reason

It is the policy of the Company that it would consider to pay dividend between 20% to 35% of net profit after tax. However, the payment of dividend will be based on the requirement of funds by the Company for Capex, expansion, future growth and for investment in various projects. If payment of dividend will have effect on the Company's performance and cash flow requirements for its operations and for growth plans and investments, the Company will decide for payment of dividend accordingly in the best interest of the Company.

During the year 2011, the Company has recorded net profit of Baht 870 million with earning per share of Baht 2.90 per share. Accordingly, the Company shall pay dividend from the profit at Baht 0.80 per share amounting to Baht 240 million, which is equal to 27.59% of net profit of the Company. The total dividend amount will be paid from net profit of activities receiving BOI privilege which is fully exempt from corporate income tax under BOI's promotion certificate no. 1768(2)/2548, 1502(2)/2552, 1503(2)/2552

The past dividend payment record is as below :

<u>Details</u>	<u>Year(s)</u>		
	<u>2011</u>	<u>2010</u>	<u>2009</u>
1. Net income (Million Baht)	870	1,029	878
2. Number of shares (Million shares)	300	300	300
3. Total dividend payment (Baht per share)	0.80	1.00	0.60
4. Total dividend amount (Million baht)	240	300	180
5. Dividend payout ratio (Percent)	27.59	29.15	20.50

Opinion of the Board of Directors

The Board has recommended the Meeting to approve the dividend payment for 2011 performance from its profit at Baht 0.80 per share as proposed, which is according to the performance of the Company for the year 2011 and after considering the investment in

expansion project and the cash flow requirement. The Record Date on which the shareholders have right to receive the dividend for operation year 2011 will be on 14th March, 2012 and the share registration book closing date for gathering shareholders' name under the Section 225 of the Securities of Exchange Act B.E. 2535 will be on 15th March, 2012. The dividend payment to the Shareholders of the Company will be made on 27th April, 2012.

Agenda 4. To consider and approve appointment of Directors who retire by rotation

Necessity and Reason

As stipulated in the Company's Articles of Association Clause No.15, one third of the Directors shall retire from the office at every Annual General Meeting of the Company. If the number is not a multiple of three, the number of directors closest to one-thirds (1/3) shall retire from the office. The directors retiring from their office in the first and second year after registration shall be made by drawing lots. For subsequent years, the directors who have held office longest shall retire. The directors retiring under this clause are eligible for re-election.

There are 4 Directors retiring by rotation in the 18th Annual General Meeting of the Shareholders of the Company and, being eligible, offer themselves for re-appointment. The Curriculum Vitae of these 4 Directors retiring by rotation is in the attachment No.3. The list of the Directors retiring by rotation are as under:

- | | |
|------------------------------|---|
| 1. Dr. Santrupt B. Misra | Executive Director |
| 2. Mr. G. K. Tulsian | Independent Director |
| 3. Mr. Sachin Jitendra Mehta | Independent Director/
Audit Committee Member |
| 4. Mr. Sanjeev Sood | President & Director |

The definition of Independent Director, which is determined as per the requirement of the Securities and Exchange Commission and The Stock Exchange of Thailand, is shown in the attachment No.5.

The Company has no Nomination Committee, but the process of nomination has been considered by the Board of Directors of the Company by considering the proper qualification, experiences and performance of each Director for the previous period.

Opinion of the Board of Directors

The Board deems it appropriate to re-elect the 4 directors who retire by rotation to be the Directors of the Company because of their varied knowledge, experience and competency and they will contribute for the Company's success, progress and growth.

Agenda 5. To consider and approve the appointment of the Audit Committee whose term is expiring in 2012

Necessity and Reason

The Board has resolved to appoint the Audit Committee whose term is expiring in 2012. The Committee has been able to help the Board in studying the matters of importance, provide valuable inputs to the management and review the financial statements and internal control of the Company as well as compliance with the regulations of the Stock Exchange of Thailand and the Security and Exchange Commission.

The Company does not have a nomination committee. However, the selection of audit committee is considered by the Board based on qualifications, experiences and capabilities and is of opinion that the following Independent directors should be appointed as members of audit committee.

- | | | |
|---|-----------------------|--|
| 1 | Mr. Prakit Pradipasen | Independent Director/
Chairman of Audit Committee |
| 2 | Mr. S.S. Mahansaria | Independent Director/
Audit Committee Member |
| 3 | Mr. G.K. Tulsian | Independent Director/
Audit Committee Member |

Opinion of the Board of Directors

The Board deems it appropriate to re-appoint Mr. Prakit Pradipasen as Chairman of Audit Committee and Mr. S.S. Mahansaria & Mr. G.K. Tulsian as members of the the Audit Committee. The profiles of the Audit Committee have been disclosed in attachment no. 4 and scope of duties and responsibilities of the Audit Committee have been described in attachment no. 6

Agenda 6. To consider and approve the Auditor's fee for the year 2012.

Necessity and Reason

The Board proposed to re-appoint Ernst & Young Office Limited to serve as the independent Auditor of the Company.

The Board of Directors, with the recommendation by the Audit Committee, agreed to propose Ernst & Young Office Limited as audit firm for the year 2012. Auditors are Mr. Termphong Opanaphon License No. 4501 and/or Ms. Thipawan Nananuwat License No. 3459 and/or Ms. Siraporn Ouaanunkun License No. 3844 as independent auditors of Ernst & Young Office Limited for the year 2012 along with the audit fee of Baht 950,000 plus out of pocket expenses.

The opinion of Audit Committee regarding the external Auditors is as follows:

The external Auditors performed their duties with knowledge, professional competency and gave recommendation regarding internal control system and various risks relating to the Company and in performing their duties also maintained independency.

The remuneration of the external Auditors for the year 2012 is Baht 950,000 which is same as last year.

There is in compliance with requirements of the Office of the Securities and Exchange Commission (SEC) with regards to the changing of the external auditor every 5 years.

The external Auditors has no relation with the Company and its subsidiaries, the Executive, the Shareholders, or others related to those parties.

The comparison of audit fee for the year 2012 & 2011 is as follows:

	Year 2012	Year 2011
(Audit fee)	950,000 Baht	950,000 Baht

Opinion of the Board of Directors

The Board accepts the recommendations of Audit Committee and recommends to the Shareholders for appointment of the Auditor and fix their remuneration as mentioned above.

Agenda 7. Other business (if any)

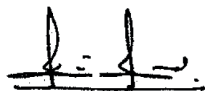
The record date on which the Shareholders have right to attend and vote in the Company's 18th Annual General Meeting will be on 14th March, 2012 and the share registration book closing date for gathering shareholders' name under the Section 225 of the Securities of Exchange Act B.E. 2535 will be on 15th March, 2012.

The Company has also posted this invitation of 18th Annual General Meeting together with enclosures and Proxy Form on its website www.birlacarbon.com in the Company name and section of investor information.

Any shareholder who is unable to attend this meeting in person, may appoint another person or Mr. Prakit Pradipasen who is the Independent Director and a member & Chairman of the Audit Committee of the Company as detailed in Attachment 9, provided appointment of such proxy is made in writing. If it is desired to appoint a proxy, the attached Proxy Form should be filled and signed by both the Shareholder and the Proxy and deposited with the Company officer before commencement of the meeting.

You are cordially invited to attend the Meeting at the date, time and place as above mentioned.

By order of the Board of Directors



Sanjeev Sood
President & Director

THAI CARBON BLACK PUBLIC COMPANY LIMITED

Minutes of the 17th Annual General Meeting of the Shareholders

Minutes of the 17th Annual General Meeting of the Shareholders of Thai Carbon Black Public Company Limited (“the Company”) held on Thursday, the 31st March, 2011 at 3.00 p.m. at The AETAS Hotels & Residence, 49 Soi Ruamrudee, Phloenchit Road, Bangkok 10330, and concluded at 6.00 p.m.

At the outset, Mr. Rajesh Jha and Mr. Latthasit Thongklaew, Officers of the Company warmly welcomed the shareholders. Thereafter, Mr. Rajesh Jha played a video film on “Power of 5 Values” of the Aditya Birla Group.

Mr. Prakit Pradipasen was unanimously elected as the Chairman of the meeting.

The Chairman informed that the meeting is being attended by 89 shareholders present (including those represented by proxies), representing 235,467,150 shares equivalent to 78.49% of the Company's paid-up capital of 300,000,000 shares which constitutes the necessary quorum for transacting the business as required by the regulations. The Chairman then declared the meeting opened and proposed the meeting to consider the following matters according to the agenda.

The Chairman welcomed the shareholders and introduced the Directors present at the meeting, as under:

1	Dr. Santrupt Misra	Executive Director
2	Mr. S. S. Mahansaria	Independent Director / Audit Committee member
3	Mr. G.K. Tulsian	Independent Director
4	Mr. Prakit Pradipasen	Independent Director / Chairman Audit Committee
5	Mr. Deepak Mittal	Director
6	Mr. R.S. Thakralbutra	Director
7	Mrs. Rachani Kajiji	Director
8	Mr. Sachin Jitendra Mehta	Independent Director / Audit Committee member
9	Mr. Sanjeev Sood	Director & President

The Chairman requested the President of the Company to introduce the management team and Auditor of the Company to the meeting. The President then introduced the management team as under:

1	Mr. Ajay Rastogi	Senior Vice President (Manufacturing)
2	Mr. Rajiv Gupta	Senior Vice President (Marketing)
3	Mr. Jaiprakash Shahal	Vice President (Finance & Commercial)
4	Mr. Latthasit Thongklaew	Asst. Vice President (HR & Admin)
5	Mr. Amit Saini	General Manager - Marketing
6	Mr. Sanjay Sharma	General Manager - Utility
7	Dr. Chanchal Neogi	General Manager - QA
8	Mr. Girish Abbott	General Manager - Stores & Purchase
9	Mr. John Kuruvilla	DGM - Electrical & Instruments
10	Mr. Ramesh Rajakopala Krishnan	DGM - IT
11	Ms Sudarat Phonjaroen	DGM - Training
12	Mr. Wisuth Jirapakorn	DGM - Process
13	Mr. Sathit Hobjaroen	DGM - Warehouse
14	Mr. Chidchai Loyprasert	Sr. Manager - Technical Services
15	Mr. Rajesh Jha	Manager - Accounts & Finance
16	Ms. Thanakamol Suwannasorn	Manager - Accounts
17	Ms. Atikan Pinsuk	Manager - HR & Admin
18	Ms. Yupha Sa-ngunsajjapong	Manager - Marketing

The Chairman introduced Mr. Narong Puntawang, Statutory Auditor of the Company from Ernst & Young Office Limited appointed by the 16th Annual General Meeting of shareholders who was in attendance at the meeting to answer questions from the shareholders, if any.

The Chairman also introduced Mr. Surasak Suthamcharu, representative of Deloitte Touche Tohmatsu Jaiyos Advisory Co. Ltd., the Independent Financial Advisor and Mr. Theppachol Kosol, Partner and Ms. Panlapa Chai-a-ya of Baker & McKenzie Ltd., Thailand, Attorney of the Company.

The Chairman also introduced Ms. Nisres Distes, Sr. Analyst of The Stock Exchange of Thailand, who was present at the meeting.

The Chairman asked Mr. Sanjeev Sood, President of the Company to brief the shareholders about the performance of the Company. Then the President of the Company briefed the shareholders about the performance of the Company.

The Chairman asked Mr. Sanjeev Sood, President to read the Directors Report to the Shareholder. The same was read by him.

Mr. Rajesh Jha and Mr. Latthasit Thongklaew, Officers of the Company explained the meeting regarding the governing rules for conducting the shareholders meeting and procedure of voting on the agenda. In order to avoid wasting the valuable time of the shareholders, in the event of vote

casting being called and none of shareholders voting for "disagree or abstain" on an agenda item(s), those agenda item(s) will be mutatis mutandis taken as approved by the shareholders.

Then Mr. Rajesh Jha and Mr. Latthasit Thongklaew also explained about the governing rules for conducting the meeting to the shareholders present.

If any shareholder is voting against, the procedures for counting the votes shall be as under:

- Prior to the voting on any agenda, the Chairman will invite shareholders to ask questions.
- A Shareholder may cast a vote for "disagree or abstain" on each agenda on voting cards received when registered. The voting is counted as "one share one vote"
- Shareholders attending the meeting by themselves or delegating by proxies cannot divide their votes for casting.
- If there are shareholders who "disagree or abstain" with any agenda would raise their hands and the Company's staff would collect the voting cards that would have been filled in by the shareholder/proxy holder for the vote counting;
- The Chairman will announce the score of the votes by specifying the number of votes, which are in favor or disagree or abstain.

After shareholders acknowledged and approved the casting vote procedures, vote counting and announcement of vote result, as described above, the Chairman then proceeded with the following agenda items of the meeting:

Agenda 1. To consider and adopt the minutes of the 16th Shareholders' Annual General Meeting held on 30th April, 2010

The Chairman informed that a copy of the minutes of the 16th Shareholders' Annual General Meeting for the year 2010 was distributed to all the shareholders of the Company together with the Notice prior to this meeting. The Chairman requested the meeting to certify the said minutes of the 16th Shareholders' Annual General Meeting.

The Chairman invited queries from the shareholder on the same. There were no queries from the shareholders. The meeting unanimously agreed for not amending the minutes and confirmed and adopted the same.

Resolution :

The meeting resolved to approve by majority votes the Minutes of the 16th Shareholders' Annual General Meeting of the Company as per the following votes:

Number of Shareholders : 89 shareholders, representing total of 235,467,150 Shares					
Agreed	88	Shareholders, representing of	235,467,050	Shares or	100%
Disagreed	1	Shareholders, representing of	100	Shares or	0%
Abstained	0	Shareholders, representing of	0	Shares or	0%

Agenda 2. To consider and approve the Company's audited financial statements for the year ended December 31, 2010

The Chairman requested the meeting to consider and approve the Balance Sheet and the Profit and Loss Statement for the year 2010 which were distributed to the shareholders prior to the meeting together with the Notice of the meeting.

Mr. Sanjeev Sood, President of the Company informed the meeting that inadvertently, the Auditor Report in Thai version of the Annual Report was wrongly printed by the printer, therefore the correct copy of the Auditors Report has been distributed to the shareholders.

The Chairman then invited queries from the shareholders on the same. The queries asked by the shareholders were answered by the Management as under:-

Q : Asked about why there is Increase in Inventory and Liabilities?

A : Management informed that the increase in inventory is due to Accounting for the Raw Material Inventory in Transit and payables against the same. The shipment of Raw Material was received on 4th January, 2011 and according to prudent accounting practices TCB has to assume the liability at the year end.

Q : Asked about the Auditor's Report in Thai being wrongly printed in the Annual Report.

A : Management as also the external Auditor informed that this has happened due to the printer's mistake although correct file was sent to them for printing. It was also informed at the same time that the English version of the Auditor's Report was correctly printed in the Annual Report.

Also the correct copy of Auditor's Report in Thai language had already been distributed to all the shareholders.

Q : Asked about the Auditor's Report in Thai does not bear the signature of Auditors. Whether correct or Not?

A : Management informed that the Auditor's Report in Thai version is correct and the same has also been submitted to SET.

Q : Asked about the Less Cash flow in 2011 in comparison to 2010

A : The Company's Auditor informed that the Cash flow is less due to several reasons, like cash profit and increase/ decrease in Current Assets & Current Liabilities.

Q : Asked about the LBCC operation and losses and steps to improve.

A: Management informed that the LBCC has taken various strategic initiatives to improve the performance as under:

- 1) Took complete shutdown and did thorough repair & modification to tackle acute winter and therefore, to achieve stable plant operation.
- 2) Design changes in Soft Black Reactor to use lower cost oil with stable quality, thereby reducing overall cost of production.
- 3) Aggressive focus on domestic marketing has helped in winning some key domestic

accounts increasing domestic sales.

Management also informed that the initiatives taken last year will be very helpful to improve the situation.

Q : Asked about the storage capacity of Raw Material.

A : Management informed that the storage capacity of Raw Material at Sriracha is 86,000 MT and at Factory is 14,000 MT, totaling to 100,000 MT.

During the conduct of this agenda, 11 shareholders, representing 602,673 shares joined the meeting. Thus, the total strength of the shareholders stood at 100 representing 236,069,823 shares, constituting 78.69% of the share capital of the Company.

Resolution:

The meeting approved by majority votes the audited Balance Sheet and the Profit and Loss Statement for the year ended December 31, 2010 as follows:-

Number of Shareholders : 100 shareholders, representing total of 236,069,823 shares					
Agreed	99	Shareholders, representing of	236,069,323	Shares or	100%
Disagreed	0	Shareholders, representing of	0	Shares or	0%
Abstained	1	Shareholders, representing of	500	Shares or	0%

Agenda 3. To consider and approve the dividend payment for the year 2010

The Chairman informed the meeting that during the year 2010, the Company has recorded net profit of Baht 1,029 million with earning of Baht 3.43 per share. Accordingly, the Company shall pay dividend from the profit at Baht 1.00 per share amounting to Baht 300 million, which is equal to 29.15% of net profit of the Company. The total dividend amount will be paid out of net profit from BOI promoted activities which is fully exempt from corporate income tax. The dividend payment will be made by the Company on 27th April, 2011.

The Chairman invited queries from the shareholders on the same. The queries asked by the shareholders were answered by the Management as under:-

Q: Suggestion for quarterly Dividend payment

A : Management acknowledged the suggestion and informed that the dividend payment depends on available cash and Company's plans to use in capex, expansions etc.

Resolution :

The Meeting unanimously approved the dividend payment for the year 2010, as proposed by the Board of Directors as per below details:

Number of Shareholders : 100 shareholders, representing total of 236,069,823 shares					
Agreed	100	Shareholders, representing of	236,069,823	Shares or	100%
Disagreed	0	Shareholders, representing of	0	Shares or	0%
Abstained	0	Shareholders, representing of	0	Shares or	0%

Agenda 4. To consider and approve the re-appointment of Directors who retire by rotation

The Chairman informed the meeting that as per the Public Limited Companies Act and Clause No. 15 of the Company's Articles of Association, one third of the Directors shall retire from the office at every Annual General Ordinary Meeting of the Company. If the number is not a multiple of three, the number of directors closest to one-thirds (1/3) shall retire from the office. The Directors retiring from their office in the first and second year after registration shall be made by drawing lots. For subsequent years, the directors who have held office longest shall retire.

The meeting, therefore, proposed to consider and approve the re-nomination of each retiring Director as follows:

4.1 To re-elect Mr. Rajinderpal Singh Thakralbutra to be the Director

Resolution:

After due consideration, the meeting by majority votes approved re-election of Mr. Rajinderpal Singh Thakralbutra, as Director retiring by rotation to be a Director for another term as follows:

Number of Shareholders : 100 shareholders, representing total of 236,069,823 shares					
Agreed	96	Shareholders, representing of	223,869,623	Shares or	94.83%
Disagreed	4	Shareholders, representing of	12,200,200	Shares or	5.17%
Abstained	0	Shareholders, representing of	0	Shares or	0%

4.2 To re-elect Mr. Arvind K. Newar to be the Director

Resolution:

After due consideration, the meeting by majority votes approved re-election of Mr. Arvind K. Newar, as Director retiring by rotation, to be a Director for another term as follows:

Number of Shareholders : 100 shareholders, representing total of 236,069,823 shares					
Agreed	87	Shareholders, representing of	222,488,423	Shares or	94.25%
Disagreed	13	Shareholders, representing of	13,581,400	Shares or	5.75%
Abstained	0	Shareholders, representing of	0	Shares or	0%

4.3 To re-elect Mr. Kumar Mangalam Birla to be the Director & Chairman

Resolution:

After due consideration, the meeting by majority votes approved re-election of Mr. Kumar Mangalam Birla, as Director & Chairman retiring by rotation, to be a Director & Chairman for another term with the voting as follows:

Number of Shareholders : 100 shareholders, representing total of 236,069,823 shares					
Agreed	86	Shareholders, representing of	222,488,323	Shares or	94.25%
Disagreed	14	Shareholders, representing of	13,581,500	Shares or	5.75%
Abstained	0	Shareholders, representing of	0	Shares or	0%

4.4 To re-elect Mr. Prakit Pradipasen to be the Director

The Chairman informed that since this item relates to his own re-election as Director retiring by rotation, therefore, he requested Mr. S.S. Mahansaria to conduct proceedings relating to the same. Then Mr. S.S. Mahansaria chaired the meeting.

Resolution:

After due consideration, the meeting unanimously approved re-election of Mr. Prakit Pradipasen, as Director retiring by rotation, to be a Director for another term with the voting as follows:

Number of Shareholders : 100 shareholders, representing total of 236,069,823 shares					
Agreed	100	Shareholders, representing of	236,069,823	Shares or	100%
Disagreed	0	Shareholders, representing of	0	Shares or	0%
Abstained	0	Shareholders, representing of	0	Shares or	0%

Thereafter, the Chairman of the meeting thanked Mr. S.S. Mahansaria for conducting the proceedings of the above item and again took the chair to continue proceedings of the remaining agenda items.

Q : Suggestion for the photograph of Directors to be on the voting slip.

A : Management acknowledged the suggestion and will look into this.

Agenda 5. To consider and approve the appointment of the Auditors and approve the Auditor's fee for the year 2011.

The Chairman informed the meeting that the Board of Directors of the Company, with the recommendation of the Audit Committee, have considered appointment of Ernst & Young Office Limited to be the Audit firm for another term of one year and fixing their remuneration for the accounting year 2011 at Baht 950,000 plus out of pocket expense, which is increased by Baht 50,000 from the previous year and the names of the Auditor(s) of Ernst & Young Office Limited are as follows:

1. Mr. Termphong Opanaphon, License No. 4501; and/or
2. Ms. Thipawan Nananuwat, License No.3459 ; and/or
3. Ms. Siraporn Ouaanunkun, License No.3844

During the conduct of this agenda, 2 shareholders, representing 22,299 shares joined the meeting. Thus, the total strength of the shareholders stood at 102 representing 236,092,122 shares, constituting 78.70% of the share capital of the Company.

Resolution:

After due consideration, the meeting unanimously approved appointment of Ernst & Young Office Limited to be the Audit firm for the accounting year 2011 and fixed their audit fee, as mentioned above, with the voting as follows:

Number of Shareholders : 102 shareholders, representing total of 236,092,122 shares					
Agreed	102	Shareholders, representing of	236,092,122	Shares or	100%
Disagreed	0	Shareholders, representing of	0	Shares or	0%
Abstained	0	Shareholders, representing of	0	Shares or	0%

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Agenda 6. To consider and approve investment in Columbian Chemicals Acquisition LLC, a Delaware limited liability company

On the request of the Chairman, a detailed presentation was made to the shareholders about the investment highlighting the synergy benefit to the Company and the shareholders.

The Chairman informed the meeting that the Company had been exploring and evaluating various organic and inorganic opportunities globally as a growth strategy.

After evaluating scope of investment in various potential target companies, the Company has identified Columbian Chemicals Acquisition LLC, a Delaware limited liability company (including its interest in direct or indirect subsidiaries) (the “Target Company”) for investment by the Company for acquiring 20.59% in the Carbon Black business of the Target Company for an amount not exceeding US\$ 175 Million (or its equivalent in any other currency) to be invested by way of the equity capital and/or preference share capital and/or sub-ordinate debt or any combination thereof directly or through one or more Special Purpose Vehicles (“SPVs”), formed/to be formed in different jurisdiction along with Alexandria Carbon Black Co S.A.E, Egypt (“ACB”), SKI Investments Pte. Ltd., Singapore (“SKI”) and/or any other associates/affiliates or nominees of Aditya Birla Group companies (“Associates”), as nominated, who will also be investing for acquiring the Target Company through such SPVs.

The principal objectives of the above investment are as under:-

1. Better servicing capabilities to global customer(s) being single point for meeting their global sourcing solution;
2. Revenue opportunities through development of advanced products to cater to other markets;
3. Better recognition by investor fraternity as a large global player; and
4. Business Synergy in terms of Process Technology, Yield Improvement, Logistics Rationalization, and Economies of Scale in procurement costs.

The Chairman further informed the meeting that the Board of Directors of the Company at its meeting held on 28th January, 2011 considered and recommended to the shareholders to approve investment by the Company for acquiring 20.59% in the Carbon Black business of Columbian Chemicals Acquisition LLC, a Delaware limited liability company (including its interest in direct or indirect subsidiaries) (the “**Target Company**”) for an amount not exceeding US\$ 175 Million (or its equivalent in any other currency) to be invested by way of the equity capital and/or preference share capital and/or sub-ordinate debt or any combination thereof directly or through one or more Special Purpose Vehicles (“**SPVs**”), formed/to be formed in different jurisdiction along with Alexandria Carbon Black Co. S.A.E, Egypt (“**ACB**”), SKI Investments Pte. Ltd., Singapore (“**SKI**”) and/or any other associates/affiliates or nominees of Aditya Birla Group companies (“**Associates**”), as nominated, who will also be investing for acquiring the Target Company through such SPVs.

The Company appointed Deloitte Touche Tohmatsu Jaiyos Advisory Co. Ltd., Thailand as an Independent Financial Advisor (“**IFA**”) for providing their opinion report on the above transaction, as required under the provisions of Clause 30 of the Notification of the Board of Governors of The Stock Exchange of Thailand re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets 2004 (as amended).

The Members of the Audit Committee had reviewed the opinion of IFA on the reasonableness and benefits of the above transactions and agreed with the opinion of IFA that the transaction is

reasonable and will benefit both the Company and its Shareholders and recommended that the matter be proposed for consideration and approval of the Shareholders' meeting as under:-

1. That the proposed acquisition (the "**Acquisition**") and the transaction contemplated by the Acquisition be approved and authorized and that the Company's entry into any agreements or documents in relation to or as contemplated by the Acquisition be approved and authorized;
2. That the doing of all such other things by the Company as may be deemed necessary and proper in connection with the above be approved, confirmed and/or ratified.
3. That the directors, the officers and the representatives as authorized pursuant to the Board of Directors' resolutions passed at the meeting held on 28th January 2011 as listed in Appendix-1 annexed hereto and any other person or persons who is/are authorized and appointed by the Company from time to time be empowered and authorised to, on behalf of the Company, negotiate and agree the terms of, amend, add, finalise, accept, correct, execute, sign, certify and deliver each of the documents in relation to or as contemplated by the Acquisition and do and perform any acts on behalf of the Company in connection with the Acquisition.

The Chairman invited queries from the shareholders on the same. The Management answered the queries of the shareholders as under:-

Q : Why is TCB buying the company whose net profit is negative and what benefit the Company will get? How the committee accepted this proposal?

A : Business Director informed that if you look at the history of Columbian Chemicals Acquisition LLC, a Delaware limited liability company ("Columbian Chemicals") in the last 4-5 years it has undergone ownership change almost 3 times and every ownership change creates uncertainty in the minds of customers and management team and therefore the part of it is instability which has impacted the performance. The change of ownership came at the time of economic meltdown happened in 2008-09.

Their financing cost for the loan taken was higher than the financing cost we would be taking and all of this contributed to their losses.

Having said that, he requested to look at the EBIDTA numbers of Columbian Chemicals. At PAT level they have been negative but at the EBIDTA level they are posting very strong numbers of USD 140 Mn in 2010 as was presented by one of the colleague earlier and also have very robust outlook for 2011. Going forward, the other important thing is that, in the last 3-4 years they have made strategic investments into power. Earlier they didn't have the co-generation facility in some of their plants as they have made investments into that and have planned for certain investments in next 2-3 years. Therefore, looking at all aspects, we are very confident that this company will certainly grow, and will turn profitable. Further, we will benefit out of their technology and other things that we said and they will also benefit from some of our management expertise and the stability that we will bring in.

We are, therefore, extremely confident that this is a very valuable asset and in the long term it will create value for the Shareholders of Thai Carbon and others who will be investing and

therefore, we are spending so much of time and energy in making sure that we acquire this company.

He further mentioned that Columbian Chemicals and other company, 2 companies were available in the market and there were many other companies who were trying to acquire it. We are glad that we have been successful on this.

He further closed with last point that it is not about today or tomorrow or next year, Thai Carbon Black as a standalone company has been always highly profitable but our considered view is, going forward that profitability will be very difficult to maintain unless we create global footprint, we get access to technology, we create market and oil buying power. All of these, Columbian will bring to us. All these factors tell us that we can turn it around, it will be a great asset and it will create shareholders' value in the medium term.

Q : Asked about why not TCB create capability of specialty product?

A : Management acknowledged the suggestion and informed that TCB will look into this by having access to the technology of Columbian Chemicals.

Q : Asked whether this acquisition is fair with TCB or not?

A : Management informed that this transaction will bring many synergy benefits to TCB, like yield improvement, specialty product development by having the access to their R & D facilities since the R & D facility of Columbian Chemicals is very strong.

Q : Asked about this will benefit to Birla Group and not to TCB.

A : Management informed that the benefit will definitely come to TCB and the same has also been mentioned in the IFA report as well. The technological sharing will benefit TCB in creating value for customers and then to shareholders.

Q : Asked about whether TCB is sure about its plan.

A : Management informed that TCB is sure about its investment plan. In fact, after the news has spread into the market, the TCB customers have started responding positively. This shows that the confidence on TCB is improving in the eyes of customers.

Resolution:

After due consideration, the meeting approved and authorized the investment by the Company for acquiring 20.59% in the Carbon Black business of Columbian Chemicals Acquisition LLC, a Delaware limited liability company (including its interest in direct or indirect subsidiaries), as proposed above, by more than three-fourths of the total votes represented by the shareholders who attended the meeting, as follows:

Number of Shareholders : 102 shareholders, representing total of 236,092,122 shares					
Agreed	90	Shareholders, representing of	234,361,682	Shares or	99.27%
Disagreed	12	Shareholders, representing of	1,730,440	Shares or	0.73%
Abstained	0	Shareholders, representing of	0	Shares or	0%

Agenda 7. To consider and approve long term facilities upto US\$ 175 million for funding the investment in Columbian Chemicals Acquisition LLC, a Delaware limited liability company

The Chairman informed the meeting that the Company plans to avail long term facilities for funding the investment by the Company for acquiring 20.59% in the Carbon Black business of Columbian Chemicals Acquisition LLC, a Delaware limited liability company (including its interest in direct or indirect subsidiaries) (the "Target Company") from a syndication of financial institutions and banks and, as such, the Company is required to enter into a USD 175 million term facility agreement (the "**Facility Agreement**") with, amongst others, (i) the financial institutional named therein as lenders and (ii) Australia and New Zealand Banking Group Limited, Bank of America, N.A. (and/or any of its Affiliates), The Hongkong and Shanghai Banking Corporation Limited (and/or any of its Affiliates), The Royal Bank of Scotland N.V. and Standard Chartered Bank as mandated lead arrangers, book runners and underwriters. The said term loan under the Facility Agreement is also to be used to (a) subscribe for shares in or on-lend to BidCo to partially finance the acquisition (including all costs, fees and expenses associated with the Acquisition and the facility under the Facility Agreement) and/or (b) (to the extent that a claim ("**SBLC Claim**") has been made under any SBLC in connection with the Acquisition, and the Acquisition Closing Date has occurred or will occur on the Drawdown Date) reimburse that SBLC Claim. Extract of the Term Sheet in respect of USD 175 million term facility to be borrowed by the Company (the "**Term Sheet**") was given in Attachment with the Notice circulated to the shareholders. Unless otherwise defined in this agenda, terms defined in the Term Sheet have the same meaning when used herein.

The Chairman further informed the meeting that the Board of Directors of the Company approved and recommended to the Shareholders to approve availment of long term facilities for an amount not exceeding US\$ 175 million from any one or more of the banks, financial institutions, foreign institutional investors, bodies corporate and / or any other entities (located locally or globally) by way of term loan, external commercial borrowings, debentures, bonds, financial papers or such other credit facilities or its equivalent in any other currency on such terms and conditions, as may be necessary, to fund the investment by the Company for acquiring 20.59% in the Carbon Black business of Columbian Chemicals Acquisition LLC, a Delaware limited liability company (including its interest in direct or indirect subsidiaries) (the "**Target Company**").

The Chairman further briefed the meeting about the terms and conditions of the long term facilities and tabled the summary of the major terms of the Facility Agreement alongwith the detailed Term Sheet.

Accordingly, availment of the long term facilities by the Company for funding the contemplated transaction be approved and authorized as under:

1. That the entry into by the Company, the terms of, the transaction contemplated by, and the execution of the following documents be approved, confirmed and/or ratified:
 - (1) the Facility Agreement;

- (2) any finance documents or agreements (including any utilisation request, selection notice, intercreditor agreement (if any) and security documents) as required to be executed by the Company under or in connection with the Facility Agreement or as contemplated by the Facility Agreement,

(the documents in items (1) and (2) above are collectively referred to as the "**Finance Documents**");

- (3) any agreements, documents or certificates required to be executed by the Company under or in connection with any of the Finance Documents and any amendments, restatements or supplements of any of the Finance Documents (including, without limitation, any agreements or documents required or may be deemed proper to be entered into by the Company as a part of the methods of financing to support the Acquisition which include the assumption of debts by the Company in respect of any standby letter(s) of credit or any guarantees.
2. That the grant of security in respect of all assets of the Company by the Company and a security over shares in the Company by any (or all) shareholders as required under or in connection with the Acquisition or the Facility Agreement be approved and authorised and that the Company's entry into any security documents or other necessary documents in relation to such security be approved, authorized and ratified. Such security shall be in any legal forms applicable and/or required under applicable laws including, without limitation, mortgages, pledges, liens, charges or assignments.
3. That the doing of all such other things by the Company as may be deemed necessary and proper in connection with the above transactions and the documents set out in paragraphs 1 - 2 above be approved, confirmed and/or ratified.
4. That the directors, the officers and the representatives as authorized pursuant to the Board of Directors' resolutions passed at the meeting held on 28th January 2011 as listed in Appendix-1 annexed hereto and any other person or persons who is/are authorized and appointed by the Company from time to time be empowered and authorised to, on behalf of the Company, (i) negotiate and agree the terms of, amend, add, finalise, accept, correct, execute, sign, certify and deliver each of the Finance Documents and any other documents set out in paragraphs 1 - 2 above, (ii) determine and finalise the list and details of the assets to be granted as security by the Company for the transaction and (iii) do and perform any acts on behalf of the Company in connection with the transaction. Any actions by the above-mentioned persons on behalf of the Company in respect of the transaction prior to the date of the shareholders meeting shall be ratified.

The Chairman invited queries from the shareholders on the same and after deliberations the resolution was put to vote.

Resolution:

After due consideration, the meeting approved and authorized availing of long term facilities for funding the investment by the Company for acquiring 20.59% in the Carbon Black business of Columbian

Chemicals Acquisition LLC, a Delaware limited liability company (including its interest in direct or indirect subsidiaries) as proposed above, by more than three-fourths of the total votes represented by the shareholders who attended the meeting as follows:

Number of Shareholders : 102 shareholders, representing total of 236,092,122 shares					
Agreed	91	Shareholders, representing of	234,414,552	Shares or	99.29%
Disagreed	10	Shareholders, representing of	1,675,700	Shares or	0.71%
Abstained	1	Shareholders, representing of	1,870	Shares or	0.00%

Agenda 8. Other business (if any)

There being no other business to be discussed, the Chairman thanked the Shareholders for attending the meeting and approving all the transactions as proposed to the meeting.

The meeting concluded at 6.00 p.m.



(Prakit Pradipasen)
Chairman of the Meeting

Appendix -1

List of the authorized persons pursuant to the Board of Directors' resolutions passed at the meeting held on 28th January, 2011

No.	Name
1.	Mr. Prakit Pradipasen
2.	Dr. Santrupt Misra
3.	Mr. Sanjeev Sood
4.	Mr. Ashok Gupta
5.	Mr. Dev Bhattacharya
6.	Mr. Sushil Agarwal
7.	Mr. Surendra Goyal
8.	Mr. Anil Rustogi
9.	Mr. Shriram Jagetiya
10.	Mr. Manish Tibrewal
11.	Mr. Anil Chirania
12.	Mr. Shyam Zanwar
13.	Mr. Rajesh K. Jha

Curriculum Vitae of the Retiring Directors who retired by rotation and being eligible offer themselves for re-appointment.

1. Name	Dr. Santrupt B. Misra
Position	Executive Director
Age	46 years
Directorship	April, 29 2009 - Present
Education	PhD, Public Administration, India PhD, Industrial Relations, Aston Business School, UK.
Work experience in	Other Listed Company - Nil Non- Listed Companies - Nil
Company may have conflict of interest	Nil
Number of TCB shares	Nil
Board meeting attendance in 2011	5 out of 6 BOD Meetings
Family relation among the management	Nil
Forbidden qualification	
	- Never dishonestly committed and offence against property
	- Never entered into any transaction which may cause conflict of interest against Thai Carbon Black Pcl during the year

2. Name	Mr. G. K. Tulsian
Nominated to be elected as	Independent Director
Age	74 years
Directorship	April, 29 2009 - Present
Education	B.Sc, F.C.A (The Institute of Chartered Accountants of India)
Work experience in	Other Listed Company - Nil Non- Listed Companies - Nil
Company may have conflict of interest	Nil
Number of TCB shares	Nil
Board meeting attendance in 2011	4 out of 6 BOD Meetings
Family relation among the management	Nil
Forbidden qualification	
	- Never dishonestly committed and offence against property
	- Never entered into any transaction which may cause conflict of interest against Thai Carbon Black Pcl during the year

3. Name	Mr.Sachin Jitendra Mehta
Position	Independent Director / Member of Audit Committee
Age	45 years
Directorship	October 24, 1995 - Present
Education	B.A.
Work experience in	Other Listed Company - Nil Non- Listed Companies - 1 company Director of Jay Gems Co., Ltd.
Company may have conflict of interest	Nil
Number of TCB shares	Nil
Board meeting attendance in 2011	5 out of 6 BOD Meetings
Family relation among the management	Nil
Forbidden qualification	
	- Never dishonestly committed and offence against property
	- Never entered into any transaction which may cause conflict of interest against Thai Carbon Black Pcl during the year

4. Name	Mr. Sanjeev Sood
Position	President & Director
Age	49 years
Directorship	April 30, 2010 - Present
Education	- Mechanical Engineering <u>Certification Programme:-</u> - Intl. Economics & Finance - Univ. of Tennessee - Advanced Leadership - Univ. of Virginia - Mfg. Strategy programme - Univ. of Penn State
Work experience in	Other Listed Company - Nil Non- Listed Companies - Nil
Company may have conflict of interest	Nil
Number of TCB shares	Nil
Board meeting attendance in 2011	6 out of 6 BOD Meetings
Family relation among the management	Nil
Forbidden qualification	- Never dishonestly committed and offence against property - Never entered into any transaction which may cause conflict of interest against Thai Carbon Black Pcl during the year

Curriculum Vitae of the proposed persons to be elected as Audit Committee Members

1. Name	Mr. Prakit Pradipasen
Position	Independent Director / Chairman of Audit Committee
Age	69 years
Directorship	April, 28 2000 - Present
Education	Bachelor of science in Business Administration, (Silliman University, Dumaguete, Phillippines, 1964) Master of Business Administration (Wayne State University, Detroit, Michigan, USA., 1966) Qualified Director Accreditation Program (DAP 1/2003) of IOD
Work experience in	Other Listed Company - 9 companies
Chairman	: Asian Marine Services PCL
Independent Director / Audit Committee member	: Bata Shoe of Thailand PCL
Chairman	: Diamond Roofing Tiles PCL
Independent Director / Audit Committee member	: The Erawan Group PCL
Independent Director / Audit Committee member	: Haad Thip PCL
Independent Director / Audit Committee member	: Luckytex (Thailand) PCL
Independent Director / Audit Committee member	: Minor Corporation PCL
Independent Director / Audit Committee member	: Supalai PCL
Director	: Siam United Services PCL
Non - Listed Companies	Nil

Company may have conflict of interest	Nil
Number of TCB shares	15,000 shares (0.005%)
Board meeting attendance in 2011	6 out of 6 BOD Meetings
Family relation among the management	Nil

Forbidden qualification

- Never dishonestly committed and offence against property
- Never entered into any transaction which may cause conflict of interest against Thai Carbon Black Pcl during the year

2. Name	Mr. S.S. Mahansaria
Position	Independence Director / Audit Committee Member
Age	76 years
Directorship	April 28, 1994 - Present
Education	B. Com., F.C.A. (Institute of Chartered Accountants of India) Attended Directors Certification Program (DCP 21/2002) of IOD
Work experience in	Other Listed Company - 1 company Director : Thai Rayon Pcl Non- Listed Companies - 4 companies Director : Thai Acrylic Fibre Co., Ltd. Director : Thai Peroxide Co., Ltd. Director : Indo-Thai Synethetic Co., Ltd.
Company may have conflict of interest	Nil
Number of TCB shares	1,870 shares (0.0006%)
Board meeting attendance in 2011	6 out of 6 BOD Meetings
Family relation among the management	Nil
Forbidden qualification	
	- Never dishonestly committed and offence against property
	- Never entered into any transaction which may cause conflict of interest against Thai Carbon Black Pcl during the year

3. Name	Mr. G. K. Tulsian
Nominated to be elected as	Independent Director
Age	74 years
Directorship	April, 29 2009 - Present
Education	B.Sc, F.C.A (The Institute of Chartered Accountants of India)
Work experience in	Other Listed Company - Nil Non- Listed Companies - Nil
Company may have conflict of interest	Nil
Number of TCB shares	Nil
Board meeting attendance in 2011	4 out of 6 BOD Meetings
Family relation among the management	Nil
Forbidden qualification	
	- Never dishonestly committed and offence against property
	- Never entered into any transaction which may cause conflict of interest against Thai Carbon Black Pcl during the year

Relationship Characteristics of nominated person qualification as an Independent Director

Relationship	Name of nominated persons as an Independent director	
	Mr. G.K. Tulsian	Mr. Sachin J. Mehta
1. Holding of TCB's ordinary share - Amount - The ratio of voting Rights	None None	None None
2. Being related persons or close relatives to management or major shareholders of the Company and its subsidiaries	None	None
3. Having relationship in any of these characteristics to the Company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years	None	None
- Being a director and participate in day-today business, or being an officer, employee or consultant who receives regular salary	None	None
- Being a professional service provider (such as Auditor or Legal Consultant)	None	None
- Having business relationship (such as buy/ sell goods, raw materials, or giving financial support such as borrowing or lending, etc.)	None	None

The Company’s Definition on Independent Director

In compliance with the Company's good corporate governance, the Board of Directors has considered to appropriately define qualification of Independent Director same as those defined by the Capital Market Supervisory, as seen below:

1. Not holding more than 1% of the total outstanding voting shares of the Company, parent company, subsidiaries, affiliates, major shareholders or controlling persons of the Company, including shares held by a person connected to the independent director;
2. Not being a director participating in management, or not being a staff, an employee or consultant who receives regular salary, or controlling persons of the Company, parent company, subsidiaries, affiliates, same-level subsidiaries, major shareholder, or of the controlling persons of the Company both at present and at least 2 years prior to taking the independent directorship;
3. Not having relationship by blood or legal registration in a way that makes the independent director a parent, spouse, sibling, and children, including spouse of the children of management, major shareholders, controlling persons, or nominated persons to be management or controlling persons of the Company or subsidiaries;
4. Not having business relationship with the Company, parent company, subsidiaries, affiliates, major shareholders or controlling persons of the Company with conflict of interest in a way which may obstruct his independent judgment, or not being significant shareholders or controlling persons having business relationship with the Company, parent company, subsidiaries, affiliates, major shareholders or controlling persons of the Company both at present and at least 2 years prior to taking the independent directorship;
5. Not being the auditor of the Company, parent company, subsidiaries, affiliates, major shareholders, or controlling persons of the Company and significant shareholders (holding more than 10 % of the total outstanding voting shares of the Company including those of the connected person) controlling persons or partner of the audit firm which employs the auditor of the Company, parent company, subsidiaries, affiliates, major shareholders, or controlling

- persons of the Company both at present and at least 2 years prior to taking the independent directorship;
6. Not being any professional service providers including legal or financial consultants who receive annual service fee in the amount of more than Baht 2 Million from the Company, parent company, subsidiaries, affiliates, major shareholders, or controlling persons of the Company, and not being significant shareholders, controlling persons, or partners of such professional service providers both at present and at least 2 years prior to taking the independent directorship;
 7. Not representing the Company's directors, major shareholders, or shareholders connecting to major shareholders;
 8. Not operating business with a conflict of interest with the Company, subsidiaries, or not being significant shareholders of the partnership, or not being director participating in management, an employee, a staff, a consultant who receive regular salary or holding shares more than 1 % of the total outstanding voting shares of other companies having conflict of interest with the Company or subsidiaries;
 9. Not having any other characteristics which may obstruct the director to independently express his opinion regarding the Company's operation. After the appointment, the Company's Independent Director may be authorized by the Board of Directors to make collective decisions on operating the Company, parent company, subsidiaries, affiliates, same-level subsidiaries, major shareholders, or controlling persons of the Company, whereby such actions are not deemed partaking in the management.

Duties and Responsibilities of the Audit Committee

1. To review the Company's financial reporting process to ensure that it is accurate and adequate;
2. To review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit or any other unit in charge of an internal audit;
3. To review the company's compliance with the law on securities and exchange, the Exchange's regulation, and the laws relative to the Company's business;
4. To consider select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non management meeting with an auditor at least once a year;
5. To review the connected transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the law and the Exchange's regulations, and are reasonable and for the highest benefit of the Company;
6. To prepare and to disclose in the Company's annual report, an audit committee's report which must be signed by the audit committee's chairman and consist of at least the following information;
 - a. An opinion on the accuracy, completeness and creditability of the Company's financial report;
 - b. An opinion on the adequacy of the Company's internal control system;
 - c. An opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business;
 - d. An opinion on the suitability of an auditor;
 - e. An opinion on the transactions that may lead to conflicts of interests;
 - f. The number of the audit committee meetings, and the attendance of such meetings by each committee member;
 - g. An opinion or overview comment received by the audit committee from its performance of duties in accordance with charter, and
 - h. Other transactions which, according to the audit committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's Board of Directors.
7. To perform any other act assigned by the Company's Board of Directors, with the approval of the audit committee.

Notice prescribing documents or evidences required to be presented on the meeting date

In case that the shareholder attends the meeting in person:

Please present the personal identity card/ identity card of government officer/ identity card of state enterprise officer/ or passport (in case of a foreigner) at the registration area before attending the meeting.

In case of proxy:

Please fill in the attached proxy form and submit the duly signed proxy form at the registration area before attending the meeting. The shareholders may choose to use other proxy form as prescribed by law.

In case that the shareholder appointing the proxy is natural person, please submit:

Copy of the personal identity card/ identity card of government officer/ identity card of state enterprise officer/ or passport (in case of a foreigner) that is certified true copy by the shareholder appointing the proxy.

In case that the shareholder appointing the proxy is juristic person, please submit:

- Copy of Corporate Affidavit that is certified true copy by the authorized director(s) who sign(s) the proxy form and stamped with the company seal (if any).
- Copy of the personal identity card/ identity card of government officer/ identity card of state enterprise officer/ or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form that is certified true copy.

The proxy has to present the personal identity card/ identity card of government officer/ identity card of state enterprise officer/ or passport (in case of a foreigner) of the proxy.

The Company reserves the right to permit only person who presents correct and complete document(s) or evidence(s) or evidence(s) to attend the meeting

Company's Articles of Association concerning the Shareholders Meeting and Vote Casting

Article 30

The general meetings of the Company shall be held at the registered office of the Company or at such other place and such date and time as the directors may decide and indicate in the notice for the meeting.

Article 31

1) The Board of Directors shall arrange for an annual ordinary meeting of shareholders within four (4) months from the last day of the accounting period of the Company.

2) All other general meetings are called "extraordinary meetings"

3) The Board of Directors may summon extraordinary meetings of shareholders whenever the Board thinks fit or the shareholders holding shares altogether not less than one-fifths (1/5) of the total number shares issued or not less than twenty-five (25) shareholders holding shares altogether not less than one-tenths (1/10) of the total number of shares issued may submit their names in a letter requesting the Board of Directors to summon an extraordinary meeting of shareholders at any time but they shall give reasons for such a request in the said letter. In such case, the Board of Directors shall arrange for the meeting of shareholders to be held within one (1) month from the date of receipt of such request from the shareholders.

Article 32

In summoning a meeting of shareholders, whether ordinary or extraordinary, the Board of Directors shall deliver to shareholders and the Registrar notice of the meeting specifying the place, day, time and agenda of the meeting and the business to be transacted at the meeting together with sufficient details, stating clearly whether they will be for acknowledgement, for approval or for consideration including the opinions of the Board of Directors on the said matters, not less than seven (7) days before the date of the meeting. Besides, the notice of the meeting shall also be published for three (3) consecutive days in a newspaper with the last publication appearing not less than three (3) days prior to the date of the meeting.

Article 33

The meeting of shareholders must be attended by shareholders or proxies (if any) not less than twenty-five (25) persons or not less than half of total number of shareholders holding in an aggregate number of shares not less than one-thirds (1/3) of all shares issued, to constitute a quorum.

Article 34

If at any meeting of shareholders, after one hour from the time fixed for the meeting a quorum is not constituted, and if such meeting of shareholders is requested for by the shareholders, such meeting shall be dissolved. If such meeting of shareholders is not called for by the shareholders, the meeting shall be adjourned to a new date to be notified in writing to every shareholder whose name appears in the Share Register within seven (7) days and at such adjourned meeting any number of shareholders actually present shall constitute a quorum.

Article 35

At a meeting of shareholders, a shareholder may appoint any other person who is sui juris by a proxy to appear and vote on his behalf. The proxy form must be dated and signed by the principal in the form prescribed by the Registrar, and which must contain at least the following:

- ❖ number of shares held by the principal;
- ❖ name of the proxy;
- ❖ serial number of the meeting which the proxy is authorized to attend and vote.

The instrument appointing the proxy must be deposited with the chairman or other person designated by the chairman at that meeting before commencement of the meeting.

In the event the proxy appointed who is or is not a shareholder receives more than one (1) appointment as proxy, he shall be entitled to cast as many votes as appointments he holds in addition to his personal vote if he is a shareholder.

Article 36

The chairman of the Board of Directors shall preside over the meeting of shareholders. In the event the chairman is absent or unable to perform the duty, and in case there is a vice-chairman, the vice-chairman shall act as chairman. In case there is no vice-chairman or if there is

one but he is absent or unable to perform the duty, the shareholders present shall elect a shareholder to act as chairman.

Article 37

In casting vote, one share shall be entitled to one vote and the resolution of the meeting of shareholders shall be supported by the following votes:

(1) in a normal case, by the majority vote of the shareholders who attend the meeting and have the right to vote. In case of a tie vote, the chairman of the meeting shall be entitled to a casting vote.

(2) in the following cases, by a vote of not less than three-fourths (3/4) of the total number of shareholders present at the meeting and entitled to vote:

(a) the sale or transfer of whole or substantial part of business of the Company to other persons.

(b) the purchase or acceptance of transfer of business of other companies or private companies to the Company.

Attachment - 9

15 March, 2012

Re: Appointment of proxy for 18th Annual General Meeting of 2012

To: The Shareholders

The Company would like to inform the process for appointment of proxy for the 18th Annual General Meeting of 2012 to be held on Friday, 30th March, 2012 at 1500 hrs. at Ruamrudee Ballroom, Novotel Bangkok Fenix Ploenchit Hotel, 566 Phloenchit Road, Bangkok 10330, Thailand, as follows:

In case you cannot attend the meeting, please appoint other person or Mr. Prakrit Pradipasen (Age 69), Independent Director and Audit Committee Chairman as your proxy.

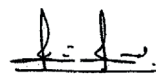
Remark : Mr. Prakrit Pradipasen has no interest in voting

The Company attaches hereto the Proxy Form. In case that you would like to appoint the above person(s) as your Proxy, please send the Proxy Form to the Company, appointing such person, together with certified true copy of your identification card to the following address at least 3 days prior to the meeting, so that the Company can arrange the meeting properly:

**Chief Financial Officer,
Thai Carbon Black Public Company Limited
888/122,128, Mahatun Plaza, 12th Floor, Ploenchit Road, Lumpini, Pathumwan,
Bangkok 10330**

The Company would like to thank you for you cooperation in this regard.

Sincerely,



(Sanjeev Sood)

President & Director

หนังสือมอบฉันทะ แบบ ก. (แบบทั่วไป ซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)
Proxy Form A (Simple Form)

ปิดอากรแสตมป์ 20 บาท
Affix 20 Baht duty stamp

เขียนที่.....
Made at
วันที่..... เดือน..... พ.ศ.....
Date Month Year

(1) ข้าพเจ้า สัญชาติ
I/We Nationality
อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....
Residing at No. Road Sub-district
อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....
District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ไทยคาร์บอนแบล็ค จำกัด (มหาชน)
Being a shareholder of Thai Carbon Black Public Company Limited
โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง
holding the total amount of shares, with the voting rights of votes

(3) ขอมอบฉันทะให้ / Hereby appoint

1. ชื่อ..... อายุ.....ปี อยู่บ้านเลขที่.....
Name Age years, Residing at No.
ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....
Road Sub-district District
จังหวัด..... รหัสไปรษณีย์..... หรือ
Province Postal Code or

2. ชื่อ..... อายุ.....ปี อยู่บ้านเลขที่.....
Name Age years, Residing at No.
ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....
Road Sub-district District
จังหวัด..... รหัสไปรษณีย์..... หรือ
Province Postal Code or

3. ชื่อ..... อายุ.....ปี อยู่บ้านเลขที่.....
Name Age years, Residing at No.
ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....
Road Sub-district District
จังหวัด..... รหัสไปรษณีย์.....
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นครั้งที่ 18/2555 ในวันศุกร์ที่ 30 มีนาคม 2555 เวลา 15.00 น. ณ ห้องร่วมฤดีบอลรูม โรงแรมโนโวเทล กรุงเทพ ฟีนิกซ์ เพลินจิต เลขที่ 566 ถนนเพลินจิต เขตปทุมวัน กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders No. 18/2012 to be held on Friday, 30th March 2012 at 15.00 hrs. at Ruamrudee Ballroom, Novotel Bangkok Fenix Ploenchit Hotel, 566 Ploenchit Road, Pathumwan, Bangkok or at any adjournment thereof.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
Any act performed by the proxy during the meeting shall be deemed to have done by me/us in all respects.

ลงชื่อ/Signature.....ผู้มอบฉันทะ/The Grantor
(.....)

ลงชื่อ/ Signature.....ผู้รับมอบฉันทะ/The Proxy
(.....)

ลงชื่อ/ Signature.....ผู้รับมอบฉันทะ/The Proxy
(.....)

ลงชื่อ/ Signature.....ผู้รับมอบฉันทะ/The Proxy
(.....)

หมายเหตุ: ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยก
จำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Remark: Where more than one proxy is appointed, only one proxy is allowed to attend the meeting and cast the votes on behalf
of the appointing shareholder. No voting shares can be split to more than one proxy for voting purpose.

หนังสือมอบฉันทะ แบบ ข. (แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่จะเอียงชัดเจนนตายตัว)
Proxy Form B (Specific Details Form)

ปิดอากรแสตมป์ 20 บาท
Affix 20 Baht duty stamp

เขียนที่.....
Made at
วันที่..... เดือน..... พ.ศ.....
Date Month Year

- (1) ข้าพเจ้า..... สัญชาติ.....
I/We Nationality
อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....
Residing at No. Road Sub-district
อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....
District Province Postal Code
- (2) เป็นผู้ถือหุ้นของ บริษัท ไทยคาร์บอนแบล็ค จำกัด (มหาชน)
Being a shareholder of Thai Carbon Black Public Company Limited
โดยถือหุ้นจำนวนทั้งสิ้นรวม..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง
holding the total amount of shares, with the voting rights of votes

(3) ขอมอบฉันทะให้ / Hereby appoint

1. ชื่อ..... อายุ..... ปี อยู่บ้านเลขที่.....
Name Age years, Residing at No.
ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....
Road Sub-district District
จังหวัด..... รหัสไปรษณีย์..... หรือ
Province Postal Code or
2. ชื่อ..... อายุ..... ปี อยู่บ้านเลขที่.....
Name Age years, Residing at No.
ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....
Road Sub-district District
จังหวัด..... รหัสไปรษณีย์..... หรือ
Province Postal Code or
3. ชื่อ..... อายุ..... ปี อยู่บ้านเลขที่.....
Name Age years, Residing at No.
ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....
Road Sub-district District
จังหวัด..... รหัสไปรษณีย์.....
Province Postal Code
4. มอบฉันทะให้กรรมการอิสระ / ประธานกรรมการตรวจสอบ บริษัท ไทยคาร์บอนแบล็ค จำกัด (มหาชน) นายประกิต ประทีปะเสน
อายุ 69 ปีเลขที่ 888/122, 128 อาคารมหาทูนพลาซ่า ชั้น 12 ถนนเพลินจิต แขวงลุมพินี เขตปทุมวัน กรุงเทพฯ 10330
Assign a proxy to Mr. Prakit Pradipasen, Age 69 years, the Independent Director / Member and the Chairman of Audit
Committee of Thai Carbon Black Public Co., Ltd., at the address of 888/122, 128, Mahatun Plaza Bldg., 12th Floor,
Ploenchit Road, Pathumwan, Bangkok 10330

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นครั้งที่ 18/2555 ในวันศุกร์ที่ 30 มีนาคม 2555 เวลา 15.00 น. ณ ห้องร่วมฤดีบอลรูม โรงแรมโนโวเทล กรุงเทพฯ ฟินิกซ์ เพลินจิต เลขที่ 566 ถนนเพลินจิต เขตปทุมวัน กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders No. 18/2012 to be held on Friday, 30th March 2012 at 15.00 hrs. at Ruamrudee Ballroom, Novotel Bangkok Fenix Ploenchit Hotel, 566 Ploenchit Road, Pathumwan, Bangkok or at any adjournment thereof.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the proxy during the meeting shall be deemed to have done by me/us in all respects.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We authorize my/our proxy to vote on behalf of my/our in this meeting in the following manner:

วาระที่ 1 พิจารณานุมัติรายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 17/2554 เมื่อวันที่ 31 มีนาคม 2554

Agenda 1 To consider and adopt the Minutes of the Annual General Meeting No. 17/2011 held on 31st March 2011

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy has the rights to consider the matters and vote on my/our behalf, as he/she deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy is allowed to vote in accordance with my/our following instruction:
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 2 พิจารณาและอนุมัติงบการเงินของบริษัท สิ้นสุดวันที่ 31 ธันวาคม 2554

Agenda 2 To consider and approve the Company's audited financial statements for the year ended 31st December 2011

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy has the rights to consider the matters and vote on my/our behalf, as he/she deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy is allowed to vote in accordance with my/our following instruction:
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 3 พิจารณานุมัติการจ่ายเงินปันผล

Agenda 3 To consider and approve the dividend payment

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy has the rights to consider the matters and vote on my/our behalf, as he/she deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy is allowed to vote in accordance with my/our following instruction:
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 4 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

Agenda 4 To consider and approve the appointment of directors in place of those who retire by rotation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy has the rights to consider the matters and vote on my/our behalf, as he/she deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy is allowed to vote in accordance with my/our following instruction:
 การแต่งตั้งกรรมการทั้งหมด / Appointment of all directors
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล / Appointment of certain directors
1. ดร. สานทรูป บี มิชรา / Dr. Santruip B. Misra
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
2. นายจี เค ตูลเซียน / Mr. G. K. Tulsian
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
3. นายซาชิน จิเทन्द्रา เมธา / Mr. Sachin Jitendra Mehta
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
4. นายชันจีฟ สูท / Mr. Sanjeev Sood
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain



วาระที่ 5 พิจารณาแต่งตั้งคณะกรรมการตรวจสอบ ซึ่งครบวาระการดำรงตำแหน่งในปี 2555

Agenda 5 To consider and approve the appointment of the audit committee whose term is expiring in 2012

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy has the rights to consider the matters and vote on my/our behalf, as he/she deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy is allowed to vote in accordance with my/our following instruction:
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 6 พิจารณาและอนุมัติค่าตรวจสอบบัญชีประจำปี

Agenda 6 To consider and approve the Auditor's fee

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy has the rights to consider the matters and vote on my/our behalf, as he/she deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy is allowed to vote in accordance with my/our following instruction:
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 7 เรื่องอื่นๆ (ถ้ามี)

Agenda 7 Other business (if any)

เพื่อให้ผู้ถือหุ้นได้ซักถามข้อสงสัยและให้คณะกรรมการบริษัทตอบข้อซักถามของผู้ถือหุ้น (ถ้ามี) จึงไม่มีการลงมติใดๆ ในวาระนี้

This agenda is provided for shareholders to ask questions and for directors to clarify any queries (if any), therefore, no voting will be made.

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

The proxy's voting for any agenda that is not consistent with the intention specified under this proxy shall be deemed invalid and shall not be considered as my voting as the shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ข้าพเจ้าไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any other agenda considered in the Meeting other than those specified above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider the matters and vote my/our behalf as the proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the proxy during the meeting except the proxy's voting that is not consistent with my intention as specified under this proxy, shall be deemed to have done by me/us in all respects.



ลงชื่อ/Signature.....ผู้มอบฉันทะ/The Grantor
(.....)

ลงชื่อ/ Signature.....ผู้รับมอบฉันทะ/The Proxy
(.....)

ลงชื่อ/ Signature.....ผู้รับมอบฉันทะ/The Proxy
(.....)

ลงชื่อ/ Signature.....ผู้รับมอบฉันทะ/The Proxy
(.....)

หมายเหตุ / Remarks:

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Where more than one proxy is appointed, only one proxy is allowed to attend the meeting and cast the votes on behalf of the appointing shareholder. No voting shares can be split to more than one proxy for voting purpose.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล

With respect to the agenda appointing directors, it is optional to elect all or any of the proposed directors.

3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there is any rule or regulation requiring the proxy to make any statement of provide any evidence, such as the case that the proxy has interest in any matters which he/she attends and votes at the meeting, he/she may make the statement of provide evidence by specify in Form B.



**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
Annex to the Proxy Form B**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ไทยคาร์บอนแบล็ค จำกัด (มหาชน)
The appointment of proxy by the shareholder of Thai Carbon Black Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นครั้งที่ 18/2555 ในวันศุกร์ที่ 30 มีนาคม 2555 เวลา 15.00 น. ณ ห้องร่วมฤดีบอลรูม โรงแรมโนโวเทล กรุงเทพฯ ฟีนิกซ์ เพลินจิต เลขที่ 566 ถนนเพลินจิต เขตปทุมวัน กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
In the Annual General Meeting of Shareholders No. 18/2012 to be held on Friday, 30th March 2012 at 15.00 hrs. at Ruamrudee Ballroom, Novotel Bangkok Fenix Ploenchit Hotel, 566 Ploenchit Road, Pathumwan, Bangkok or at any adjournment thereof.

วาระที่..... เรื่อง.....
Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy has the rights to consider the matters and vote on my/our behalf, as he/she deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy is allowed to vote in accordance with my/our following instruction:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่..... เรื่อง.....
Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy has the rights to consider the matters and vote on my/our behalf, as he/she deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy is allowed to vote in accordance with my/our following instruction:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่..... เรื่อง.....
Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy has the rights to consider the matters and vote on my/our behalf, as he/she deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy is allowed to vote in accordance with my/our following instruction:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่..... เรื่อง.....
Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy has the rights to consider the matters and vote on my/our behalf, as he/she deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy is allowed to vote in accordance with my/our following instruction:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain



หนังสือมอบฉันทะ แบบ ค.

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)
Proxy Form C
(For Foreign Shareholder appointing custodian in Thailand)

ปิดอากรแสตมป์ 20 บาท
Affix 20 Baht duty stamp

เขียนที่.....
Made at
วันที่..... เดือน..... พ.ศ.....
Date Month Year

(1) ข้าพเจ้า สัญชาติ
I/We Nationality
อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....
Residing at No. Road Sub-district
อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....
District Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....
In the capacity of Depository and Trustee (Custodian) for

(2) เป็นผู้ถือหุ้นของ บริษัท ไทยคาร์บอนแบล็ค จำกัด (มหาชน)
Being a shareholder of Thai Carbon Black Public Company Limited
โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง
holding the total amount of shares, with the voting rights of votes

(3) ขอมอบฉันทะให้ / Hereby appoint

1. ชื่อ..... อายุ.....ปี อยู่บ้านเลขที่.....
Name Age years, Residing at No.
ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....
Road Sub-district District
จังหวัด..... รหัสไปรษณีย์..... หรือ
Province Postal Code or

2. ชื่อ..... อายุ.....ปี อยู่บ้านเลขที่.....
Name Age years, Residing at No.
ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....
Road Sub-district District
จังหวัด..... รหัสไปรษณีย์..... หรือ
Province Postal Code or

3. ชื่อ..... อายุ.....ปี อยู่บ้านเลขที่.....
Name Age years, Residing at No.
ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....
Road Sub-district District
จังหวัด..... รหัสไปรษณีย์.....
Province Postal Code

4. มอบฉันทะให้กรรมการอิสระ / ประธานกรรมการตรวจสอบ บริษัท ไทยคาร์บอนแบล็ค จำกัด (มหาชน) นายประกิต ประทีปะเสน อายุ 69 ปี เลขที่ 888/122, 128 อาคารมหาทุนพลาซ่า ชั้น 12 ถนนเพลินจิต แขวงลุมพินี เขตปทุมวัน กรุงเทพฯ 10330
Assign a proxy to Mr. Prakit Pradipasen, Age 69 years, the Independent Director / Member and the Chairman of Audit Committee of Thai Carbon Black Public Co., Ltd., at the address of 888/122, 128, Mahatun Plaza Bldg., 12th Floor, Ploenchit Road, Pathumwan, Bangkok 10330



คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นครั้งที่ 18/2555 ในวันศุกร์ที่ 30 มีนาคม 2555 เวลา 15.00 น. ณ ห้องร่วมฤดีบอลรูม โรงแรมโนโวเทล กรุงเทพฯ ฟินิกซ์ เพลินจิต เลขที่ 566 ถนนเพลินจิต เขตปทุมวัน กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders No. 18/2012 to be held on Friday, 30th March 2012 at 15.00 hrs. at Ruamrudee Ballroom, Novotel Bangkok Fenix Ploenchit Hotel, 566 Ploenchit Road, Pathumwan, Bangkok or at any adjournment thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We authorize my/our proxy to attend and vote on behalf of my/our in this meeting in the following manner:

- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนเสียงได้
 Authorize in full equivalent to total number of shares held by me/us, and which I/we have the right to vote
- มอบฉันทะบางส่วน คือ
 Authorize in part, equal to:
- | | | |
|---|-------------------------------------|-------|
| <input type="checkbox"/> หุ้นสามัญ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง | | |
| No. of ordinary shares | shares, and having voting right for | votes |
| <input type="checkbox"/> หุ้นบุริมสิทธิ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง | | |
| No. of preferred shares | shares, and having voting right for | votes |
| รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....เสียง | | |
| Total voting right for | | votes |

(5) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We authorize my/our proxy to vote on behalf of my/our in this meeting in the following manner:

วาระที่ 1 พิจารณานุมัติรายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 17/2554 เมื่อวันที่ 31 มีนาคม 2554

Agenda 1 To consider and adopt the Minutes of the Annual General Meeting No. 17/2011 held on 31st March 2011

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The proxy has the rights to consider the matters and vote on my/our behalf, as he/she deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) The proxy is allowed to vote in accordance with my/our following instruction:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve | Disapprove | Abstain |
| votes | votes | votes |

วาระที่ 2 พิจารณาและอนุมัติงบการเงินของบริษัท สิ้นสุดวันที่ 31 ธันวาคม 2554

Agenda 2 To consider and approve the Company's audited financial statements for the year ended 31st December 2011

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The proxy has the rights to consider the matters and vote on my/our behalf, as he/she deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) The proxy is allowed to vote in accordance with my/our following instruction:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve | Disapprove | Abstain |
| votes | votes | votes |

วาระที่ 3 พิจารณานุมัติการจ่ายเงินปันผล

Agenda 3 To consider and approve the dividend payment

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The proxy has the rights to consider the matters and vote on my/our behalf, as he/she deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) The proxy is allowed to vote in accordance with my/our following instruction:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve | Disapprove | Abstain |
| votes | votes | votes |





วาระที่ 4 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

Agenda 4 To consider and approve the appointment of directors in place of those who retire by rotation

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy has the rights to consider the matters and vote on my/our behalf, as he/she deems appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy is allowed to vote in accordance with my/our following instruction:
- การแต่งตั้งกรรมการทั้งหมด / Appointment of all directors
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve votes | Disapprove votes | Abstain votes |
- การแต่งตั้งกรรมการเป็นรายบุคคล / Appointment of certain directors
1. ดร. ซานทรูป บิ มีชรา / Dr. Santruft B. Misra
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
 2. นายจี เค. ตูลเซีย / Mr. G. K. Tulsian
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
 3. นายซาชิน จิเทन्द्रา เมธา / Mr. Sachin Jitendra Mehta
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
 4. นายชันจีฟ สูท / Mr. Sanjeev Sood
 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 5 พิจารณาแต่งตั้งคณะกรรมการตรวจสอบ ซึ่งครบวาระการดำรงตำแหน่งในปี 2555

Agenda 5 To consider and approve the appointment of the audit committee whose term is expiring in 2012

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy has the rights to consider the matters and vote on my/our behalf, as he/she deems appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy is allowed to vote in accordance with my/our following instruction:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve votes | Disapprove votes | Abstain votes |

วาระที่ 6 พิจารณาและอนุมัติค่าตรวจสอบบัญชีประจำปี

Agenda 6 To consider and approve the Auditor's fee

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy has the rights to consider the matters and vote on my/our behalf, as he/she deems appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy is allowed to vote in accordance with my/our following instruction:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve votes | Disapprove votes | Abstain votes |

วาระที่ 7 เรื่องอื่นๆ (ถ้ามี)

Agenda 7 Other business (if any)

เพื่อให้ผู้ถือหุ้นได้ซักถามข้อสงสัย และให้คณะกรรมการบริษัทตอบข้อซักถามของผู้ถือหุ้น (ถ้ามี) จึงไม่มีการลงมติใดๆ ในวาระนี้
This agenda is provided for shareholders to ask questions and for directors to clarify any queries (if any), therefore, no voting will be made.





- (6) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

The proxy's voting for any agenda that is not consistent with the intention specified under this proxy shall be deemed invalid and shall not be considered as my voting as the shareholder.

- (7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any other agenda considered in the Meeting other than those specified above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider the matters and vote my/our behalf as the proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the proxy during the meeting except the proxy's voting that is not consistent with my intention as specified under this proxy, shall be deemed to have done by me/us in all respects.

ลงชื่อ/Signature.....ผู้มอบฉันทะ/The Grantor
(.....)

ลงชื่อ/ Signature.....ผู้รับมอบฉันทะ/The Proxy
(.....)

ลงชื่อ/ Signature.....ผู้รับมอบฉันทะ/The Proxy
(.....)

หมายเหตุ / Remarks:

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

This proxy form C. is designed for only foreign shareholders of record who have appointed a Custodian to act as their Depository and Trustee in Thailand

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

Documentary evidences requiring to be enclosed together with this proxy are as follow:

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
A shareholder's power of attorney, which authorized the Custodian to sign the proxy on his/her behalf.

- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
A letter of certificate confirming that the person who signed the proxy has been authorized to engage in a custodian business.

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Where more than one proxy is appointed, only one proxy is allowed to attend the meeting and cast the votes on behalf of the appointing shareholder. No voting shares can be split to more than one proxy for voting purpose.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

With respect to the agenda appointing directors, it is optional to elect all or any of the proposed directors.

5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

In case there is any rule or regulation requiring the proxy to make any statement or provide any evidence, such as the case that the proxy has interest in any matter which he/she attends and votes at the meeting, he/she may make the statement or provide evidence by specify in Form C.





ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.
Annex to the Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ไทยคาร์บอนแบล็ค จำกัด (มหาชน)

The appointment of proxy by the shareholder of Thai Carbon Black Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นครั้งที่ 18/2555 ในวันศุกร์ที่ 30 มีนาคม 2555 เวลา 15.00 น. ณ ห้องร่วมฤดีบอลรูม โรงแรมโนโวเทล กรุงเทพฯ ฟินิกซ์ เพลินจิต เลขที่ 566 ถนนเพลินจิต เขตปทุมวัน กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the Annual General Meeting of Shareholders No. 18/2012 to be held on Friday, 30th March 2012 at 15.00 hrs. at Ruamrudee Ballroom, Novotel Bangkok Fenix Ploenchit Hotel, 566 Ploenchit Road, Pathumwan, Bangkok or at any adjournment thereof.

วาระที่..... เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy has the rights to consider the matters and vote on my/our behalf, as he/she deems appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy is allowed to vote in accordance with my/our following instruction:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve votes | Disapprove votes | Abstain votes |

วาระที่..... เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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(b) The proxy is allowed to vote in accordance with my/our following instruction:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve votes | Disapprove votes | Abstain votes |

วาระที่..... เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve votes | Disapprove votes | Abstain votes |

วาระที่..... เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve votes | Disapprove votes | Abstain votes |



